UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(MARK ONE)

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

FOR THE QUARTERLY PERIOD ENDED JULY 31, 2017

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: 001-15405

AGILENT TECHNOLOGIES, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	**77-0518772**
(State or other jurisdiction of incorporation or organization)	(IRS employer Identification no.)
5301 STEVENS CREEK BLVD., SANTA CLARA, CALIFORNIA	**95051**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(408) 345-8886**

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, smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☐
(do not check if a smaller reporting company)	Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

CLASS	OUTSTANDING AT AUGUST 31, 2017
COMMON STOCK, $0.01 PAR VALUE	321,828,003

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PART I — FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

AGILENT TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(in millions, except per share amounts)
(Unaudited)

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2017	2016	2017	2016
Net revenue:				
Products	$ 842	$ 798	$ 2,502	$ 2,380
Services and other	272	246	781	711
Total net revenue	1,114	1,044	3,283	3,091
Costs and expenses:				
Cost of products	368	362	1,083	1,084
Cost of services and other	150	140	438	398
Total costs	518	502	1,521	1,482
Research and development	87	86	250	245
Selling, general and administrative	308	310	904	932
Total costs and expenses	913	898	2,675	2,659
Income from operations	201	146	608	432
Interest income	6	3	15	8
Interest expense	(19)	(17)	(59)	(53)
Other income (expense), net	5	2	13	6
Income before taxes	193	134	577	393
Provision for income taxes	18	10	70	57
Net income	$ 175	$ 124	$ 507	$ 336
Net income per share:				
Basic	$ 0.55	$ 0.38	$ 1.57	$ 1.03
Diluted	$ 0.54	$ 0.38	$ 1.56	$ 1.02
Weighted average shares used in computing net income per share:				
Basic	321	325	322	326
Diluted	326	328	325	329
Cash dividends declared per common share	$ 0.132	$ 0.115	$ 0.396	$ 0.345

The accompanying notes are an integral part of these condensed consolidated financial statements.

AGILENT TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (LOSS)
(in millions)
(Unaudited)

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2017	2016	2017	2016
Net income	$ 175	$ 124	$ 507	$ 336
Other comprehensive income (loss):				
Unrealized loss on derivative instruments, net of tax benefit of $(1), $(4), $0 and $(7)	(3)	(5)	(3)	(11)
Amounts reclassified into earnings related to derivative instruments, net of tax expense (benefit) of $0, $1, $(1) and $0	(1)	1	(2)	—
Foreign currency translation, net of tax expense (benefit) of $6, $(3), $6 and $4	57	(48)	61	41
Net defined benefit pension cost and post retirement plan costs:				
Change in actuarial net loss, net of tax expense of $4, $2, $15 and $9	8	8	34	29
Change in net prior service benefit, net of tax benefit of $(1), $(1), $(3) and $(7)	(1)	(2)	(4)	(13)
Other comprehensive income (loss)	60	(46)	86	46
Total comprehensive income	$ 235	$ 78	$ 593	$ 382

The accompanying notes are an integral part of these condensed consolidated financial statements.

AGILENT TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED BALANCE SHEET
(in millions, except par value and share amounts)
(Unaudited)

	July 31, 2017	October 31, 2016
ASSETS		
Current assets:		
Cash and cash equivalents	$ 2,563	$ 2,289
Accounts receivable, net	678	631
Inventory	566	533
Other current assets	189	182
Total current assets	3,996	3,635
Property, plant and equipment, net	716	639
Goodwill	2,612	2,517
Other intangible assets, net	375	408
Long-term investments	137	135
Other assets	425	460
Total assets	$ 8,261	$ 7,794
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 289	$ 257
Employee compensation and benefits	230	235
Deferred revenue	301	269
Short-term debt	280	—
Other accrued liabilities	141	184
Total current liabilities	1,241	945
Long-term debt	1,801	1,904
Retirement and post-retirement benefits	323	360
Other long-term liabilities	285	339
Total liabilities	3,650	3,548
Commitments and contingencies (Note 11)		
Total equity:		
Stockholders' equity:		
Preferred stock; $0.01 par value; 125 million shares authorized; none issued and outstanding	—	—
Common stock; $0.01 par value; 2 billion shares authorized; 322 million shares at July 31, 2017 and 614 million shares at October 31, 2016 issued	3	6
Treasury stock at cost; zero shares at July 31, 2017 and 290 million shares at October 31, 2016	—	(10,508)
Additional paid-in-capital	5,282	9,159
(Accumulated deficit) retained earnings	(260)	6,089
Accumulated other comprehensive loss	(417)	(503)
Total stockholders' equity	4,608	4,243
Non-controlling interest	3	3
Total equity	4,611	4,246
Total liabilities and equity	$ 8,261	$ 7,794

The accompanying notes are an integral part of these condensed consolidated financial statements.

AGILENT TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(in millions)
(Unaudited)

	Nine Months Ended July 31,	
	2017	**2016**
Cash flows from operating activities:		
Net income	$ 507	$ 336
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	160	190
Share-based compensation	48	47
Deferred taxes	83	34
Excess and obsolete inventory related charges	19	16
Other non-cash expense, net	5	16
Changes in assets and liabilities:		
Accounts receivable	(29)	19
Inventory	(46)	(11)
Accounts payable	11	(27)
Employee compensation and benefits	(11)	(14)
Other assets and liabilities	(146)	(47)
Net cash provided by operating activities	601	559
Cash flows from investing activities:		
Investments in property, plant and equipment	(118)	(87)
Loan to equity method investment	—	(3)
Payment to acquire cost method investment	—	(80)
Payment in exchange for convertible note	(1)	(1)
Change in restricted cash and cash equivalents, net	—	245
Proceeds from sale of investment securities	—	1
Proceeds from divestitures	1	—
Acquisitions of businesses and intangible assets, net of cash acquired	(127)	(235)
Net cash used in investing activities	(245)	(160)
Cash flows from financing activities:		
Issuance of common stock under employee stock plans	58	59
Payment of taxes related to net share settlement of equity awards	(13)	(6)
Payment of dividends	(127)	(112)
Proceeds from revolving credit facility	343	255
Repayment of revolving credit facility	(163)	(20)
Treasury stock repurchases	(194)	(388)
Net cash used in financing activities	(96)	(212)
Effect of exchange rate movements	14	9
Net increase in cash and cash equivalents	274	196
Cash and cash equivalents at beginning of period	2,289	2,003
Cash and cash equivalents at end of period	$ 2,563	$ 2,199
Supplemental cash flow information:		
Income tax paid, net	$ 56	$ 54
Interest payments	$ 69	$ 66

The accompanying notes are an integral part of these condensed consolidated financial statements.

AGILENT TECHNOLOGIES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. OVERVIEW, BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Overview. Agilent Technologies, Inc. ("we", "Agilent" or the "company"), incorporated in Delaware in May 1999, is a global leader in life sciences, diagnostics and applied chemical markets, providing application focused solutions that include instruments, software, services and consumables for the entire laboratory workflow.

Our fiscal year-end is October 31, and our fiscal quarters end on January 31, April 30 and July 31. Unless otherwise stated, these dates refer to our fiscal year and fiscal quarters.

Basis of Presentation. We have prepared the accompanying financial data for the three and nine months ended July 31, 2017 and 2016 pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles ("GAAP") in the U.S. have been condensed or omitted pursuant to such rules and regulations. The October 31, 2016 condensed balance sheet data was derived from audited financial statements but does not include all the disclosures required in audited financial statements by U.S. GAAP. The accompanying financial data and information should be read in conjunction with our Annual Report on Form 10-K for the fiscal year ended October 31, 2016.

In the opinion of management, the accompanying condensed consolidated financial statements contain all normal and recurring adjustments necessary for a fair statement of our condensed consolidated balance sheet as of July 31, 2017 and October 31, 2016, condensed consolidated statement of comprehensive income (loss) for the three and nine months ended July 31, 2017 and 2016, condensed consolidated statement of operations for the three and nine months ended July 31, 2017 and 2016, and condensed consolidated statement of cash flows for the nine months ended July 31, 2017 and 2016.

Use of Estimates. The preparation of condensed consolidated financial statements in accordance with GAAP in the U.S. requires management to make estimates and assumptions that affect the amounts reported in our condensed consolidated financial statements and accompanying notes. Management bases its estimates on historical experience and various other assumptions believed to be reasonable. Although these estimates are based on management's best knowledge of current events and actions that may impact the company in the future, actual results may be different from the estimates. Our critical accounting policies are those that affect our financial statements materially and involve difficult, subjective or complex judgments by management. Those policies are revenue recognition, inventory valuation, share-based compensation, retirement and post-retirement benefit plan assumptions, goodwill and purchased intangible assets and accounting for income taxes.

Retirement of Treasury Shares. Upon the formal retirement of treasury shares, we deduct the par value of the retired treasury shares from common stock and allocate the excess of cost over par as a deduction to additional paid-in capital, based on the pro-rata portion of additional paid-in-capital, and the remaining excess as a deduction to retained earnings. All retired treasury shares revert to the status of authorized but unissued shares.

Variable Interest Entities. We make a determination upon entering into an arrangement whether an entity in which we have made an investment is considered a Variable Interest Entity ("VIE"). The company evaluates its investments in privately held companies on an ongoing basis. We have determined that as of July 31, 2017 there were no VIE's required to be consolidated in the company's consolidated financial statements because we do not have a controlling financial interest in any of the VIE's that we have invested in nor are we the primary beneficiary. We account for these investments under either the equity or cost method, depending on the circumstances. We periodically reassess whether we are the primary beneficiary of a VIE. The reassessment process considers whether we have acquired the power to direct the most significant activities of the VIE through changes in governing documents or other circumstances. We also reconsider whether entities previously determined not to be VIEs have become VIEs, based on changes in facts and circumstances including changes in contractual arrangements and capital structure. As of July 31, 2017, the carrying value of our cost method investment in a VIE was $80 million with a maximum exposure of $80 million. The investments are included on the long-term investments line of the condensed consolidated balance sheet.

Fair Value of Financial Instruments. The carrying values of certain of our financial instruments including cash and cash equivalents, accounts receivable, accounts payable, accrued compensation and other accrued liabilities approximate fair value because of their short maturities. The fair value of long-term equity investments is determined using quoted market prices for those securities when available. For those long-term equity investments accounted for under the cost or equity method, their carrying value approximates their estimated fair value. Equity method investments are reported at the amount of the company's initial investment and adjusted each period for the company's share of the investee's income or loss and dividend paid. There are no equity method investments as of July 31, 2017. The fair value of our long-term debt, calculated from quoted prices which are primarily Level 1 inputs under the accounting guidance fair value hierarchy, exceeds the carrying value by approximately $169 million and $104 million as of July 31, 2017 and October 31, 2016, respectively. The change in the excess of fair value over carrying value in the nine months ended July 31, 2017 is due to fluctuations in market interest rates. The carrying value as of October 31, 2016 reflects the new accounting guidance related to the presentation of debt issuance costs which we adopted on November 1, 2016. The fair value of foreign currency contracts used for hedging purposes is estimated internally by using inputs tied to active markets. These inputs, for example, interest rate yield curves, foreign exchange rates, and forward and spot prices for currencies are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities. See also Note 8, "Fair Value Measurements" for additional information on the fair value of financial instruments.

2. NEW ACCOUNTING PRONOUNCEMENTS

There were no changes to the new accounting pronouncements not yet adopted as described in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016 except for the following:

In April 2015, the Financial Accounting Standards Board ("FASB") issued amendments to simplify the presentation of debt issuance costs. The amendments require that debt issuance costs related to a recognized debt liability to be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs remain unchanged. The amendments were effective for us beginning November 1, 2016. The impact of adoption to our condensed consolidated balance sheet was a decrease of $8 million in other assets and long-term debt. The October 31, 2016 consolidated balance sheet has been revised to reflect the new disclosure requirement.

In May 2014, the FASB issued amendments to the accounting guidance related to revenue recognition, Topic 606, Revenue from contracts with customers. The objective of the amendments was to significantly enhance comparability and clarify principles of revenue recognition practices across entities, industries, jurisdictions and capital markets. The amendments are effective for us beginning fiscal 2019. The company expects to adopt this guidance on November 1, 2018 and will apply the modified retrospective method. We are currently evaluating the impact the adoption of this standard will have on our consolidated financial statements and disclosures.

In January 2017, the FASB issued guidance intended to clarify the definition of a business in connection with business combinations with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. This guidance is effective for us beginning November 1, 2018, and for interim periods within that year. Adjustments will be recorded in the period that they are determined rather than applied retrospectively via revision to the period of acquisition and each period thereafter. We do not expect this guidance to have a material impact on our consolidated financial statements and disclosures.

In January 2017, the FASB issued an amendment to modify the concept of impairment from the condition that exists when the carrying amount of goodwill exceeds its implied fair value to the condition that exists when the carrying amount of a reporting unit exceeds its fair value. The amendment also simplifies the subsequent measurement of goodwill by eliminating Step 2 from the goodwill impairment test. The amendments are effective for us beginning November 1, 2020. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. We do not expect this guidance to have a material impact on our consolidated financial statements and disclosures.

In March 2017, the FASB issued guidance on the presentation of the net periodic pension and postretirement benefit cost. This guidance also specifies that only the service cost component of net benefit cost is eligible for capitalization. The amendments are effective for us beginning November 1, 2018, including interim periods within those annual periods. We are evaluating the impact of adopting this guidance to our consolidated financial statements.

In May 2017, the FASB issued an update to clarify when to account for a change to the terms or conditions of a share-based payment award as a modification. Under the new guidance, modification accounting is required only if the fair value, the vesting conditions, or the classification of the award (as equity or liability) changes as a result of the change in terms or conditions. The amendments are effective for us beginning November 1, 2018. We do not expect this guidance to have a material impact on our consolidated financial statements and disclosures.

In August 2017, the FASB issued amendments to hedge accounting intended to better align a company's risk management strategies and financial reporting for hedging relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and presentation of hedge results. The amendments expand and refine accounting for both nonfinancial and financial risk components and align the recognition and presentation of the effects of the hedging instrument and hedged item in the financial statements. The amendments are effective for us beginning November 1, 2019, including the interim periods within those annual periods. We are currently evaluating the impact the adoption of this guidance will have on our consolidated financial statements and disclosures.

Other amendments to GAAP in the U.S. that have been issued by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on our consolidated financial statements upon adoption.

3. SHARE-BASED COMPENSATION

Agilent accounts for share-based awards in accordance with the provisions of the authoritative accounting guidance which requires the measurement and recognition of compensation expense for all share-based payment awards made to our employees and directors including employee stock option awards, restricted stock units, employee stock purchases made under our employee stock purchase plan ("ESPP") and performance share awards granted to selected members of our senior management under the long-term performance plan ("LTPP") based on estimated fair values.

Participants in the LTPP are entitled to receive unrestricted shares of the company's stock after the end of a three-year period, if specified performance targets are met. Certain LTPP awards are generally designed to meet the criteria of a performance award with the performance metrics and peer group comparison based on the Total Stockholders' Return ("TSR") set at the beginning of the performance period. Effective November 1, 2015, the Compensation Committee of the Board of Directors approved another type of performance stock award, for the company's executive officers and other key employees. Participants in this program are also entitled to receive unrestricted shares of the company's stock after the end of a three-year period, if specified performance targets over the three-year period are met. The performance target for grants made in 2016 and 2017 were based on Operating Margin ("OM") and Earnings Per Share ("EPS"), respectively. The performance targets for the LTPP-EPS grants for year 2 and year 3 of the performance period will be set in the first quarter of year 2 and year 3, respectively. All LTPP awards granted after November 1, 2015, are subject to a one-year post-vest holding period.

The final LTPP award may vary from zero to 200 percent of the target award. The maximum award value cannot exceed 300 percent of the grant date target value. We consider the dilutive impact of these programs in our diluted net income per share calculation only to the extent that the performance conditions are expected to be met. Restricted stock units generally vest, with some exceptions, at a rate of 25 percent per year over a period of four years from the date of grant.

The impact on our results for share-based compensation was as follows:

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2017	2016	2017	2016
	(in millions)			
Cost of products and services	$ 3	$ 2	$ 12	$ 11
Research and development	1	1	4	4
Selling, general and administrative	8	8	32	33
Total share-based compensation expense	$ 12	$ 11	$ 48	$ 48

At July 31, 2017 and October 31, 2016, there was no share-based compensation capitalized within inventory.

The following assumptions were used to estimate the fair value of awards granted.

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2017	2016	2017	2016
LTPP:				
Volatility of Agilent shares	23%	24%	23%	24%
Volatility of selected peer-company shares	15%-63%	14%-50%	15%-63%	14%-50%
Price-wise correlation with selected peers	36%	35%	36%	35%
Post-vest restriction discount for all executive awards	5.3%	5.5%	5.3%	5.5%

Shares granted under the LTPP (TSR) were valued using a Monte Carlo simulations model. The Monte Carlo simulation fair value model requires the use of highly subjective and complex assumptions, including the price volatility of the underlying stock.

For the volatility of our 2015 and 2016 LTPP (TSR) grants, we used the 3-year average historical stock price volatility of a group of our peer companies. We believed our historical volatility prior to the separation of Keysight in 2015 was no longer relevant to use. For the volatility of our 2017 LTPP (TSR) grants, we used our own historical stock price volatility.

The ESPP allows eligible employees to purchase shares of our common stock at 85 percent of the price at purchase and uses the purchase date to establish the fair market value.

The estimated fair value of restricted stock units, LTPP (OM) and LTPP (EPS) awards is determined based on the market price of Agilent's common stock on the date of grant adjusted for expected dividend yield. The compensation cost for LTPP (OM) and LTPP (EPS) reflects the cost of awards that are probable to vest at the end of the performance period.

All awards granted in 2017 and 2016 to our senior management employees have a one-year post-vest holding restriction. The estimated discount associated with post-vest holding restrictions is calculated using the Finnerty model (see table above). The model calculates the potential lost value if the employee were able to sell the shares during the lack of marketability period, instead of being required to hold the shares. The model used the same historical stock price volatility and dividend yield assumption used for the Monte Carlo simulations model and an expected dividend yield to compute the discount.

4. INCOME TAXES

The company's income tax expense was $18 million and $70 million for the three and nine months ended July 31, 2017 with an effective tax rate of 9.3 percent and 12.1 percent, respectively. The income tax expense was $10 million and $57 million for the three and nine months ended July 31, 2016 with an effective tax rate of 7.5 percent and 14.5 percent, respectively.

The income tax provision for the three and nine months ended July 31, 2017 included net discrete tax benefits of $60 million and $63 million, respectively. The significant component of the net discrete tax benefit for the nine months ended July 31, 2017 included a $51 million tax benefit due to the settlement of an audit in Germany for the fiscal years 2005 to 2008.

The U.S. statute of limitations for audit of tax returns for the fiscal years 2012 and 2013 expired in July 2017. The statute expiration resulted in the recognition of previously unrecognized tax benefits of $40 million. This discrete tax benefit was offset by a deferred tax liability required for the tax expected upon repatriation of related unremitted foreign earnings that were not asserted as indefinitely invested outside the U.S.

During the current quarter, the company assessed its overall cash needs and funding sources for fiscal year 2017, which included evaluating its intent and ability regarding the indefinite reinvestment of foreign earnings from certain foreign subsidiaries and the use of cash tax attributes in anticipation of U.S. tax reform. Accordingly, the company determined that a portion of current year foreign earnings from its low tax jurisdictions would be repatriated in the near term. As such, a deferred tax liability for the expected repatriation of foreign earnings was accrued in the current quarter, which increased the annual estimated effective tax rate and the year to date tax expense of the company.

The income tax provision for the three and nine months ended July 31, 2016 included net discrete tax benefits of $6 million and $9 million, respectively. The significant component of the net discrete tax benefit for the nine months ended July 31, 2016 included an out of period correcting tax benefit of $11 million associated with a true-up of deferred tax liability for unremitted foreign earnings that should have been recorded in the third quarter of fiscal year 2015. The out-of-period correction was determined to be immaterial to the previously issued financial statements.

In the U.S., tax years remain open back to the year 2014 for federal income tax purposes and the year 2000 for significant states. Other than as mentioned above, there were no substantial changes from our 2016 Annual Report on Form 10-K to the status of these open tax years in the first nine months of fiscal year 2017.

In other major jurisdictions where the company conducts business, the tax years generally remain open back to the year 2001. During the first quarter of fiscal year 2017, the company settled its ongoing tax audit in Italy for the years 2011 to 2013 resulting in a net tax expense of $7 million. The settlement resulted in the recognition of previously unrecognized tax benefits of approximately $14 million. During the three months ended July 31, 2017, the company settled its ongoing tax audit in Germany for the years 2005 to 2008, which resulted in the recognition of previously unrecognized tax benefits of approximately $51 million.

With these jurisdictions and the U.S., it is reasonably possible that there could be significant changes to our unrecognized tax benefits in the next twelve months due to either the expiration of a statute of limitation or a tax audit settlement which could partially offset by an anticipated tax liability related to unremitted foreign earnings, where applicable. Given the number of years and numerous matters that remain subject to examination in various tax jurisdictions, management is unable to estimate the range of possible changes to the balance of our unrecognized tax benefits.

5. NET INCOME PER SHARE

The following is a reconciliation of the numerator and denominator of the basic and diluted net income per share computations for the periods presented below:

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2017	2016	2017	2016
	(in millions)			
Numerator:				
Net income	$ 175	$ 124	$ 507	$ 336
Denominator:				
Basic weighted-average shares	321	325	322	326
Potential common shares— stock options and other employee stock plans	5	3	3	3
Diluted weighted-average shares	326	328	325	329

The dilutive effect of share-based awards is reflected in diluted net income per share by application of the treasury stock method, which includes consideration of unamortized share-based compensation expense and the dilutive effect of in-the-money options and non-vested restricted stock units. Under the treasury stock method, the amount the employee must pay for exercising stock options and unamortized share-based compensation expense collectively are assumed proceeds to be used to repurchase hypothetical shares. An increase in the fair market value of the company's common stock can result in a greater dilutive effect from potentially dilutive awards.

We exclude stock options with exercise prices greater than the average market price of our common stock from the calculation of diluted earnings per share because their effect would be anti-dilutive. For the three and nine months ended July 31, 2017, no options to purchase shares were excluded from the calculation of diluted earnings per share as compared to zero and 1.1 million options to purchase shares excluded for the three and nine months ended July 31, 2016. In addition, we exclude from the calculation of diluted earnings per share stock options, ESPP, LTPP and restricted stock awards whose combined exercise price and unamortized fair value were greater than the average market price of our common stock because their effect would also be anti-dilutive. For the three and nine months ended July 31, 2017, zero and 300 additional shares were excluded from the calculation of diluted earnings per share as compared to zero and 306,100 additional shares excluded for the three and nine months ended July 31, 2016.

6. INVENTORY

	July 31, 2017	October 31, 2016
	(in millions)	
Finished goods	$ 358	$ 339
Purchased parts and fabricated assemblies	208	194
Inventory	$ 566	$ 533

7. GOODWILL AND OTHER INTANGIBLE ASSETS

The following table presents goodwill balances and the movements for each of our reportable segments during the nine months ended July 31, 2017:

	Life Sciences and Applied Markets	Diagnostics and Genomics	Agilent CrossLab	Total
	(in millions)			
Goodwill as of October 31, 2016	$ 790	$ 1,223	$ 504	$ 2,517
Foreign currency translation impact	5	11	3	19
Goodwill arising from acquisitions	25	51	—	76
Goodwill as of July 31, 2017	$ 820	$ 1,285	$ 507	$ 2,612

The components of other intangibles as of July 31, 2017 and October 31, 2016 are shown in the table below:

	Purchased Other Intangible Assets		
	Gross Carrying Amount	Accumulated Amortization	Net Book Value
	(in millions)		
As of October 31, 2016			
Purchased technology	$ 823	$ 572	$ 251
Backlog	1	1	—
Trademark/Tradename	149	61	88
Customer relationships	263	211	52
Total amortizable intangible assets	1,236	845	391
In-Process R&D	17	—	17
Total	$ 1,253	$ 845	$ 408
As of July 31, 2017			
Purchased technology	$ 856	$ 630	$ 226
Trademark/Tradename	149	70	79
Customer relationships	155	106	49
Total amortizable intangible assets	1,160	806	354
In-Process R&D	21	—	21
Total	$ 1,181	$ 806	$ 375

On July 7, 2017, we completed the acquisition of Cobalt Light Systems ("Cobalt"), an Oxfordshire, U.K. based provider of differentiated Raman spectroscopic instruments for the pharmaceutical industry, applied markets and public safety, for approximately $53 million in cash. Due to the timing of the close, the valuation of the tangible and intangible assets of this acquisition is preliminary and will be finalized in the fourth quarter.

On January 20, 2017, we acquired Multiplicom NV ("Multiplicom"), a leading European diagnostics company with state-of-the-art genetic testing technology and products, for approximately $72 million in cash.

During the nine months ended July 31, 2017, we recorded additions to goodwill of $76 million and additions to other intangible assets of $52 million related to these acquisitions. During the nine months ended July 31, 2017, other intangible assets, net increased $4 million due to the impact of foreign exchange translation.

During the nine months ended July 31, 2017, we wrote-off the gross carrying amount of $131 million and the related accumulated amortization of fully amortized intangible assets.

Each quarter we review the events and circumstances to determine if impairment of indefinite-lived intangible assets and goodwill is indicated. There were no indicators of impairments of indefinite-lived intangible assets during the three and nine months ended July 31, 2017. During the three and nine months ended July 31, 2016, we recorded an impairment of $4 million due to the cancellation of a specific IPR&D project. There were no indicators of impairment of goodwill during the nine months ended July 31, 2017.

Amortization expense of intangible assets was $27 million and $89 million for the three and nine months ended July 31, 2017, respectively. Amortization expense of intangible assets was $37 million and $120 million for the three and nine months ended July 31, 2016, respectively.

Future amortization expense related to existing finite-lived purchased intangible assets for the remainder of fiscal year 2017 and for each of the five succeeding fiscal years and thereafter is estimated below:

Estimated future amortization expense:

(in millions)		
Remainder of 2017	$	27
2018	$	91
2019	$	66
2020	$	55
2021	$	43
2022	$	31
Thereafter	$	41

8. FAIR VALUE MEASUREMENTS

The authoritative guidance defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, we consider the principal or most advantageous market and assumptions that market participants would use when pricing the asset or liability.

Fair Value Hierarchy

The guidance establishes a fair value hierarchy that prioritizes the use of inputs used in valuation techniques into three levels. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. There are three levels of inputs that may be used to measure fair value:

Level 1- applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2- applies to assets or liabilities for which there are inputs other than quoted prices included within level 1 that are observable, either directly or indirectly, for the asset or liability such as: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in less active markets; or other inputs that can be derived principally from, or corroborated by, observable market data.

Level 3- applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis

Financial assets and liabilities measured at fair value on a recurring basis as of July 31, 2017 were as follows:

	July 31, 2017	Fair Value Measurement at July 31, 2017 Using: Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(in millions)			
Assets:				
Short-term				
Cash equivalents (money market funds)	$ 1,549	$ 1,549	$ —	$ —
Derivative instruments (foreign exchange contracts)	7	—	7	—
Long-term				
Trading securities	31	31	—	—
Total assets measured at fair value	$ 1,587	$ 1,580	$ 7	$ —
Liabilities:				
Short-term				
Derivative instruments (foreign exchange contracts)	$ 8	$ —	$ 8	$ —
Long-term				
Deferred compensation liability	31	—	31	—
Total liabilities measured at fair value	$ 39	$ —	$ 39	$ —

Financial assets and liabilities measured at fair value on a recurring basis as of October 31, 2016 were as follows:

	October 31, 2016	Fair Value Measurement at October 31, 2016 Using: Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(in millions)			
Assets:				
Short-term				
Cash equivalents (money market funds)	$ 1,482	$ 1,482	$ —	$ —
Derivative instruments (foreign exchange contracts)	9	—	9	—
Long-term				
Trading securities	31	31	—	—
Total assets measured at fair value	$ 1,522	$ 1,513	$ 9	$ —
Liabilities:				
Short-term				
Derivative instruments (foreign exchange contracts)	$ 8	$ —	$ 8	$ —
Long-term				
Deferred compensation liability	31	—	31	—
Total liabilities measured at fair value	$ 39	$ —	$ 39	$ —

Our money market funds and trading securities investments are generally valued using quoted market prices and therefore are classified within level 1 of the fair value hierarchy. Our derivative financial instruments are classified within level 2, as there is not an active market for each hedge contract, but the inputs used to calculate the value of the instruments are tied to active markets. Our deferred compensation liability is classified as level 2 because, although the values are not directly based on quoted market prices, the inputs used in the calculations are observable.

Trading securities, which is comprised of mutual funds, bonds and other similar instruments, and deferred compensation liability are reported at fair value, with gains or losses resulting from changes in fair value recognized currently in net income. Certain derivative instruments are reported at fair value, with unrealized gains and losses, net of tax, included in accumulated other comprehensive loss within stockholders' equity. Realized gains and losses from the sale of these instruments are recorded in net income.

Impairment of Investments. There were no impairments of investments for the three and nine months ended July 31, 2017 and 2016.

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

For the three and nine months ended July 31, 2017 , there were no impairments of long-lived assets held and used. For the three and nine months ended July 31, 2016, long-lived assets held and used relating to IPR&D projects with a carrying amount of $4 million were written down to their fair value of zero, resulting in an impairment charge of $4 million, which was included in net income. For the three and nine months ended July 31, 2017 and 2016, there were no impairments of long-lived assets held for sale.

9. DERIVATIVES

We are exposed to foreign currency exchange rate fluctuations and interest rate changes in the normal course of our business. As part of our risk management strategy, we use derivative instruments, primarily forward contracts, purchased options to hedge economic and/or accounting exposures resulting from changes in foreign currency exchange rates.

Fair Value Hedges

We are exposed to interest rate risk due to the mismatch between the interest expense we pay on our loans at fixed rates and the variable rates of interest we receive from cash, cash equivalents and other short-term investments. We have issued long-term debt in U.S. dollars at fixed interest rates based on the market conditions at the time of financing. The fair value of our fixed rate debt changes when the underlying market rates of interest change, and, in the past, we have used interest rate swaps to change our fixed interest rate payments to U.S. dollar LIBOR-based variable interest expense to match the floating interest income from our cash, cash equivalents and other short term investments. As of July 31, 2017, all interest rate swap contracts had either been terminated or had expired.

On November 25, 2008, we terminated two interest rate swap contracts associated with our 2017 senior notes that represented the notional amount of $400 million. On October 20, 2014, we prepaid $500 million out of $600 million principal of our 2017 senior notes and fully amortized the associated proportionate deferred gain to other income (expense). The remaining gain to be amortized related to the $100 million of 2017 senior notes at July 31, 2017 was immaterial. On August 9, 2011, we terminated five interest rate swap contracts related to our 2020 senior notes that represented the notional amount of $500 million. The remaining gain to be amortized at July 31, 2017 was $12 million. All deferred gains from terminated interest rate swaps are being amortized over the remaining life of the respective senior notes.

Cash Flow Hedges

We enter into foreign exchange contracts to hedge our forecasted operational cash flow exposures resulting from changes in foreign currency exchange rates. These foreign exchange contracts, carried at fair value, have maturities between one and twelve months. These derivative instruments are designated and qualify as cash flow hedges under the criteria prescribed in the authoritative guidance and are assessed for effectiveness against the underlying exposure every reporting period. Changes in the time value of the foreign exchange contract are excluded from the assessment of hedge effectiveness and are recognized in other income (expense) each period. The changes in fair value of the effective portion of the derivative instrument are recognized in accumulated other comprehensive income (loss). Amounts associated with cash flow hedges are reclassified to cost of sales in the condensed consolidated statement of operations when the forecasted transaction occurs. If it becomes probable that the forecasted transaction will not occur, the hedge relationship will be de-designated and amounts accumulated in other comprehensive income (loss) will be reclassified to other income (expense) in the current period. Changes in the fair value of the ineffective portion of derivative instruments are recognized in other income (expense) in the condensed consolidated statement of operations in the current period. We record the premium paid (time value) of an option on the date of purchase as an asset. For options designated as cash flow hedges, changes in the time value are excluded from the assessment of hedge effectiveness and are recognized in other income (expense) over the life of the option contract. Ineffectiveness in the three and nine months ended July 31, 2017 and 2016 was not significant. For the three and nine months ended July 31, 2017 and 2016 gains and losses recognized in other income (expense) due to de-designation of cash flow hedge contracts were not significant.

In July 2012, Agilent executed treasury lock agreements for $400 million in connection with future interest payments to be made on our 2022 senior notes issued on September 10, 2012. We designated the treasury lock as a cash flow hedge. The treasury lock contracts were terminated on September 10, 2012 and we recognized a deferred gain in accumulated other comprehensive income which is being amortized to interest expense over the life of the 2022 senior notes. The remaining gain to be amortized related to the treasury lock agreements at July 31, 2017 was $2 million.

In February 2016, Agilent executed three forward-starting pay fixed/receive variable interest rate swaps for the notional amount of $300 million in connection with future interest payments to be made on our 2026 senior notes issued on September 15, 2016. These derivative instruments were designated and qualified as cash flow hedges under the criteria prescribed in the authoritative guidance. The swap arrangements were terminated on September 15, 2016 with a payment of $10 million and we recognized this as a deferred loss in accumulated other comprehensive income which is being amortized to interest expense over the life of the 2026 senior notes. The remaining loss to be amortized related to the interest rate swap agreements at July 31, 2017 was $9 million.

Other Hedges

Additionally, we enter into foreign exchange contracts to hedge monetary assets and liabilities that are denominated in currencies other than the functional currency of our subsidiaries. These foreign exchange contracts are carried at fair value and do not qualify for hedge accounting treatment and are not designated as hedging instruments. Changes in value of the derivative are recognized in other income (expense) in the condensed consolidated statement of operations, in the current period, along with the offsetting foreign currency gain or loss on the underlying assets or liabilities.

Our use of derivative instruments exposes us to credit risk to the extent that the counterparties may be unable to meet the terms of the agreement. We do, however, seek to mitigate such risks by limiting our counterparties to major financial institutions which are selected based on their credit ratings and other factors. We have established policies and procedures for mitigating credit risk that include establishing counterparty credit limits, monitoring credit exposures, and continually assessing the creditworthiness of counterparties.

A number of our derivative agreements contain threshold limits to the net liability position with counterparties and are dependent on our corporate credit rating determined by the major credit rating agencies. The counterparties to the derivative instruments may request collateralization, in accordance with derivative agreements, on derivative instruments in net liability positions.

The aggregate fair value of all derivative instruments with credit-risk-related contingent features that were in a net liability position as of July 31, 2017, was $5 million. The credit-risk-related contingent features underlying these agreements had not been triggered as of July 31, 2017.

There were 57 foreign exchange forward contracts open as of July 31, 2017 and designated as cash flow hedges. There were 149 foreign exchange forward contracts open as of July 31, 2017 not designated as hedging instruments. The aggregated notional amounts by currency and designation as of July 31, 2017 were as follows:

	Derivatives Designated as Cash Flow Hedges	Derivatives Not Designated as Hedging Instruments
	Forward Contracts USD	Forward Contracts USD
Currency	**Buy/(Sell)**	**Buy/(Sell)**
	(in millions)	
Euro	$ (30)	$ 101
British Pound	(34)	9
Canadian Dollar	(30)	5
Australian Dollar	4	15
Malaysian Ringgit	—	(2)
Japanese Yen	(66)	26
Other	(16)	23
Totals	$ (172)	$ 177

Derivative instruments are subject to master netting arrangements and are disclosed gross in the balance sheet in accordance with the authoritative guidance. The gross fair values and balance sheet location of derivative instruments held in the consolidated balance sheet as of July 31, 2017 and October 31, 2016 were as follows:

Fair Values of Derivative Instruments

Asset Derivatives			Liability Derivatives		
	Fair Value			Fair Value	
Balance Sheet Location	**July 31, 2017**	**October 31, 2016**	**Balance Sheet Location**	**July 31, 2017**	**October 31, 2016**
		(in millions)			
Derivatives designated as hedging instruments:					
Cash flow hedges					
Foreign exchange contracts					
Other current assets	$ 1	$ 5	Other accrued liabilities	$ 5	$ 3
Derivatives not designated as hedging instruments:					
Foreign exchange contracts					
Other current assets	$ 6	$ 4	Other accrued liabilities	$ 3	$ 5
Total derivatives	$ 7	$ 9		$ 8	$ 8

The effect of derivative instruments for foreign exchange contracts designated as hedging instruments and not designated as hedging instruments in our consolidated statement of operations were as follows:

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2017	**2016**	**2017**	**2016**
		(in millions)		
Derivatives designated as hedging instruments:				
Cash Flow Hedges				
Foreign exchange contracts:				
Gain (loss) recognized in accumulated other comprehensive income (loss)	$ (4)	$ 2	$ (3)	$ (4)
Gain (loss) reclassified from accumulated other comprehensive income (loss) into cost of sales	$ 1	$ (2)	$ 3	$ —
Interest rate swap contracts:				
Loss recognized in accumulated other comprehensive income (loss)	$ —	$ (11)	$ — —	$ (14)
Derivatives not designated as hedging instruments:				
Gain (loss) recognized in other income (expense)	$ 10	$ (2)	$ 7	$ 3

The estimated amount of existing net loss at July 31, 2017 that is expected to be reclassified from other comprehensive income (loss) to cost of sales within the next twelve months is $3 million.

10. RETIREMENT PLANS AND POST RETIREMENT PENSION PLANS

Components of net periodic costs. For the three and nine months ended July 31, 2017 and 2016, our net pension and post retirement benefit costs were comprised of the following:

	Pensions					
	U.S. Plans		Non-U.S. Plans		U.S. Post Retirement Benefit Plans	
	Three Months Ended July 31,					
	2017	2016	2017	2016	2017	2016
	(in millions)					
Service cost—benefits earned during the period	$ —	$ —	$ 5	$ 5	$ —	$ —
Interest cost on benefit obligation	4	4	3	4	1	1
Expected return on plan assets	(7)	(6)	(10)	(11)	(1)	(2)
Amortization:						
Actuarial losses	—	—	9	7	3	3
Prior service credits	—	—	—	—	(2)	(3)
Total net plan costs	$ (3)	$ (2)	$ 7	$ 5	$ 1	$ (1)
Curtailments and settlements gains	$ —	$ —	$ —	$ —	$ —	$ —

	Pensions					
	U.S. Plans		Non-U.S. Plans		U.S. Post Retirement Benefit Plans	
	Nine Months Ended July 31,					
	2017	2016	2017	2016	2017	2016
	(in millions)					
Service cost—benefits earned during the period	$ —	$ 12	$ 13	$ 14	$ —	$ —
Interest cost on benefit obligation	12	11	9	12	4	3
Expected return on plan assets	(19)	(18)	(30)	(33)	(5)	(5)
Amortization:						
Actuarial losses	2	2	27	21	8	8
Prior service credits	(1)	(2)	—	—	(6)	(8)
Total net plan costs	$ (6)	$ 5	$ 19	$ 14	$ 1	$ (2)
Curtailments and settlements gains	$ —	$ (16)	$ (32)	$ —	$ —	$ —

We contributed zero and $25 million to our U.S. defined benefit plans during both the three and nine months ended July 31, 2017. We contributed $6 million and $15 million to our non-U.S. defined benefit plans during the three and nine months ended July 31, 2017, respectively.

We made no contributions to our U.S. defined benefit plans during the three and nine months ended July 31, 2016. We contributed $6 million and $19 million to our non-U.S. defined benefit plans during the three and nine months ended July 31, 2016, respectively.

We do not expect to contribute to our U.S. defined benefit plans during the remainder of 2017 and we expect to contribute $6 million to our non-U.S. defined benefit plans during the remainder of 2017.

In Japan, Agilent has defined benefit pension plans established under the Japanese Welfare Pension Insurance Law (JWPIL). The plans were composed of (a) a substitutional portion based on the pay-related part of the old-age pension benefits prescribed by JWPIL (similar to social security benefits in the United States) and (b) a corporate portion based on a contributory defined benefit pension arrangement established at the discretion of the company. During the nine months ended July 31, 2017, Agilent received government approval and returned the substitutional portion of Japan's pension plan to the Japanese government, as allowed by the JWPIL. The final payment amount is subject to government approval and is expected to be approved by the government in fiscal year 2018. The initial transfer resulted in a net gain of $32 million recorded within cost of sales and operating expenses in the condensed consolidated statement of operations. The net gain consisted of two parts - a gain of $41 million, representing the difference between the fair values of the Accumulated Benefit Obligation (ABO) settled of $65 million and the assets transferred from the pension trust to the government of Japan of $24 million, offset by a settlement loss of $9 million related to the recognition of previously unrecognized actuarial losses included in accumulated other comprehensive income.

Plan Amendments. During the three months ended January 31, 2016, we made changes to our U.S. Retirement Plan and Supplemental Benefits Retirement Plan ("U.S. Plans"). Effective April 30, 2016, benefit accruals under the U.S. Plans were frozen. Any pension benefit earned in the U.S. Plans through April 30, 2016 remained fully vested, and there were no additional benefit accruals after April 30, 2016. In addition, active employees who have not met the eligibility requirement for the Retiree Medical Account (RMA) under the U.S. Post Retirement Benefit Plan - 55 years old with at least 15 years of Agilent service - as of April 30, 2016 - will only be eligible for 50 percent of the current RMA reimbursement amount upon retirement.

Due to these plan amendments, we recorded a curtailment gain of $15 million in the U.S. Plans during the nine months ended July 31, 2016. In addition, we recognized a settlement gain of $1 million related to the U.S. Supplemental Benefits Retirement Plan during the nine months ended July 31, 2016.

11. WARRANTIES AND CONTINGENCIES

Warranties

We accrue for standard warranty costs based on historical trends in warranty charges as a percentage of net product shipments. The accrual is reviewed regularly and periodically adjusted to reflect changes in warranty cost estimates. Estimated warranty charges are recorded within cost of products at the time products are sold. The standard warranty accrual balances are held in other accrued and other long-term liabilities on our condensed consolidated balance sheet. Our standard warranty terms typically extend to one year from the date of delivery, depending on the product.

A summary of the standard warranty accrual activity is shown in the table below:

	Nine Months Ended July 31,	
	2017	2016
	(in millions)	
Beginning balance as of November 1	$ 35	$ 31
Accruals for warranties including change in estimate	38	41
Settlements made during the period	(41)	(36)
Ending balance as of July 31,	$ 32	$ 36
Accruals for warranties due within one year	$ 31	$ 35
Accruals for warranties due after one year	1	1
Ending balance as of July 31,	$ 32	$ 36

Contingencies

We are involved in lawsuits, claims, investigations and proceedings, including, but not limited to, intellectual property, commercial and employment matters, which arise in the ordinary course of business. There are no matters pending that we currently believe are probable and reasonably possible of having a material impact to our business, consolidated financial condition, results of operations or cash flows.

12. SHORT-TERM DEBT

Credit Facilities

On September 15, 2014, Agilent entered into a credit agreement with a group of financial institutions which provides for a $400 million five-year unsecured credit facility that will expire on September 15, 2019. On June 9, 2015, the commitments under the existing credit facility were increased by $300 million and on July 14, 2017, the commitments under the existing credit facility were increased by an additional $300 million so that the aggregate commitments under the facility now total $1 billion. As of July 31, 2017, the company had borrowings of $180 million outstanding under the credit facility. We were in compliance with the covenants for the credit facility during the three and nine months ended July 31, 2017.

2017 Senior Notes

In October 2007, the company issued an aggregate principal amount of $600 million in senior notes ("2017 senior notes"). On October 20, 2014, we settled the redemption of $500 million of the $600 million outstanding aggregate principal amount of our 2017 senior notes. The remaining $100 million in senior notes will mature on November 1, 2017 and have been included in short-term debt. All interest rate swap contracts associated with the 2017 senior notes have been terminated and the amounts to be amortized over the remaining life of the senior notes as of July 31, 2017 was immaterial. All outstanding notes issued are unsecured and rank equally in right of payment with all of Agilent's other senior unsecured indebtedness. There have been no changes to the principal, maturity, interest rates and interest payment terms of the 2017 senior notes in the nine months ended July 31, 2017 as compared to the senior notes described in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016.

13. LONG-TERM DEBT

Senior Notes

The following table summarizes the company's long-term senior notes and the related interest rate swaps:

	July 31, 2017			October 31, 2016		
	Amortized Principal	Swap	Total	Amortized Principal	Swap	Total
	(in millions)					
2017 Senior Notes	—	—	—	100	1	101
2020 Senior Notes	498	12	510	498	15	513
2022 Senior Notes	398	—	398	398	—	398
2023 Senior Notes	596	—	596	595	—	595
2026 Senior Notes	297	—	297	297	—	297
Total	$ 1,789	$ 12	$ 1,801	$ 1,888	$ 16	$ 1,904

The 2017 senior notes are repayable within one year and have been reclassified to short-term debt, see Note 12, "Short-Term Debt". On November 1, 2016, we adopted new guidance related to the presentation of debt issuance costs in the balance sheet. As a result, the amortized principal of long-term debt decreased by $8 million. The table above for October 31, 2016 reflects the new disclosure requirement. Please refer to Note 2, "New Accounting Pronouncements" for additional information.

All outstanding notes listed above are unsecured and rank equally in right of payment with all of Agilent's other senior unsecured indebtedness. Other than described above, there have been no changes to the principal, maturity, interest rates and interest payment terms of the Agilent senior notes, detailed in the table above, in the nine months ended July 31, 2017 as compared to the senior notes described in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016. All interest rate swap contracts have been terminated and amounts to be amortized over the remaining life of the senior notes as of July 31, 2017 and October 31, 2016 are detailed above.

14. STOCKHOLDERS' EQUITY

Stock Repurchase Program

On November 22, 2013 we announced that our board of directors had authorized a share repurchase program effective in the first quarter of fiscal year 2014, upon the conclusion of the company's previous $1 billion repurchase program. The program was designed to reduce or eliminate dilution resulting from issuance of stock under the company's employee equity incentive programs to target maintaining a weighted average share count of approximately 335 million diluted shares. During the nine months ended July 31, 2016, we repurchased approximately 2.4 million shares for $98 million, which completed the purchases under this authorization.

On May 28, 2015 we announced that our board of directors had approved a new share repurchase program (the "2015 repurchase program"). The 2015 repurchase program authorizes the purchase of up to $1.14 billion of our common stock at the company's discretion through and including November 1, 2018. The 2015 repurchase program does not require the company to acquire a specific number of shares and may be suspended or discontinued at any time. During the three and nine months ended July 31, 2017, we repurchased zero shares and 4.1 million shares for $194 million, respectively, under this authorization. During the three and nine months ended July 31, 2016, we repurchased approximately 2.2 million shares for $94 million and 7.3 million shares for $290 million, respectively, under this authorization. As of July 31, 2017, we had remaining authorization to repurchase up to $610 million of our common stock under this program.

During the nine months ended July 31, 2017, we retired 294.2 million treasury shares at an aggregate cost of $10.7 billion, the amount of which represents all our previously repurchased shares over the past 11 years and our repurchases made in the first nine months of fiscal year 2017. The retirement of our treasury shares resulted in a decrease of $6.7 billion to retained earnings and a decrease of $4.0 billion to additional paid-in-capital.

Cash Dividends on Shares of Common Stock

During the three and nine months ended July 31, 2017, we paid cash dividends of $0.132 per common share or $42 million and $0.396 per common share or $127 million on the company's common stock, respectively. During the three and nine months ended July 31, 2016, we paid cash dividends of $0.115 per common share or $37 million and $0.345 per common share or $112 million on the company's common stock, respectively.

The timing and amounts of any future dividends are subject to determination and approval by our board of directors.

Accumulated Other Comprehensive Income (Loss)

Changes in accumulated other comprehensive income (loss) by component and related tax effects were as follows (in millions):

		Net defined benefit pension cost and post retirement plan costs			
Three Months Ended July 31, 2017	**Foreign currency translation**	**Prior service credits**	**Actuarial Losses**	**Unrealized gains (losses) on derivatives**	**Total**
			(in millions)		
As of April 30, 2017	$ (193)	$ 143	$ (425)	$ (2)	$ (477)
Other comprehensive income (loss) before reclassifications	63	—	—	(4)	59
Amounts reclassified out of accumulated other comprehensive income (loss)	—	(2)	12	(1)	9
Tax (expense) benefit	(6)	1	(4)	1	(8)
Other comprehensive income (loss)	57	(1)	8	(4)	60
As of July 31, 2017	$ (136)	$ 142	$ (417)	$ (6)	$ (417)
Nine Months Ended July 31, 2017					
As of October 31, 2016	$ (197)	$ 146	$ (451)	$ (1)	$ (503)
Other comprehensive income (loss) before reclassifications	67	—	3	(3)	67
Amounts reclassified out of accumulated other comprehensive income (loss)	—	(7)	46	(3)	36
Tax (expense) benefit	(6)	3	(15)	1	(17)
Other comprehensive income (loss)	61	(4)	34	(5)	86
As of July 31, 2017	$ (136)	$ 142	$ (417)	$ (6)	$ (417)

Reclassifications out of accumulated other comprehensive income (loss) for the three and nine months ended July 31, 2017 and 2016 were as follows (in millions):

Details about accumulated other comprehensive income (loss) components	Amounts Reclassified from other comprehensive income (loss)				Affected line item in statement of operations
	Three Months Ended July 31,		Nine Months Ended July 31,		
	2017	2016	2017	2016	
Unrealized gain (loss) on derivatives	$ 1	$ (2)	$ 3	$ —	Cost of products
	1	(2)	3	—	Total before income tax
	—	1	(1)	—	(Provision) benefit for income tax
	1	(1)	2	—	Total net of income tax
Net defined benefit pension cost and post retirement plan costs:					
Actuarial net loss	(12)	(10)	(46)	(32)	
Prior service benefit	2	3	7	26	
	(10)	(7)	(39)	(6)	Total before income tax
	3	1	12	(1)	(Provision) benefit for income tax
	(7)	(6)	(27)	(7)	Total net of income tax
Total reclassifications for the period	$ (6)	$ (7)	$ (25)	$ (7)	

Amounts in parentheses indicate reductions to income and increases to other comprehensive income (loss).

Reclassifications out of accumulated other comprehensive income (loss) of prior service benefit and actuarial net loss in respect of retirement plans and post retirement pension plans are included in the computation of net periodic cost together with curtailments and settlements (see Note 10 "Retirement Plans and Post Retirement Pension Plans").

15. SEGMENT INFORMATION

Description of segments. We are a global leader in life sciences, diagnostics and applied chemical markets, providing application focused solutions that include instruments, software, services and consumables for the entire laboratory workflow.

Agilent has three business segments comprised of the life sciences and applied markets business, diagnostics and genomics business and the Agilent CrossLab business each of which comprises a reportable segment. The three operating segments were determined based primarily on how the chief operating decision maker views and evaluates our operations. Operating results are regularly reviewed by the chief operating decision maker to make decisions about resources to be allocated to the segment and to assess its performance. Other factors, including market separation and customer specific applications, go-to-market channels, products and services and manufacturing are considered in determining the formation of these operating segments.

A description of our three reportable segments is as follows:

Our life sciences and applied markets business provides application-focused solutions that include instruments and software that enable customers to identify, quantify and analyze the physical and biological properties of substances and products, as well as enable customers in the clinical and life sciences research areas to interrogate samples at the molecular and cellular level. Key product categories include: liquid chromatography ("LC") systems and components; liquid chromatography mass spectrometry ("LCMS") systems; gas chromatography ("GC") systems and components; gas chromatography mass spectrometry ("GCMS") systems; inductively coupled plasma mass spectrometry ("ICP-MS") instruments; atomic absorption ("AA") instruments; microwave plasma-atomic emission spectrometry ("MP-AES") instruments; inductively coupled plasma optical emission spectrometry ("ICP-OES") instruments; raman spectroscopy; cell analysis plate based assays; laboratory software and informatics systems; laboratory automation and robotic systems; dissolution testing; vacuum pumps and measurement technologies.

Our diagnostics and genomics business is comprised of five areas of activity providing solutions that include reagents, instruments, software and consumables, which enable customers in the clinical and life sciences research areas to interrogate samples at the cellular and molecular level. First, our genomics business includes arrays for DNA mutation detection, genotyping, gene copy number determination, identification of gene rearrangements, DNA methylation profiling, gene expression profiling, as well as next generation sequencing ("NGS") target enrichment and genetic data management and interpretation support software. Second, our nucleic acid solutions business provides equipment and expertise focused on production of synthesized oligonucleotides under pharmaceutical good manufacturing practices ("GMP") conditions for use as active pharmaceutical ingredients ("API") in an emerging class of drugs that utilize nucleic acid molecules for disease therapy. Next, our pathology solutions business is focused on product offerings to cancer diagnostics and anatomic pathology workflows. The broad portfolio of offerings includes immunohistochemistry (“IHC”), in situ hybridization (“ISH”), hematoxylin and eosin (“H&E”) staining and special staining. We also collaborate with a number of major pharmaceutical companies to develop new potential pharmacodiagnostics, also known as companion diagnostics, which may be used to identify patients most likely to benefit from a specific targeted therapy. Finally, the reagent partnership business is a provider of reagents used for turbidimetry and flow cytometry.

The Agilent CrossLab business spans the entire lab with its extensive consumables and services portfolio, which is designed to improve customer outcomes. The majority of the portfolio is vendor neutral, meaning Agilent can serve and supply customers regardless of their instrument purchase choices. Solutions range from chemistries and supplies to services and software helping to connect the entire lab. Key product categories in consumables include GC and LC columns, sample preparation products, custom chemistries, and a large selection of laboratory instrument supplies. Services include startup, operational, training and compliance support, software as a service, as well as asset management and consultative services that help increase customer productivity. Custom service and consumable bundles are tailored to meet the specific application needs of various industries and to keep instruments fully operational and compliant with the respective industry requirements.

A significant portion of the segments' expenses arise from shared services and infrastructure that we have historically provided to the segments in order to realize economies of scale and to efficiently use resources. These expenses, collectively called corporate charges, include legal, accounting, tax, real estate, insurance services, information technology services, treasury, other corporate infrastructure expenses and costs of centralized research and development. Charges are allocated to the segments, and the allocations have been determined on a basis that we consider to be a reasonable reflection of the utilization of services provided to or benefits received by the segments. In addition, we do not allocate amortization and impairment of acquisition-related intangible assets, pension curtailment or settlement gains, restructuring and transformational expenses, acquisition and integration costs and certain other charges to the operating margin for each segment because management does not include this information in its measurement of the performance of the operating segments.

The following tables reflect the results of our reportable segments under our management reporting system. The performance of each segment is measured based on several metrics, including segment income from operations. These results are used, in part, by the chief operating decision maker in evaluating the performance of, and in allocating resources to, each of the segments.

The profitability of each of the segments is measured after excluding restructuring and asset impairment charges, investment gains and losses, interest income, interest expense, acquisition and integration costs, non-cash amortization and other items as noted in the reconciliations below:

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2017	2016	2017	2016
	(in millions)			
Net Revenue:				
Life Sciences and Applied Markets	$ 531	$ 504	$ 1,594	$ 1,525
Diagnostics and Genomics	197	180	562	516
Agilent CrossLab	386	360	1,127	1,050
Total net revenue	$ 1,114	$ 1,044	$ 3,283	$ 3,091
Segment Income From Operations:				
Life Sciences and Applied Markets	$ 113	$ 96	$ 349	$ 304
Diagnostics and Genomics	33	34	105	76
Agilent CrossLab	90	82	246	232
Total segment income from operations	$ 236	$ 212	$ 700	$ 612

The following table reconciles reportable segments' income from operations to Agilent's total enterprise income before taxes:

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2017	2016	2017	2016
	(in millions)			
Total reportable segments' income from operations	$ 236	$ 212	$ 700	$ 612
Asset impairments	—	(4)	—	(4)
Transformational initiatives	(3)	(11)	(5)	(32)
Amortization of intangibles	(27)	(37)	(89)	(120)
Acquisition and integration costs	(4)	(11)	(25)	(28)
Business exit and divestiture costs (primarily our NMR business)	—	(1)	—	(7)
Pension settlement gain	—	—	32	1
Pension curtailment gain	—	—	—	15
Other	(1)	(2)	(5)	(5)
Interest income	6	3	15	8
Interest expense	(19)	(17)	(59)	(53)
Other income (expense), net	5	2	13	6
Income before taxes, as reported	$ 193	$ 134	$ 577	$ 393

The following table reflects segment assets under our management reporting system. Segment assets include allocations of corporate assets, goodwill, net other intangibles and other assets. Unallocated assets primarily consist of cash, cash equivalents, the valuation allowance relating to deferred tax assets and other assets.

	July 31, 2017	October 31, 2016
	(in millions)	
Segment Assets:		
Life Sciences and Applied Markets	$ 1,735	$ 1,687
Diagnostics and Genomics	2,095	1,960
Agilent CrossLab	1,117	1,082
Total segment assets	$ 4,947	$ 4,729

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (UNAUDITED)

The following discussion should be read in conjunction with the condensed consolidated financial statements and notes thereto included elsewhere in this Form 10-Q and our Annual Report on Form 10-K. This report contains forward-looking statements including, without limitation, statements regarding trends, seasonality and growth in, and drivers of, the markets we sell into, our strategic direction, our future effective tax rate and tax valuation allowance, earnings from our foreign subsidiaries, repatriation of our earnings from foreign jurisdictions and its impact on our tax expense, lease and site services income from Keysight, the impact of foreign currency movements on our performance, our hedging programs, indemnification, new product and service introductions, the ability of our products to meet market needs, adoption of our products, changes to our manufacturing processes, the use of contract manufacturers, out sourcing and third-party package delivery services, source and supply of materials used in our products, the impact of local government regulations on our ability to pay vendors or conduct operations, our liquidity position, our ability to generate cash from operations, growth in our businesses, our investments, including in research and development, the potential impact of adopting new accounting pronouncements, our financial results, our operating margin, our sales, our purchase commitments, our capital expenditures, our contributions to our pension and other defined benefit plans, our strategic initiatives, our cost-control activities and other cost saving initiatives, uncertainties relating to Food and Drug Administration ("FDA") and other regulatory approvals, the integration of our acquisitions and other transactions, impairment of goodwill and other intangible assets, write down of investment values or loans and convertible notes, our stock repurchase program, our declared dividends, and the existence of economic instability, that involve risks and uncertainties. Our actual results could differ materially from the results contemplated by these forward-looking statements due to various factors, including those discussed in Part II Item 1A and elsewhere in this Form 10-Q.

Basis of Presentation

The financial information presented in this Form 10-Q is not audited and is not necessarily indicative of our future consolidated financial position, results of operations, comprehensive income (loss) or cash flows. Our fiscal year-end is October 31, and our fiscal quarters end on January 31, April 30 and July 31. Unless otherwise stated, these dates refer to our fiscal year and fiscal periods.

Executive Summary

Agilent Technologies Inc. ("we", "Agilent" or the "company"), incorporated in Delaware in May 1999, is a global leader in life sciences, diagnostics and applied chemical markets, providing application focused solutions that include instruments, software, services and consumables for the entire laboratory workflow.

On January 20, 2017, we completed the acquisition of 100 percent of the stock of Multiplicom NV ("Multiplicom"), a leading European diagnostics company with state-of-the-art genetic testing technology and products, for approximately $72 million in cash. Multiplicom, headquartered in Belgium, develops, manufactures and commercializes molecular diagnostic assays, provided as kits, which enable personalized medicine. The financial results of Multiplicom have been included within Agilent's from the date of the transaction.

On July 7, 2017, we completed the acquisition of Cobalt Light Systems ("Cobalt") for approximately $53 million in cash. Cobalt, based in Oxfordshire, U.K., is a provider of differentiated Raman spectroscopic instruments for the pharmaceutical industry, applied markets and public safety. Cobalt's suite of benchtop and handheld/portable Raman spectroscopic instruments are based on proprietary technologies that enable through-barrier identification of chemicals and materials. The financial results of Cobalt have been included within Agilent's from the date of the transaction.

Net revenue of $1,114 million for the three months ended July 31, 2017 increased 7 percent when compared to the same period last year. Net revenue of $3,283 million for the nine months ended July 31, 2017 increased 6 percent when compared to the same period last year. Foreign currency movements for the three and nine months ended July 31, 2017 had an unfavorable impact on revenue of approximately 1 percentage point for both periods when compared to the same periods last year.

Revenue in the life sciences and applied markets business for the three and nine months ended July 31, 2017, increased 5 percent for both periods when compared to the same periods last year. Foreign currency movements had an overall unfavorable impact on revenue of 1 percentage point in the three months ended July 31, 2017 and had no overall impact on revenue in the nine months ended July 31, 2017 when compared to the same periods last year. For the three and nine months ended July 31, 2017, our performance within the life sciences market continued to show strong revenue growth from the pharmaceutical and biotechnology market partially offset by declines in the diagnostics and clinical market and the academia and government market.

Within the applied markets, there was strong revenue growth in the chemical and energy markets with modest revenue growth in the environmental market in the three and nine months ended July 31, 2017, when compared to the same periods last year.

Revenue in the diagnostics and genomics business for the three and nine months ended July 31, 2017, increased 9 percent for both periods when compared to the same periods last year. Foreign currency movements had an overall unfavorable impact of 1 percentage point on revenue in both the three and nine months ended July 31, 2017 when compared to the same periods last year. For the three and nine months ended July 31, 2017, our performance within the diagnostics and clinical market continued to improve, led by strong revenue growth from our pathology and companion diagnostics businesses.

Revenue generated by Agilent CrossLab in the three and nine months ended July 31, 2017, increased 7 percent for both periods when compared to the same periods last year. Foreign currency movements had an unfavorable impact of 1 percentage point on revenue in both the three and nine months ended July 31, 2017 when compared to the same periods last year. For the three and nine months ended July 31, 2017, revenue grew across nearly all key markets led by strong growth in the academia and government, and pharmaceutical and biotechnology markets. There was moderate revenue growth in the diagnostics and clinical and food markets in the three and nine months ended July 31, 2017 when compared to the same periods last year.

Net income for the three and nine months ended July 31, 2017 was $175 million and $507 million, respectively, compared to $124 million and $336 million for the corresponding periods last year. In the nine months ended July 31, 2017, cash generated from operations was $601 million compared to $559 million in the same period last year.

For the nine months ended July 31, 2017 and 2016, cash dividends of $127 million and $112 million, respectively, were paid on the company's outstanding common stock. The timing and amounts of any future dividends are subject to determination and approval by our board of directors.

On November 22, 2013 we announced that our board of directors had authorized a share repurchase program effective in the first quarter of fiscal year 2014, upon the conclusion of the company's previous $1 billion repurchase program. The program was designed to reduce or eliminate dilution resulting from issuance of stock under the company's employee equity incentive programs to target maintaining a weighted average share count of approximately 335 million diluted shares. During the nine months ended July 31, 2016, we repurchased approximately 2.4 million shares for $98 million, which completed the purchases under this authorization.

On May 28, 2015 we announced that our board of directors had approved a new share repurchase program (the "2015 repurchase program"). The 2015 repurchase program authorizes the purchase of up to $1.14 billion of our common stock at the company's discretion through and including November 1, 2018. The 2015 repurchase program does not require the company to acquire a specific number of shares and may be suspended or discontinued at any time. Our repurchases, if any, may be impacted by our share price as well as other market conditions. During the three and nine months ended July 31, 2017, we repurchased zero shares and 4.1 million shares for $194 million, respectively, under this authorization. During the three and nine months ended July 31, 2016, we repurchased approximately 2.2 million shares for $94 million and 7.3 million shares for $290 million, respectively, under this authorization. As of July 31, 2017, we had remaining authorization to repurchase up to $610 million of our common stock under this program.

During the nine months ended July 31, 2017, we retired 294.2 million treasury shares at an aggregate cost of $10.7 billion, the amount of which represents all our previously repurchased shares over the past 11 years and our repurchases made in the first nine months of fiscal year 2017. The retirement of our treasury shares resulted in a decrease of $6.7 billion to retained earnings and a decrease of $4.0 billion to additional paid-in-capital.

Looking forward, we expect to continue to focus on the growth of operating margin in our businesses by exploring new ways to simplify our operations, differentiate product solutions and improve our customers' experience. In addition, we remain focused on returning a significant proportion of our cash flow to shareholders through our dividend and share repurchase programs. With our growing product solutions portfolio, we remain optimistic about our growth opportunities in our key end markets and geographies. We expect continued strength in the pharmaceutical and biotechnology market and solid growth in the diagnostics and clinical markets. Within the chemical and energy market, we are encouraged by a few consecutive quarters of revenue growth but a cyclical recovery in these markets cannot yet be determined. Even though we saw modest growth in the academia and government market, we anticipate growth in this market to remain challenging and we expect growth to be flat for fiscal year 2017. The unfavorable effects of changes in foreign currency exchange rates decreased revenue by approximately 1 percentage point in the nine months ended July 31, 2017. Costs and expenses, incurred in local currency, were subject to the favorable effects due to changes in foreign currency exchange rates in the nine months ended July 31, 2017, reducing our overall net exposure. The impact of foreign currency exchange rates movements can be positive or negative in any period and is calculated by applying the prior period foreign currency exchange rates to the current year period.

Critical Accounting Policies and Estimates

Management's Discussion and Analysis of Financial Condition and Results of Operations is based upon our condensed consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles ("GAAP") in the U.S. The preparation of condensed consolidated financial statements in conformity with GAAP in the U.S. requires management to make estimates, judgments and assumptions that affect the amounts reported in our condensed consolidated financial statements and accompanying notes. Our critical accounting policies are those that affect our financial statements materially and involve difficult, subjective or complex judgments by management. Those policies are revenue recognition, inventory valuation, share-based compensation, retirement and post-retirement benefit plan assumptions, goodwill and purchased intangible assets and accounting for income taxes. There have been no significant changes to our critical accounting policies as described in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016. Management bases its estimates on historical experience and various other assumptions believed to be reasonable. Although these estimates are based on management's best knowledge of current events and actions that may impact the company in the future, actual results may be different from the estimates.

An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and if different estimates that reasonably could have been used or changes in the accounting estimate that are reasonably likely to occur could materially change the financial statements.

Adoption of New Pronouncements

See Note 2, "New Accounting Pronouncements," to the condensed consolidated financial statements for a description of new accounting pronouncements.

Foreign Currency

Our revenues, costs and expenses, and monetary assets and liabilities are exposed to changes in foreign currency exchange rates as a result of our global operating and financing activities. The unfavorable effects of changes in foreign currency exchange rates has decreased revenue by approximately 1 percentage point in the nine months ended July 31, 2017. Costs and expenses, incurred in local currency, were subject to the favorable effects due to changes in foreign currency exchange rates in the nine months ended July 31, 2017, reducing our overall net exposure. The impact of foreign currency exchange rates movements can be positive or negative in any period and is calculated by applying the prior period foreign currency exchange rates to the current year period. We hedge revenues, expenses and balance sheet exposures that are not denominated in the functional currencies of our subsidiaries on a short term and anticipated basis. We do experience some fluctuations within individual lines of the condensed consolidated statement of operations and balance sheet because our hedging program is not designed to offset the currency movements in each category of revenues, expenses, monetary assets and liabilities. Our hedging program is designed to hedge currency movements on a relatively short-term basis (up to a rolling twelve-month period). Therefore, we are exposed to currency fluctuations over the longer term. To the extent that we are required to pay for all, or portions, of an acquisition price in foreign currencies, Agilent may enter into foreign exchange contracts to reduce the risk that currency movements will impact the U.S. dollar cost of the transaction.

Results from Operations

Net Revenue

	Three Months Ended July 31,		Nine Months Ended July 31,		Year over Year Change	
	2017	2016	2017	2016	Three Months	Nine Months
	(in millions)					
Net revenue:						
Products	$ 842	$ 798	$ 2,502	$ 2,380	6%	5%
Services and other	272	246	781	711	10%	10%
Total net revenue	$ 1,114	$ 1,044	$ 3,283	$ 3,091	7%	6%

Net revenue of $1,114 million for the three months ended July 31, 2017 increased 7 percent when compared to the same period last year. Net revenue of $3,283 million for the nine months ended July 31, 2017 increased 6 percent when compared to the same period last year. Foreign currency movements for the three and nine months ended July 31, 2017 had an unfavorable impact on revenue of approximately 1 percentage point for both periods when compared to the same periods last year.

Services and other revenue include revenue generated from servicing our installed base of products, warranty extensions and consulting including companion diagnostics. Services and other revenue increased 10 percent for both the three and nine months ended July 31, 2017 compared to the same periods last year. The service and other revenue growth was impacted by a portion of the revenue being driven by both the current and the previously installed product base. Services and other revenue also increased due to continued strong companion diagnostics revenue and increases across nearly all service types.

Net Revenue By Segment

	Three Months Ended July 31,		Nine Months Ended July 31,		Year over Year Change	
	2017	2016	2017	2016	Three Months	Nine Months
	(in millions)					
Net revenue by segment:						
Life sciences and applied markets	$ 531	$ 504	$ 1,594	$ 1,525	5%	5%
Diagnostics and genomics	197	180	562	516	9%	9%
Agilent Crosslab	386	360	1,127	1,050	7%	7%
Total net revenue	$ 1,114	$ 1,044	$ 3,283	$ 3,091	7%	6%

Revenue in the life sciences and applied markets business for the three and nine months ended July 31, 2017, increased 5 percent for both periods when compared to the same periods last year. Foreign currency movements had an overall unfavorable impact on revenue of 1 percentage point in the three months ended July 31, 2017 and had no overall impact on revenue in the nine months ended July 31, 2017 when compared to the same periods last year. For the three and nine months ended July 31, 2017, our performance within the life sciences market continued to show strong revenue growth from the pharmaceutical and biotechnology market partially offset by declines in the diagnostics and clinical market and the academia and government market. Within the applied markets, there was strong revenue growth in the chemical and energy markets with modest revenue growth in the environmental market in the three and nine months ended July 31, 2017, when compared to the same periods last year.

Revenue in the diagnostics and genomics business for the three and nine months ended July 31, 2017, increased 9 percent for both periods when compared to the same periods last year. Foreign currency movements had an overall unfavorable impact of 1 percentage point on revenue in both the three and nine months ended July 31, 2017 when compared to the same periods last year. For the three and nine months ended July 31, 2017, our performance within the diagnostics and clinical market continued to improve, led by strong revenue growth from our pathology and companion diagnostics businesses.

Revenue generated by Agilent CrossLab in the three and nine months ended July 31, 2017, increased 7 percent for both periods when compared to the same periods last year. Foreign currency movements had an unfavorable impact of 1 percentage point on revenue in both the three and nine months ended July 31, 2017 when compared to the same periods last year. For the three and nine months ended July 31, 2017, revenue grew across nearly all key markets led by strong growth in the academia and government, and pharmaceutical and biotechnology markets. There was moderate revenue growth in the diagnostics and clinical and food markets in the three and nine months ended July 31, 2017 when compared to the same periods last year.

Operating Results

	Three Months Ended July 31,		Nine Months Ended July 31,		Year over Year Change	
	2017	2016	2017	2016	Three Months	Nine Months
Total gross margin	53.5%	51.9%	53.7%	52.1%	2 ppts	2 ppts
Operating margin	18.0%	14.0%	18.5%	14.0%	4 ppts	5 ppts
(in millions)						
Research and development	$ 87	$ 86	$ 250	$ 245	1%	2%
Selling, general and administrative	$ 308	$ 310	$ 904	$ 932	(1)%	(3)%

Total gross margin for the three months ended July 31, 2017 increased 2 percentage points when compared to the same period last year. Increases in total gross margin for the three months ended July 31, 2017, reflects overall favorable business mix, higher sales volume, lower manufacturing materials costs and lower amortization expense of intangible assets partially offset by unfavorable product mix and wage increases. Total gross margin for the nine months ended July 31, 2017 increased 2 percentage points when compared to the same period last year. Increases in total gross margin for the nine months ended July 31, 2017, reflects overall favorable business mix, higher sales volume, lower manufacturing materials costs, lower inventory charges, lower amortization expense of intangible assets and the impact of an employee pension settlement gain partially offset by unfavorable product mix and wage increases.

Total operating margin increased 4 percentage points in the three months ended July 31, 2017 when compared to the same period last year. In the three months ended July 31, 2017, total operating margin increased due to improved gross margin, the impact of lower amortization expense, lower transformational initiatives costs and lower acquisition and integration costs when compared to the same period last year. Total operating margin increased 5 percentage points in the nine months ended July 31, 2017 when compared to the same periods last year. In the nine months ended July 31, 2017, total operating margin increased due to improved gross margin, lower amortization expense and transformational initiatives costs and the impact of an employee pension settlement gain when compared to the same period last year.

Research and development expenses in the three and nine months ended July 31, 2017 increased 1 percent and 2 percent, respectively, when compared to the same periods last year. Research and development expenses increased in the three and nine months ended July 31, 2017 due to increased program spending on new products related to all of our businesses in addition to an increase in headcount from acquisitions in the past year increasing costs such as wages when compared to spending in the same period last year. We remain committed to invest significantly in research and development and have focused our development efforts on key strategic opportunities in order to align our business with available markets and position ourselves to capture market share.

Selling, general and administrative expenses decreased 1 percent and 3 percent in the three and nine months ended July 31, 2017, respectively, when compared to the same periods last year. Selling, general and administrative expenses in the three months ended July 31, 2017, decreased due to lower amortization expense of intangible assets, lower transformational initiatives costs and lower acquisition and integration costs partially offset by increases in wages, and variable pay. Selling, general and administrative expenses in the nine months ended July 31, 2017, decreased due to the impact of an employee pension settlement gain recognized in the first quarter, decreases in amortization expense of intangible assets and transformational initiatives costs partially offset by additional selling, general and administrative expenses associated with our recent acquisitions, increased wages and variable pay.

At July 31, 2017, our headcount was approximately 13,300 as compared to approximately 12,300 at July 31, 2016.

Other income (expense), net

In the three and nine months ended July 31, 2017 and 2016, other income (expense), net includes $3 million and $9 million of income, respectively, related to the provision of site service costs to, and lease income from Keysight. The costs associated with these services are reported within income from operations. Agilent expects to receive lease and site service income from Keysight over the next 2-3 years of approximately $12 million per year.

Income Taxes

The company's income tax expense was $18 million and $70 million for the three and nine months ended July 31, 2017 with an effective tax rate of 9.3 percent and 12.1 percent, respectively. The income tax expense was $10 million and $57 million for the three and nine months ended July 31, 2016 with an effective tax rate of 7.5 percent and 14.5 percent, respectively.

The income tax provision for the three and nine months ended July 31, 2017 included net discrete tax benefits of $60 million and $63 million, respectively. The significant component of the net discrete tax benefit for the nine months ended July 31, 2017 included a $51 million tax benefit due to the settlement of an audit in Germany for the fiscal years 2005 to 2008.

The U.S. statute of limitations for audit of tax returns for the fiscal years 2012 and 2013 expired in July 2017. The statute expiration resulted in the recognition of previously unrecognized tax benefits of $40 million. This discrete tax benefit was offset by a deferred tax liability required for the tax expected upon repatriation of related unremitted foreign earnings that were not asserted as indefinitely invested outside the U.S.

During the current quarter, the company assessed its overall cash needs and funding sources for fiscal year 2017, which included evaluating its intent and ability regarding the indefinite reinvestment of foreign earnings from certain foreign subsidiaries and the use of cash tax attributes in anticipation of U.S. tax reform. Accordingly, the company determined that a portion of current year foreign earnings from its low tax jurisdictions would be repatriated in the near term. As such, a deferred tax liability for the expected repatriation of foreign earnings was accrued in the current quarter. which increased the annual estimated effective tax rate and the year to date tax expense of the company.

The income tax provision for the three and nine months ended July 31, 2016 included net discrete tax benefits of $6 million and $9 million, respectively. The significant component of the net discrete tax benefit for the nine months ended July 31, 2016 included an out of period correcting tax benefit of $11 million associated with a true-up of deferred tax liability for unremitted foreign earnings that should have been recorded in the third quarter of fiscal year 2015. The out-of-period correction was determined to be immaterial to the previously issued financial statements.

In the U.S., tax years remain open back to the year 2014 for federal income tax purposes and the year 2000 for significant states. Other than as mentioned above, there were no substantial changes from our 2016 Annual Report on Form 10-K to the status of these open tax years in the first nine months of fiscal year 2017.

In other major jurisdictions where the company conducts business, the tax years generally remain open back to the year 2001. During the first quarter of fiscal year 2017, the company settled its ongoing tax audit in Italy for the years 2011 to 2013 resulting in a net tax expense of $7 million. The settlement resulted in the recognition of previously unrecognized tax benefits of approximately $14 million. During the three months ended July 31, 2017, the company settled its ongoing tax audit in Germany for the years 2005 to 2008, which resulted in the recognition of previously unrecognized tax benefits of approximately $51 million.

With these jurisdictions and the U.S., it is reasonably possible that there could be significant changes to our unrecognized tax benefits in the next twelve months due to either the expiration of a statute of limitation or a tax audit settlement which could partially offset by an anticipated tax liability related to unremitted foreign earnings, where applicable. Given the number of years and numerous matters that remain subject to examination in various tax jurisdictions, management is unable to estimate the range of possible changes to the balance of our unrecognized tax benefits.

Life Sciences and Applied Markets

Our life sciences and applied markets business provides application-focused solutions that include instruments and software that enable customers to identify, quantify and analyze the physical and biological properties of substances and products, as well as enable customers in the clinical and life sciences research areas to interrogate samples at the molecular and cellular level. Key product categories include: liquid chromatography ("LC") systems and components; liquid chromatography mass spectrometry ("LCMS") systems; gas chromatography ("GC") systems and components; gas chromatography mass spectrometry ("GCMS") systems; inductively coupled plasma mass spectrometry ("ICP-MS") instruments; atomic absorption ("AA") instruments; microwave plasma-atomic emission spectrometry (“MP-AES”) instruments; inductively coupled plasma optical emission spectrometry ("ICP-OES") instruments; raman spectroscopy; cell analysis plate based assays; laboratory software and informatics systems; laboratory automation and robotic systems; dissolution testing; vacuum pumps and measurement technologies.

Net Revenue

	Three Months Ended July 31,		Nine Months Ended July 31,		Year over Year Change	
	2017	2016	2017	2016	Three Months	Nine Months
	(in millions)					
Net revenue	$ 531	$ 504	$ 1,594	$ 1,525	5%	5%

Life sciences and applied markets business revenue for the three and nine months ended July 31, 2017 increased 5 percent for both periods when compared to the same periods last year. Foreign currency movements for the three months ended July 31, 2017 had an overall unfavorable impact on revenue of 1 percentage point when compared to the same period last year. Foreign currency movements for the nine months ended July 31, 2017 had no overall impact on revenue when compared to the same period last year. Geographically, revenue increased 1 percent in the Americas with no currency impact, increased 18 percent in Europe with a 2 percentage point unfavorable currency impact and increased 2 percent in Asia Pacific with a 1 percentage point unfavorable currency impact for the three months ended July 31, 2017 compared to the same period last year. Europe saw broad strength across all markets and most products. Revenue increased 1 percent in the Americas with no currency impact, increased 4 percent in Europe with a 3 percentage point unfavorable currency impact and increased 6 percent in Asia Pacific with a 1 percentage point unfavorable currency impact for the nine months ended July 31, 2017 compared to the same period last year. During the three months ended July 31, 2017, gas chromatography continued its recent momentum with solid growth from the chemical and energy markets. Spectroscopy products also saw continued momentum from recent product introductions with double digit revenue growth. For the nine months ended July 31, 2017, gas chromatography mass spectrometry, liquid chromatography, spectroscopy and software and informatics were the primary drivers of growth.

For the three months ended July 31, 2017, end market performance was led by continued strength in chemical and energy markets. Pharmaceutical and biotechnology markets continued to have solid growth during the quarter as did environmental sales. Continued weakness was seen in both diagnostic and clinical markets as well as life science research. Growth in food markets has leveled due largely to difficult year over year revenue comparisons. For the nine months ended July 31, 2017, chemical and energy and pharmaceutical sales were the primary drivers of growth, with weakness coming from life science research and diagnostic and clinical sales.

Looking forward, we are optimistic about our growth opportunities in the life sciences and applied markets as our broad portfolio of products and solutions are well suited to address customer needs. We anticipate strong sales funnels given a number of significant planned new product introductions as we continue to invest in expanding and improving our applications and solutions portfolio. We anticipate continued demand across most end markets. We are encouraged by the continued growth in the chemical and energy markets. Growth in the life science research market is expected to remain challenging for fiscal year 2017.

Operating Results

	Three Months Ended July 31,		Nine Months Ended July 31,		Year over Year Change	
	2017	2016	2017	2016	Three Months	Nine Months
Gross margin	59.7%	57.8%	59.7%	58.3%	2 ppts	1 ppt
Operating margin	21.3%	19.1%	21.9%	20.0%	2 ppts	2 ppts
(in millions)						
Research and development	$ 51	$ 49	$ 153	$ 145	5%	6%
Selling, general and administrative	$ 153	$ 146	$ 450	$ 440	5%	2%

Gross margins for products and services for the three and nine months ended July 31, 2017, increased 2 percentage points and 1 percentage point, respectively, when compared to the same periods last year. The increase in gross margins for the three months ended July 31, 2017 was due primarily to both increased volume plus successful efforts to lower manufacturing material costs. The increase in gross margins for the nine months ended July 31, 2017 was also due primarily to increased volume and lower manufacturing material costs.

Research and development expenses for the three and nine months ended July 31, 2017, increased 5 percent and 6 percent, respectively, when compared to the same periods last year. The increase in research and development for the three and nine months ended July 31, 2017 was due to increased wages, an increase in variable pay, and higher project spending for expected new product releases.

Selling, general and administrative expenses for the three and nine months ended July 31, 2017, increased 5 percent and 2 percent, respectively, when compared to the same periods last year. The increase in selling, general and administrative expenses for the three months ended July 31, 2017 was due primarily to increased wages and increased variable pay and targeted programs spending to increase sales. The increase in selling, general and administrative expenses for the nine months ended July 31, 2017 was also due to increases in wages and variable pay.

Operating margin for product and services for the three and nine months ended July 31, 2017 increased 2 percentage points for both periods when compared to the same periods last year. The increase in operating margin for the three months ended July 31, 2017 was due to revenue growth, improved gross margins, and moderate operating expense growth. The increase in operating margin for the nine months ended July 31, 2017 was also due to revenue growth, improved gross margins, and moderate operating expense growth.

Income from Operations

Income from operations for the three and nine months ended July 31, 2017, increased $17 million and $45 million, respectively, on a corresponding revenue increases of $27 million and $69 million, respectively.

Diagnostics and Genomics

Our diagnostics and genomics business includes genomics, nucleic acid contract manufacturing and the pathology, companion diagnostics and reagent partnership businesses.

Our diagnostics and genomics business is comprised of five areas of activity providing solutions that include reagents, instruments, software and consumables, which enable customers in the clinical and life sciences research areas to interrogate samples at the cellular and molecular level. First, our genomics business includes arrays for DNA mutation detection, genotyping, gene copy number determination, identification of gene rearrangements, DNA methylation profiling, gene expression profiling, as well as next generation sequencing ("NGS") target enrichment and genetic data management and interpretation support software. Second, our nucleic acid solutions business provides equipment and expertise focused on production of synthesized oligonucleotides under pharmaceutical good manufacturing practices ("GMP") conditions for use as active pharmaceutical ingredients ("API") in an emerging class of drugs that utilize nucleic acid molecules for disease therapy. Next, our pathology solutions business is focused on product offerings to cancer diagnostics and anatomic pathology workflows. The broad portfolio of offerings includes immunohistochemistry (“IHC”), in situ hybridization (“ISH”), hematoxylin and eosin (“H&E”) staining and special staining. We also collaborate with a number of major pharmaceutical companies to develop new potential pharmacodiagnostics, also known as companion diagnostics, which may be used to identify patients most likely to benefit from a specific targeted therapy. Finally, the reagent partnership business is a provider of reagents used for turbidimetry and flow cytometry.

Net Revenue

	Three Months Ended July 31,		Nine Months Ended July 31,		Year over Year Change	
	2017	2016	2017	2016	Three Months	Nine Months
	(in millions)					
Net revenue	$ 197	$ 180	$ 562	$ 516	9%	9%

Diagnostics and genomics business revenue for the three and nine months ended July 31, 2017 increased 9 percent for both periods when compared to the same periods last year. Foreign currency movements for the three and nine months ended July 31, 2017 had an overall unfavorable impact on revenue of 1 percentage point for both periods when compared to the same periods last year. Geographically, revenue increased 8 percent in the Americas with no currency impact, 12 percent in Europe with a 2 percentage point unfavorable currency impact and increased 5 percent in Asia Pacific with a 1 percentage point unfavorable currency impact for the three months ended July 31, 2017 compared to the same period last year. Revenue increased 10 percent in the Americas with 1 percentage point favorable currency impact, increased 9 percent in Europe with a 3 percentage points unfavorable currency impact and increased 6 percent in Asia Pacific with a 1 percentage points favorable currency impact for the nine months ended July 31, 2017 compared to the same period last year. Regionally, Americas and Europe led the revenue growth. The growth in the Americas was assisted by continued strength in our nucleic acid solutions division, growth in sales in our pathology business and good momentum in the companion diagnostic business. Europe results were supported by growth in our genomics and the companion diagnostic business. Asia Pacific, our relatively smaller region, increased due to better shipment volumes in China and Hong Kong.

The growth in the three months ended July 31, 2017 was led by a strong growth in pathology driven by strong adoption of Dako Omnis. We also continued to see strong performance in our companion diagnostic business driven by demand from our new and existing pharmaceutical partners. The growth in the nine months ended July 31, 2017 was led by strong growth in our pathology reagents, momentum in the companion diagnostics business and strength in the target enrichment portfolio due to increasing adoption of next-generation sequencing (NGS) in clinical applications. The end markets in diagnostics and clinical research continue to be strong and growing. We introduced our newest NGS library prep solution in July 2017 - Agilent SureSelectXT HS - a complete target enrichment solution that provides total workflow management for laboratories which makes our offerings more competitive.

Looking forward, we are optimistic about our growth opportunities in the diagnostics markets and continue to invest in expanding and improving our applications and solutions portfolio. We remain positive about our growth in these markets, as our Omnis instruments and reagents, PD-L1 assays and SureFISH gain traction with our customers in clinical oncology applications and our target enrichment solutions continue to be adopted. Market demand in the nucleic acid solutions business related to therapeutic oligo programs continues to be strong. We will continue to invest in research and development, and seek to expand our position in developing countries and emerging markets.

Operating Results

	Three Months Ended July 31,		Nine Months Ended July 31,		Year over Year Change	
	2017	2016	2017	2016	Three Months	Nine Months
Gross margin	52.7%	55.8%	55.1%	54.3%	(3) ppts	1 ppt
Operating margin	16.9%	18.8%	18.7%	14.7%	(2) ppts	4 ppts
(in millions)						
Research and development	$ 23	$ 20	$ 62	$ 62	13%	—
Selling, general and administrative	$ 48	$ 46	$ 143	$ 142	3%	—

Gross margins for products and services for the three and nine months ended July 31, 2017, decreased 3 percentage points and increased 1 percentage point, respectively, when compared to the same periods last year. The decrease in gross margins for the three months ended July 31, 2017 was due to unfavorable business mix, currency and higher inventory charges. The increase in gross margins for the nine months ended July 31, 2017 was due to higher volumes and better margins in our pathology business, partially offset by unfavorable product mix.

Research and development expenses for the three and nine months ended July 31, 2017, increased 13 percent and was flat, respectively, when compared to the same periods last year. The increase in research and development expenses for the three months ended July 31, 2017 was due to additional expenses related to our recent acquisition of Multiplicom and higher project spending. Research and development expenses for the nine months ended July 31, 2017 was due to favorable currency and lower project spending partially offset by additional research and development expenses related to our recent acquisition of Multiplicom.

Selling, general and administrative expenses for the three and nine months ended July 31, 2017 increased 3 percent and was flat when compared to the same periods last year. The increase in selling, general and administrative expenses for the three months ended July 31, 2017 was due to spending related to our recent acquisitions of Multiplicom and wage increases. Selling, general and administrative expenses for the nine months ended July 31, 2017 was due to favorable currency and lower program spending offset by the additional selling, general and administrative expenses related to our recent acquisition of Multiplicom and wage increases.

Operating margin for product and services for the three and nine months ended July 31, 2017 decreased 2 percentage points and increased 4 percentage points, respectively, when compared to the same periods last year. The decrease in operating margin for the three months ended July 31, 2017 was due to unfavorable business mix, currency and additional expenses related to our recent acquisition. The increase in operating margin for the nine months ended July 31, 2017 was driven by higher volumes, better gross margins, and favorable currency impact on expenses.

Income from Operations

Income from operations for the three and nine months ended July 31, 2017, decreased $1 million and increased $29 million, respectively, on a corresponding revenue increases of $17 million and $46 million, respectively.

Agilent CrossLab

The Agilent CrossLab business spans the entire lab with its extensive consumables and services portfolio, which is designed to improve customer outcomes. The majority of the portfolio is vendor neutral, meaning Agilent can serve and supply customers regardless of their instrument purchase choices. Solutions range from chemistries and supplies to services and software helping to connect the entire lab. Key product categories in consumables include GC and LC columns, sample preparation products, custom chemistries, and a large selection of laboratory instrument supplies. Services include startup, operational, training and compliance support, software as a service, as well as asset management and consultative services that help increase customer productivity. Custom service and consumable bundles are tailored to meet the specific application needs of various industries and to keep instruments fully operational and compliant with the respective industry requirements.

Net Revenue

	Three Months Ended July 31,				Nine Months Ended July 31,				Year over Year Change	
	2017		2016		2017		2016		Three Months	Nine Months
	(in millions)									
Net revenue	$	386	$	360	$	1,127	$	1,050	7%	7%

Agilent CrossLab business revenue for the three and nine months ended July 31, 2017 increased 7 percent for both periods when compared to the same periods last year. Foreign currency movements for the three and nine months ended July 31, 2017 had an overall unfavorable impact on revenue of 1 percentage point for both periods when compared to the same periods last year. Geographically, revenue increased 6 percent in the Americas with no currency impact, increased 5 percent in Europe with a 1 percentage point unfavorable currency impact and increased 11 percent in Asia Pacific with a 1 percentage point unfavorable currency impact for the three months ended July 31, 2017 compared to the same period last year. Revenue increased 7 percent in the Americas with no currency impact, increased 2 percent in Europe with a 4 percentage point unfavorable currency impact and increased 12 percent in Asia Pacific with a 1 percentage point unfavorable currency impact for the nine months ended July 31, 2017 compared to the same period last year. For the nine months ended July 31, 2017, revenue for nearly all service and product offerings reported solid growth. The revenue performance was similar for the three months ended July 31, 2017, except for the notably stronger revenue growth in gas chromatography columns and the revenue decline in the remarketed instruments business.

Agilent CrossLab business saw positive revenue growth in nearly all the key end markets for both the three and nine months ended July 31, 2017. The pharmaceutical and biotechnology markets led the revenue growth in the service business, while the food and environmental markets led the revenue growth in the consumables business for the three months ended July 31, 2017. The food and environmental markets were also the main revenue growth driver in the consumables business for the nine months ended July 31, 2017, while nearly all key end markets contributed to the revenue growth in the service business for that same period.

Looking forward, we expect balanced strength in nearly all key end markets to drive growth in the near term. From a geographical stand point, we remain optimistic on the market growth and market penetration opportunities in China and the emerging markets. Other factors for near term revenue growth include upcoming product launches from our consumables pipeline, as well as on our investment in our laboratory enterprise offerings.

Operating Results

	Three Months Ended July 31,		Nine Months Ended July 31,		Year over Year Change	
	2017	2016	2017	2016	Three Months	Nine Months
Gross margin	49.9%	48.7%	49.4%	49.4%	1 ppt	—
Operating margin	23.4%	22.7%	21.8%	22.1%	1 ppt	—
(in millions)						
Research and development	$ 12	$ 11	$ 36	$ 33	10%	8%
Selling, general and administrative	$ 91	$ 83	$ 275	$ 254	9%	9%

Gross margins for products and services for the three and nine months ended July 31, 2017, increased 1 percentage point and was flat, respectively, when compared to the same periods last year. The increase in gross margins for the three months ended July 31, 2017 reflected the benefit of a higher sales volume and lower inventory charges. Gross margins were flat for the nine months ended July 31, 2017 reflecting the benefit of a higher sales volume being offset by higher wages and benefits, as well as higher IT support costs for the service business.

Research and development expenses for the three and nine months ended July 31, 2017, increased 10 percent and 8 percent, respectively, when compared to the same periods last year. The increase in research and development expenses for both periods was primarily due to the headcount increase from the iLab acquisition and wage increases.

Selling, general and administrative expenses for the three and nine months ended July 31, 2017, increased 9 percent for both periods when compared to the same periods last year. The increase in selling, general and administrative expenses for both periods was primarily due to an increase in sales force investment in high growth regions, wage increases and also headcount increases from the iLab acquisition.

Operating margin for product and services for the three and nine months ended July 31, 2017 increased 1 percentage point and was flat, respectively, when compared to the same periods last year. The higher sales volume and lower inventory charges contributed to the increase in the operating margin for the three months ended July 31, 2017. The operating margin for the nine months ended July 31, 2017 was flat because the benefit on margins from the higher sales volume was offset by the increase in channel investment and the increase in operating expenses from the iLab acquisition.

Income from Operations

Income from operations for the three and nine months ended July 31, 2017, increased $8 million and $14 million, respectively, on a corresponding revenue increases of $26 million and $77 million, respectively.

FINANCIAL CONDITION

Liquidity and Capital Resources

Our financial position as of July 31, 2017 consisted of cash and cash equivalents of $2,563 million as compared to $2,289 million as of October 31, 2016.

As of July 31, 2017, approximately $2,528 million of our cash and cash equivalents is held outside of the U.S. in our foreign subsidiaries. Most of the amounts held outside of the U.S. could be repatriated to the U.S. within a reasonable period of time but, under current law, would be subject to U.S. federal and state income taxes, less applicable foreign tax credits. Agilent has accrued for U.S. federal and state tax liabilities on the earnings of its foreign subsidiaries except when the earnings are asserted as indefinitely reinvested outside of the U.S. Repatriation could result in additional material U.S. federal and state income tax payments in future years. In 2017, we assessed our overall cash needs and funding sources and determined that a portion of our current year foreign earnings from our low tax jurisdictions would be repatriated in the near term. We utilize a variety of funding strategies in an effort to ensure that our worldwide cash is available in the locations in which it is needed.

We believe our cash and cash equivalents, cash generated from operations, and ability to access capital markets and credit lines will satisfy, for at least the next twelve months, our liquidity requirements, both globally and domestically, including the following: working capital needs, capital expenditures, business acquisitions, stock repurchases, cash dividends, contractual obligations, commitments, principal and interest payments on debt, and other liquidity requirements associated with our operations.

Net Cash Provided by Operating Activities

Net cash inflow from operating activities was $601 million for the nine months ended July 31, 2017 compared to cash inflow of $559 million for the same period in 2016. In the nine months ended July 31, 2017, we paid approximately $91 million under our variable and incentive pay programs, as compared to a total of $71 million paid during the same period of 2016. The increase in the incentive amount paid in 2017 compared to the same period last year is primarily due to changes made for certain incentive pay programs which are now paid annually versus semi-annually as was done last year. Net cash paid for income taxes was approximately $56 million and $54 million in the nine months ended July 31, 2017 and 2016, respectively. For the nine months ended July 31, 2017 and 2016, other assets and liabilities used cash of $146 million and $47 million, respectively. The usage of cash in the nine months ended July 31, 2017 in other assets and liabilities was related to the payment of income taxes, income tax settlements, transaction taxes, interest payments on senior notes and the employee pension settlement gain. The usage of cash in the nine months ended July 31, 2016 in other assets and liabilities was largely the result of income tax payments.

In the nine months ended July 31, 2017, accounts receivable used cash of $29 million compared to cash provided of $19 million for the same period in 2016. Days' sales outstanding increased due primarily to increased sales to 55 days as of July 31, 2017 from 51 days compared to a year ago. Accounts payable provided cash of $11 million for the nine months ended July 31, 2017 compared to cash used of $27 million in the same period in 2016. In the nine months ended July 31, 2016, we made an early payment of $17 million related to our implementation of our new enterprise resource planning system. Cash used for inventory was $46 million for the nine months ended July 31, 2017 compared to cash used of $11 million for the same period in 2016. Inventory days on-hand increased to 98 days as of July 31, 2017 compared to 97 days as of the end of the same period last year.

We contributed approximately $40 million and $19 million to our defined benefit plans in the nine months ended July 31, 2017 and 2016, respectively. Our annual contributions are highly dependent on the relative performance of our assets versus our projected liabilities, among other factors. We expect to contribute approximately $6 million to our defined benefit plans during the remainder of 2017.

Net Cash Used in Investing Activities

Net cash used in investing activities was $245 million for the nine months ended July 31, 2017 as compared to net cash used in investing activities of $160 million. Investments in property, plant and equipment were $118 million for the nine months ended July 31, 2017 compared to $87 million in the same period of 2016. The increase in property, plant and equipment in 2017 was related to the capacity expansion for our nucleic acid solutions facility. We expect that total capital expenditures for the current year will be approximately $185 million. In the nine months ended July 31, 2017, we invested $127 million in acquisition of businesses, net of cash acquired, compared to $235 million in the same period last year. In the nine months ended July 31, 2017, there were no purchases of cost method investments, compared to $80 million of purchases of investments in the same period last year. Restricted cash was zero in the nine months ended July 31, 2017 compared to $245 million in the same period last year.

Net Cash Used in Financing Activities

Net cash used in financing activities for the nine months ended July 31, 2017 was $96 million compared to cash used of $212 million for the same period of 2016.

Treasury stock repurchases

On November 22, 2013 we announced that our board of directors had authorized a share repurchase program effective in the first quarter of fiscal year 2014, upon the conclusion of the company's previous $1 billion repurchase program. The program was designed to reduce or eliminate dilution resulting from issuance of stock under the company's employee equity incentive programs to target maintaining a weighted average share count of approximately 335 million diluted shares. During the nine months ended July 31, 2016, we repurchased approximately 2.4 million shares for $98 million, which completed the purchases under this authorization.

On May 28, 2015 we announced that our board of directors had approved a new share repurchase program (the "2015 repurchase program"). The 2015 repurchase program authorizes the purchase of up to $1.14 billion of our common stock at the company's discretion through and including November 1, 2018. The 2015 repurchase program does not require the company to acquire a specific number of shares and may be suspended or discontinued at any time. Our repurchases, if any, may be impacted by our share price as well as other market conditions. During the nine months ended July 31, 2017, we repurchased approximately

4.1 million shares for $194 million, respectively, under this authorization. During the nine months ended July 31, 2016, we repurchased approximately 7.3 million shares for $290 million, respectively, under this authorization. As of July 31, 2017, we had remaining authorization to repurchase up to $610 million of our common stock under this program.

During the nine months ended July 31, 2017, we retired 294.2 million treasury shares at an aggregate cost of $10.7 billion, the amount of which represents all our previously repurchased shares over the past 11 years and our repurchases made in the first nine months of fiscal year 2017. The retirement of our treasury shares resulted in a decrease of $6.7 billion to retained earnings and a decrease of $4.0 billion to additional paid-in-capital.

Dividends

During the nine months ended July 31, 2017, we paid cash dividends of $0.396 per common share or $127 million on the company's common stock. During the nine months ended July 31, 2016, we paid cash dividends of $0.345 per common share or $112 million on the company's common stock.

The timing and amounts of any future dividends are subject to determination and approval by our board of directors.

Credit Facilities

On September 15, 2014, Agilent entered into a credit agreement with a group of financial institutions which provides for a $400 million five-year unsecured credit facility that will expire on September 15, 2019. On June 9, 2015, the commitments under the existing credit facility were increased by $300 million and on July 14, 2017, the commitments under the existing credit facility were increased by an additional $300 million so that the aggregate commitments under the facility now total $1 billion. During the nine months ended July 31, 2017, the company had borrowings of $343 million and repaid $163 million. As of July 31, 2017, the outstanding balance was $180 million under the credit facility. We were in compliance with the covenants for the credit facility during the nine months ended July 31, 2017.

Short-term debt and Long-term debt

On November 1, 2016, we adopted new guidance related to the presentation of debt issuance costs in the balance sheet. As a result, the amortized principal of long-term debt decreased by $8 million. There have been no other changes to the principal, maturity, interest rates and interest payment terms of the Agilent outstanding senior notes in the nine months ended July 31, 2017 as compared to the senior notes as described in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016.

Other

As of July 31, 2017 our contractual obligations reported under “other purchase commitments” were approximately $44 million, a decrease of approximately $18 million in the first nine months of fiscal year 2017, primarily due to the reduction in commitments that occurred as purchases were made. There were no other substantial changes from our 2016 Annual Report on Form 10-K to our contractual commitments in the first nine months of fiscal 2017. We have contractual commitments for non-cancelable operating leases. We have no other material non-cancelable guarantees or commitments.

Other long-term liabilities include $127 million and $190 million related to uncertain tax positions of continuing operations as of July 31, 2017 and October 31, 2016, respectively. We are unable to accurately predict when these amounts will be realized or released. However, it is reasonably possible that there could be significant changes to our unrecognized tax benefits in the next twelve months due to either the expiration of a statute of limitations or a tax audit settlement.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to foreign currency exchange rate risks inherent in our sales commitments, anticipated sales, and assets and liabilities denominated in currencies other than the functional currency of our subsidiaries. We hedge future cash flows denominated in currencies other than the functional currency using sales forecasts up to twelve months in advance. Our exposure to exchange rate risks is managed on an enterprise-wide basis. This strategy utilizes derivative financial instruments, including option and forward contracts, to hedge certain foreign currency exposures with the intent of offsetting gains and losses that occur on the underlying exposures with gains and losses on the derivative contracts hedging them. We do not currently and do not intend to utilize derivative financial instruments for speculative trading purposes. To the extent that we are required to pay for all, or portions, of an acquisition price in foreign currencies, we may enter into foreign exchange contracts to reduce the risk that currency movements will impact the cost of the transaction.

Our operations generate non-functional currency cash flows such as revenues, third party vendor payments and inter-company payments. In anticipation of these foreign currency cash flows and in view of volatility of the currency market, we enter into such foreign exchange contracts as are described above to manage our currency risk. Approximately 51 percent and 55 percent of our revenue was generated in U.S. dollars during the nine months ended July 31, 2017 and 2016, respectively. The unfavorable effects of changes in foreign currency exchange rates, principally as a result of the strength of the U.S. dollar, has decreased revenue by approximately 1 percentage point in the nine months ended July 31, 2017. The impact of foreign currency movements is calculated by applying the prior period foreign currency exchange rates to the current year period.

We performed a sensitivity analysis assuming a hypothetical 10 percent adverse movement in foreign exchange rates to the hedging contracts and the underlying exposures described above. As of July 31, 2017, the analysis indicated that these hypothetical market movements would not have a material effect on our condensed consolidated financial position, results of operations or cash flows.

We are exposed to interest rate risk due to the mismatch between the interest expense we pay on our loans at fixed rates and the variable rates of interest we receive from cash, cash equivalents and other short-term investments. We have issued long-term debt in U.S. dollars or foreign currencies at fixed interest rates based on the market conditions at the time of financing. We believe that the fair value of our fixed rate debt changes when the underlying market rates of interest change, and we may use interest rate swaps to modify such market risk.

We performed a sensitivity analysis assuming a hypothetical 10 percent adverse movement in interest rates relating to the underlying fair value of our fixed rate debt. As of July 31, 2017, the sensitivity analyses indicated that a hypothetical 10 percent adverse movement in interest rates would result in an immaterial impact to the fair value of our fixed interest rate debt.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures as required by Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended July 31, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are involved in lawsuits, claims, investigations and proceedings, including, but not limited to, intellectual property, commercial and employment matters, which arise in the ordinary course of business. There are no matters pending that we currently believe are probable or reasonably possible of having a material impact to our business, consolidated financial condition, results of operations or cash flows.

ITEM 1A. RISK FACTORS

Risks, Uncertainties and Other Factors That May Affect Future Results

Our operating results and financial condition could be harmed if the markets into which we sell our products decline or do not grow as anticipated.

Visibility into our markets is limited. Our quarterly sales and operating results are highly dependent on the volume and timing of orders received during the fiscal quarter, which are difficult to forecast and may be cancelled by our customers. A large amount of our orders are back-end loaded toward the end of our second and fourth fiscal quarters and their timing may be influenced by the sales incentive programs we have in place. In addition, our revenue and earnings forecasts for future fiscal quarters are often based on the expected seasonality of our markets. However, the markets we serve do not always experience the seasonality that we expect. Any decline in our customers' markets or in general economic conditions would likely result in a reduction in demand for our products and services. Also, if our customers' markets decline, we may not be able to collect on outstanding amounts due to us. Such declines could harm our consolidated financial position, results of operations, cash flows and stock price, and could limit our profitability. Also, in such an environment, pricing pressures could intensify. Since a significant portion of our operating expenses is relatively fixed in nature due to sales, research and development and manufacturing costs, if we were unable to respond quickly enough these pricing pressures could further reduce our operating margins.

If we do not introduce successful new products and services in a timely manner to address increased competition through frequent new product and service introductions, rapid technological changes and changing industry standards, our products and services will become obsolete, and our operating results will suffer.

We generally sell our products in industries that are characterized by increased competition through frequent new product and service introductions, rapid technological changes and changing industry standards. In addition, many of the markets in which we operate are seasonal. Without the timely introduction of new products, services and enhancements, our products and services will become technologically obsolete over time, in which case our revenue and operating results would suffer. The success of our new products and services will depend on several factors, including our ability to:

- properly identify customer needs and predict future needs;
- innovate and develop new technologies, services and applications;
- successfully commercialize new technologies in a timely manner;
- manufacture and deliver our products in sufficient volumes and on time;
- differentiate our offerings from our competitors' offerings;
- price our products competitively;
- anticipate our competitors' development of new products, services or technological innovations; and
- control product quality in our manufacturing process.

General economic conditions may adversely affect our operating results and financial condition.

Our business is sensitive to negative changes in general economic conditions, both inside and outside the United States. Slower global economic growth and uncertainty in the markets in which we operate may adversely impact our business resulting in:

- reduced demand for our products, delays in the shipment of orders, or increases in order cancellations;
- increased risk of excess and obsolete inventories;
- increased price pressure for our products and services; and
- greater risk of impairment to the value, and a detriment to the liquidity, of our investment portfolio.

Failure to adjust our purchases due to changing market conditions or failure to accurately estimate our customers' demand could adversely affect our income.

Our income could be harmed if we are unable to adjust our purchases to reflect market fluctuations, including those caused by the seasonal nature of the markets in which we operate. The sale of our products and services are dependent, to a large degree, on customers whose industries are subject to seasonal trends in the demand for their products. During a market upturn, we may not be able to purchase sufficient supplies or components to meet increasing product demand, which could materially affect our results. In the past we have seen a shortage of parts for some of our products. In addition, some of the parts that require custom design are not readily available from alternate suppliers due to their unique design or the length of time necessary for design work. Should a supplier cease manufacturing such a component, we would be forced to reengineer our product. In addition to discontinuing parts, suppliers may also extend lead times, limit supplies or increase prices due to capacity constraints or other factors. In order to secure components for the production of products, we may continue to enter into non-cancelable purchase commitments with vendors, or at times make advance payments to suppliers, which could impact our ability to adjust our inventory to declining market demands. If demand for our products is less than we expect, we may experience additional excess and obsolete inventories and be forced to incur additional expenses.

Demand for some of our products and services depends on the capital spending policies of our customers, research and development budgets and on government funding policies.

Our customers include pharmaceutical companies, laboratories, universities, healthcare providers, government agencies and public and private research institutions. Many factors, including public policy spending priorities, available resources, mergers and consolidations, spending priorities, institutional and governmental budgetary policies and product and economic cycles, have a significant effect on the capital spending policies of these entities. Fluctuations in the research and development budgets at these organizations could have a significant effect on the demand for our products and services. Research and development budgets fluctuate due to changes in available resources, consolidation, spending priorities, general economic conditions and institutional and governmental budgetary policies. The timing and amount of revenue from customers that rely on government funding or research may vary significantly due to factors that can be difficult to forecast, including changes in spending authorizations and budgetary priorities for our products and services. If demand for our products and services is adversely affected, our revenue and operating results would suffer.

Economic, political, foreign currency and other risks associated with international sales and operations could adversely affect our results of operations.

Because we sell our products worldwide, our business is subject to risks associated with doing business internationally. We anticipate that revenue from international operations will continue to represent a majority of our total revenue. International revenue and costs are subject to the risk that fluctuations in foreign currency exchange rates could adversely affect our financial results when translated into U.S. dollars for financial reporting purposes. The unfavorable effects of changes in foreign currency exchange rates has decreased revenues by approximately 1 percentage point in the nine months ended July 31, 2017. In addition, many of our employees, contract manufacturers, suppliers, job functions and manufacturing facilities are located outside the United States. Accordingly, our future results could be harmed by a variety of factors, including:

- interruption to transportation flows for delivery of parts to us and finished goods to our customers;
- changes in a specific country's or region's political, economic or other conditions;
- trade protection measures and import or export licensing requirements;
- negative consequences from changes in tax laws including changes to U.S. tax legislation that could materially increase our effective tax rate;
- difficulty in staffing and managing widespread operations;
- differing labor regulations;

- differing protection of intellectual property;
- unexpected changes in regulatory requirements; and
- geopolitical turmoil, including terrorism and war.

We centralized most of our accounting and tax processes to two locations: India and Malaysia. These processes include general accounting, cost accounting, accounts payable, accounts receivables and tax functions. If conditions change in those countries, it may adversely affect operations, including impairing our ability to pay our suppliers and collect our receivables. Our results of operations, as well as our liquidity, may be adversely affected and possible delays may occur in reporting financial results.

Additionally, we must comply with complex foreign and U.S. laws and regulations, such as the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, and other local laws prohibiting corrupt payments to governmental officials, anti-competition regulations and sanctions imposed by the U.S. Office of Foreign Assets Control and other similar laws and regulations. Violations of these laws and regulations could result in fines and penalties, criminal sanctions, restrictions on our business conduct and on our ability to offer our products in one or more countries, and could also materially affect our brand, our ability to attract and retain employees, our international operations, our business and our operating results. Although we have implemented policies and procedures designed to ensure compliance with these laws and regulations, there can be no assurance that our employees, contractors, or agents will not violate our policies.

In addition, although the majority of our products are priced and paid for in U.S. dollars, a significant amount of certain types of expenses, such as payroll, utilities, tax, and marketing expenses, are paid in local currencies. Our hedging programs reduce, but do not always entirely eliminate, within any given twelve-month period, the impact of currency exchange rate movements, and therefore fluctuations in exchange rates, including those caused by currency controls, could impact our business, operating results and financial condition by resulting in lower revenue or increased expenses. However, for expenses beyond that twelve-month period, our hedging strategy does not mitigate our exposure. In addition, our currency hedging programs involve third party financial institutions as counterparties. The weakening or failure of financial institution counterparties may adversely affect our hedging programs and our financial condition through, among other things, a reduction in available counterparties, increasingly unfavorable terms, and the failure of the counterparties to perform under hedging contracts.

Our strategic initiatives to adjust our cost structure could have long-term adverse effects on our business and we may not realize the operational or financial benefits from such actions.

We have implemented multiple strategic initiatives across our businesses to adjust our cost structure, and we may engage in similar activities in the future. These strategic initiatives and our regular ongoing cost reduction activities may distract management, could slow improvements in our products and services and limit our ability to increase production quickly if demand for our products increases. In addition, delays in implementing our strategic initiatives, unexpected costs or failure to meet targeted improvements may diminish the operational and financial benefits we realize from such actions. Any of the above circumstances could have an adverse effect on our business and financial statements.

Our business will suffer if we are not able to retain and hire key personnel.

Our future success depends partly on the continued service of our key research, engineering, sales, marketing, manufacturing, executive and administrative personnel. If we fail to retain and hire a sufficient number of these personnel, we will not be able to maintain or expand our business. The markets in which we operate are very dynamic, and our businesses continue to respond with reorganizations, workforce reductions and site closures. We believe our pay levels are very competitive within the regions that we operate. However, there is an intense competition for certain highly technical specialties in geographic areas where we continue to recruit, and it may become more difficult to hire and retain our key employees.

Our acquisitions, strategic investments and alliances, joint ventures, exiting of businesses and divestitures may result in financial results that are different than expected.

In the normal course of business, we frequently engage in discussions with third parties relating to possible acquisitions, strategic investments and alliances, joint ventures and divestitures, and generally expect to complete several transactions per year. In addition, we may decide to exit a particular business within our product portfolio. As a result of such transactions, our financial results may differ from our own or the investment community's expectations in a given fiscal quarter, or over the long term. We may have difficulty developing, manufacturing and marketing the products of a newly acquired company in a way that enhances the performance of our combined businesses or product lines. Acquired businesses may also expose us to new risks and new markets and we may have difficulty addressing these risks in a cost effective and timely manner. Transactions such as acquisitions have resulted, and may in the future result in, unexpected significant costs and expenses. In the future, we may be required to record charges to earnings during the period if we determine there is an impairment of goodwill or intangible assets, up to the full amount of the value of the assets, or, in the case of strategic investments and alliances, consolidate results, including losses, of third parties or write down investment values or loans and convertible notes related to the strategic investment.

Integrating the operations of acquired businesses within Agilent could be a difficult, costly and time-consuming process that involves a number of risks. Acquisitions and strategic investments and alliances may require us to integrate and collaborate with a different company culture, management team, business infrastructure and sales and distribution methodologies and assimilate and retain geographically dispersed, decentralized operations and personnel. Depending on the size and complexity of an acquisition, our successful integration of the entity depends on a variety of factors, including introducing new products and meeting revenue targets as expected, the retention of key employees and key customers, increased exposure to certain governmental regulations and compliance requirements and increased costs and use of resources. Further, the integration of acquired businesses is likely to result in our systems and internal controls becoming increasingly complex and more difficult to manage. Any difficulties in the assimilation of acquired businesses into our control system could harm our operating results or cause us to fail to meet our financial reporting obligations.

Even if we are able to successfully integrate acquired businesses within Agilent, we may not be able to realize the revenue and other synergies and growth that we anticipated from the acquisition in the time frame that we expected, and the costs of achieving these benefits may be higher than what we expected. As a result, the acquisition and integration of acquired businesses may not contribute to our earnings as expected, we may not achieve our operating margin targets when expected, or at all, and we may not achieve the other anticipated strategic and financial benefits of this transaction.

A successful divestiture depends on various factors, including our ability to effectively transfer liabilities, contracts, facilities and employees to the purchaser, identify and separate the intellectual property to be divested from the intellectual property that we wish to keep and reduce fixed costs previously associated with the divested assets or business. In addition, if customers of the divested business do not receive the same level of service from the new owners, this may adversely affect our other businesses to the extent that these customers also purchase other Agilent products. In exiting a business, we may still retain liabilities associated with the support and warranty of those businesses. All of these efforts require varying levels of management resources, which may divert our attention from other business operations. If we do not realize the expected benefits or synergies of such transactions, our consolidated financial position, results of operations, cash flows and stock price could be negatively impacted.

If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results, which could lead to a loss of investor confidence in our financial statements and have an adverse effect on our stock price.

Effective internal controls are necessary for us to provide reliable and accurate financial statements and to effectively prevent fraud. We devote significant resources and time to comply with the internal control over financial reporting requirements of the Sarbanes Oxley Act of 2002 and continue to enhance our controls. However, we cannot be certain that we will be able to prevent future significant deficiencies or material weaknesses. Inadequate internal controls could cause investors to lose confidence in our reported financial information, which could have a negative effect on investor confidence in our financial statements, the trading price of our stock and our access to capital.

Our customers and we are subject to various governmental regulations, compliance with or changes in such regulations may cause us to incur significant expenses, and if we fail to maintain satisfactory compliance with certain regulations, we may be forced to recall products and cease their manufacture and distribution, and we could be subject to civil or criminal penalties.

Our customers and we are subject to various significant international, federal, state and local regulations, including but not limited to regulations in the areas of health and safety, packaging, product content, employment, labor and immigration, import/export controls, trade restrictions and anti-competition. These regulations are complex, change frequently and have tended to become more stringent over time. We may be required to incur significant expenses to comply with these regulations or to remedy any violations of these regulations. Any failure by us to comply with applicable government regulations could also result in the cessation of our operations or portions of our operations, product recalls or impositions of fines and restrictions on our ability to carry on or expand our operations. In addition, because many of our products are regulated or sold into regulated industries, we must comply with additional regulations in marketing our products. We develop, configure and market our products to meet customer needs created by these regulations. Any significant change in these regulations could reduce demand for our products, force us to modify our products to comply with new regulations or increase our costs of producing these products. If demand for our products is adversely affected or our costs increase, our business would suffer.

Our products and operations are also often subject to the rules of industrial standards bodies, like the International Standards Organization, as well as regulation by other agencies such as the FDA. We also must comply with work safety rules. If we fail to adequately address any of these regulations, our businesses could be harmed.

We are subject to extensive regulation by the FDA and certain similar foreign regulatory agencies, and failure to comply with such regulations could harm our reputation, business, financial condition and results of operations.

A number of our products are subject to regulation by the FDA and certain similar foreign regulatory agencies. In addition, a number of our products may in the future be subject to regulation by the FDA and certain similar foreign regulatory agencies. These regulations govern a wide variety of product-related activities, from quality management, design and development to labeling, manufacturing, promotion, sales and distribution. If we or any of our suppliers or distributors fail to comply with FDA and other applicable regulatory requirements or are perceived to potentially have failed to comply, we may face, among other things, warning letters, adverse publicity affecting both us and our customers; investigations or notices of non-compliance, fines, injunctions, and civil penalties; import or export restrictions; partial suspensions or total shutdown of production facilities or the imposition of operating restrictions; increased difficulty in obtaining required FDA clearances or approvals or foreign equivalents; seizures or recalls of our products or those of our customers; or the inability to sell our products. Any such FDA or other regulatory agency actions could disrupt our business and operations, lead to significant remedial costs and have a material adverse impact on our financial position and results of operations.

Some of our products are subject to particularly complex regulations such as regulations of toxic substances and failure to comply with such regulations could harm our business.

Some of our products and related consumables are used in conjunction with chemicals whose manufacture, processing, distribution and notification requirements are regulated by the U.S. Environmental Protection Agency ("EPA") under the Toxic Substances Control Act, and by regulatory bodies in other countries under similar laws. The Toxic Substances Control Act regulations govern, among other similar things, the testing, manufacture, processing and distribution of chemicals, the testing of regulated chemicals for their effects on human health and safety and import and export of chemicals. The Toxic Substances Control Act prohibits persons from manufacturing any chemical in the United States that has not been reviewed by EPA for its effect on health and safety, and placed on an EPA inventory of chemical substances. We must ensure conformance of the manufacturing, processing, distribution of and notification about these chemicals to these laws and adapt to regulatory requirements in all applicable countries as these requirements change. If we fail to comply with the notification, record-keeping and other requirements in the manufacture or distribution of our products, then we could be subject to civil penalties, criminal prosecution and, in some cases, prohibition from distributing or marketing our products until the products or component substances are brought into compliance.

Our business may suffer if we fail to comply with government contracting laws and regulations.

We derive a portion of our revenue from direct and indirect sales to U.S., state, local, and foreign governments and their respective agencies. Such contracts are subject to various procurement laws and regulations and contract provisions relating to their formation, administration and performance. Failure to comply with these laws, regulations or provisions in our government contracts could result in the imposition of various civil and criminal penalties, termination of contracts, forfeiture of profits, suspension of payments, or suspension from future government contracting. If our government contracts are terminated, if we are suspended from government work, or if our ability to compete for new contracts is adversely affected, our business could suffer.

Our retirement and post retirement pension plans are subject to financial market risks that could adversely affect our future results of operations and cash flows.

We have significant retirement and post retirement pension plan assets and obligations. The performance of the financial markets and interest rates impact our plan expenses and funding obligations. Significant decreases in market interest rates, decreases in the fair value of plan assets and investment losses on plan assets will increase our funding obligations, and adversely impact our results of operations and cash flows.

The impact of consolidation and acquisitions of competitors is difficult to predict and may harm our business.

The life sciences industry is intensely competitive and has been subject to increasing consolidation. Consolidation in our industries could result in existing competitors increasing their market share through business combinations and result in stronger competitors, which could have a material adverse effect on our business, financial condition and results of operations. We may not be able to compete successfully in increasingly consolidated industries and cannot predict with certainty how industry consolidation will affect our competitors or us.

If we are unable to successfully manage the consolidation and streamlining of our manufacturing operations, we may not achieve desired efficiencies and our ability to deliver products to our customers could be disrupted.

Although we utilize manufacturing facilities throughout the world, we have been consolidating, and may continue to consolidate, our manufacturing operations to certain of our plants to achieve efficiencies and gross margin improvements. Additionally, we typically consolidate the production of products from our acquisitions into our supply chain and manufacturing processes, which are technically complex and require expertise to operate. If we are unable to establish processes to efficiently and effectively produce high quality products in the consolidated locations, we may not achieve the anticipated synergies and production may be disrupted, which could adversely affect our business and operating results.

Our operating results may suffer if our manufacturing capacity does not match the demand for our products.

Because we cannot immediately adapt our production capacity and related cost structures to rapidly changing market conditions, when demand does not meet our expectations, our manufacturing capacity may exceed our production requirements. If, during a general market upturn or an upturn in one of our segments, we cannot increase our manufacturing capacity to meet product demand, we may not be able to fulfill orders in a timely manner which could lead to order cancellations, contract breaches or indemnification obligations. This inability could materially and adversely limit our ability to improve our results. By contrast, if during an economic downturn we had excess manufacturing capacity, then our fixed costs associated with excess manufacturing capacity would adversely affect our income, margins, and operating results.

Dependence on contract manufacturing and outsourcing other portions of our supply chain, including logistics and third-party package delivery services, may adversely affect our ability to bring products to market and damage our reputation. Dependence on outsourced information technology and other administrative functions may impair our ability to operate effectively.

As part of our efforts to streamline operations and to cut costs, we outsource aspects of our manufacturing processes and other functions and continue to evaluate additional outsourcing. If our contract manufacturers or other outsourcers fail to perform their obligations in a timely manner or at satisfactory quality levels, our ability to bring products to market and our reputation could suffer. For example, during a market upturn, our contract manufacturers may be unable to meet our demand requirements, which may preclude us from fulfilling our customers' orders on a timely basis. The ability of these manufacturers to perform is largely outside of our control. If one or more of the third-party package delivery providers experiences a significant disruption in services or institutes a significant price increase, we may have to seek alternative providers, our costs could increase and the delivery of our products could be prevented or delayed. Additionally, changing or replacing our contract manufacturers, logistics providers or other outsourcers could cause disruptions or delays. In addition, we outsource significant portions of our information technology ("IT") and other administrative functions. Since IT is critical to our operations, any failure to perform on the part of our IT providers could impair our ability to operate effectively. In addition to the risks outlined above, problems with manufacturing or IT outsourcing could result in lower revenue and unexecuted efficiencies, and impact our results of operations and our stock price. Much of our outsourcing takes place in developing countries and, as a result, may be subject to geopolitical uncertainty.

Environmental contamination from past operations could subject us to unreimbursed costs and could harm on-site operations and the future use and value of the properties involved, and environmental contamination caused by ongoing operations could subject us to substantial liabilities in the future.

Certain properties transferred to Keysight Technologies, Inc. (“Keysight”) as part of the separation are undergoing remediation by HP Inc. and Hewlett-Packard Enterprise (formerly Hewlett-Packard Company) (together "HP") for subsurface contaminations that were known at the time of our separation from HP. HP has agreed to retain the liability for this subsurface contamination, perform the required remediation and indemnify Keysight with respect to claims arising out of that contamination. HP will have access to those Keysight properties to perform remediation. While HP has agreed to minimize interference with on-site operations at those properties, remediation activities and subsurface contamination may require Keysight to incur unreimbursed costs and could harm on-site operations and the future use and value of the properties. We cannot be sure that Keysight will not seek additional reimbursement from us for that interference or unreimbursed costs. We cannot be sure that HP will continue to fulfill its indemnification or remediation obligations, in which case Keysight may seek indemnification from us. In addition, the determination of the existence and cost of any additional contamination caused by us prior to the separation could involve costly and time-consuming negotiations and litigation.

Other than those properties currently undergoing remediation by HP, we have agreed to indemnify HP, with respect to any liability associated with contamination from past operations, and Keysight, with respect to any liability associated with contamination prior to the separation, at, respectively, properties transferred from HP to us and properties transferred by us to Keysight. While we are not aware of any material liabilities associated with any potential subsurface contamination at any of those properties, subsurface contamination may exist, and we may be exposed to material liability as a result of the existence of that contamination.

Our current and historical manufacturing processes involve, or have involved, the use of substances regulated under various international, federal, state and local laws governing the environment. As a result, we may become subject to liabilities for environmental contamination, and these liabilities may be substantial. While we have divested substantially all of our semiconductor related businesses to Avago Technologies Ltd. and Advantest Corporation and regardless of indemnification arrangements with those parties, we may still become subject to liabilities for historical environmental contamination related to those businesses. Although our policy is to apply strict standards for environmental protection at our sites inside and outside the United States, even if the sites outside the United States are not subject to regulations imposed by foreign governments, we may not be aware of all conditions that could subject us to liability.

As part of our acquisition of Varian, Inc. (“Varian”) we assumed the liabilities of Varian, including Varian's costs and potential liabilities for environmental matters. One such cost is our obligation, along with the obligation of Varian Semiconductor Equipment Associates, Inc. ("VSEA") to each indemnify Varian Medical Systems, Inc. (“VMS”) for certain costs relating to (a) environmental investigation, monitoring and/or remediation activities at certain facilities previously operated by Varian Associates, Inc. ("VAI") and third-party claims made in connection with environmental conditions at those facilities, and (b) EPA or third-party claims alleging that VAI or VMS is a potentially responsible party under the Comprehensive Environmental Response Compensation and Liability Act of 1980, as amended, in connection with certain sites to which VAI allegedly shipped manufacturing waste for recycling, treatment or disposal. Although any ultimate liability arising from environmental-related matters could result in significant expenditures that, if aggregated and assumed to occur within a single fiscal year, could be material to our financial statements, the likelihood of such occurrence is considered unlikely. Based on information currently available and our best assessment of the ultimate amount and timing of environmental-related events, management believes that the costs of environmental-related matters are unlikely to have a material adverse effect on our financial condition or results of operations.

Regulations related to “conflict minerals” may cause us to incur additional expenses and could limit the supply and increase the cost of certain metals used in manufacturing our products.

We are subject to the rules of the Securities and Exchange Commission (“SEC”) which require disclosures by public companies of specified minerals, known as conflict minerals, that are necessary to the functionality or production of products manufactured or contracted to be manufactured. The rule, which requires an annual disclosure report to be filed with the SEC by May 31st of each year, requires companies to perform due diligence, disclose and report whether or not such minerals originate from the Democratic Republic of Congo or an adjoining country. There are costs associated with complying with these disclosure requirements, including for diligence in regards to the sources of any conflict minerals used in our products, in addition to the cost of remediation and other changes to products, processes, or sources of supply as a consequence of such verification activities. In addition, our ongoing implementation of these rules could adversely affect the sourcing, supply, and pricing of materials used in our products. The rule could affect sourcing at competitive prices and availability in sufficient quantities of certain minerals used in the manufacture of our products, including tin, tantalum, gold and tungsten. The number of suppliers who provide conflict-free minerals may be limited. In addition, there may be material costs associated with complying with the disclosure requirements, such as costs related to the due diligence process of determining the source of certain minerals used in our products, as well as costs of possible changes to products, processes, or sources of supply as a consequence of such verification activities. As our supply chain is complex and we use contract manufacturers for some of our products, we may not be able to sufficiently verify the origins of the relevant minerals used in our products through the due diligence procedures that we implement, which may harm our reputation. We may also encounter challenges to satisfy those customers who require that all of the components of our products be certified as conflict-free, which could place us at a competitive disadvantage if we are unable to do so.

Third parties may claim that we are infringing their intellectual property and we could suffer significant litigation or licensing expenses or be prevented from selling products or services.

From time to time, third parties may claim that one or more of our products or services infringe their intellectual property rights. We analyze and take action in response to such claims on a case by case basis. Any dispute or litigation regarding patents or other intellectual property could be costly and time-consuming due to the complexity of our technology and the uncertainty of intellectual property litigation and could divert our management and key personnel from our business operations. A claim of intellectual property infringement could force us to enter into a costly or restrictive license agreement, which might not be available under acceptable terms or at all, could require us to redesign our products, which would be costly and time-consuming, and/or could subject us to significant damages or to an injunction against the development and sale of certain of our products or services. Our intellectual property portfolio may not be useful in asserting a counterclaim, or negotiating a license, in response to a claim of intellectual property infringement. In certain of our businesses, we rely on third party intellectual property licenses and we cannot ensure that these licenses will continue to be available to us in the future on favorable terms or at all.

Third parties may infringe our intellectual property and we may suffer competitive injury or expend significant resources enforcing our rights.

Our success depends in large part on our proprietary technology, including technology we obtained through acquisitions. We rely on various intellectual property rights, including patents, copyrights, trademarks and trade secrets, as well as confidentiality provisions and licensing arrangements, to establish our proprietary rights. If we do not enforce our intellectual property rights successfully, our competitive position may suffer which could harm our operating results.

Our pending patent, copyright and trademark registration applications, may not be allowed or competitors may challenge the validity or scope of our patents, copyrights or trademarks. In addition, our patents, copyrights, trademarks and other intellectual property rights may not provide us a significant competitive advantage.

We may need to spend significant resources monitoring our intellectual property rights and we may not be able to detect infringement by third parties. Our competitive position may be harmed if we cannot detect infringement and enforce our intellectual property rights quickly or at all. In some circumstances, we may choose to not pursue enforcement because an infringer has a dominant intellectual property position or for other business reasons. In addition, competitors might avoid infringement by designing around our intellectual property rights or by developing non-infringing competing technologies. Intellectual property rights and our ability to enforce them may be unavailable or limited in some countries which could make it easier for competitors to capture market share and could result in lost revenues. Furthermore, some of our intellectual property is licensed to others which allow them to compete with us using that intellectual property.

Changes in tax laws, unfavorable resolution of tax examinations, or exposure to additional income tax liabilities could have a material adverse effect on our results of operations, financial condition and liquidity.

We are subject to income taxes in the U.S., Singapore and various foreign jurisdictions. Governments in the jurisdictions in which we operate implement changes to tax laws and regulations from time to time. Any changes in corporate income tax laws relating to transfer pricing or repatriation of capital, any changes in the interpretation of existing tax laws and regulations, or any implementation of tax laws relating to proposals to curb base erosion and profit shifting or proposals for fundamental U.S., Singapore and any other foreign corporate tax reform, could lead to increases in overall tax liability, which could materially impact our effective tax rate and have a significant adverse impact on our results of operations. We are also subject to ongoing tax examinations of our tax returns by the U.S. Internal Revenue Service and other tax authorities in various jurisdictions. We regularly assess the likelihood of adverse outcomes resulting from ongoing tax examinations to determine the adequacy of our provision for income taxes. These assessments can require a high degree of judgment and estimation. Intercompany transactions associated with the sale of inventory, services, intellectual property and cost share arrangements are complex and affect our tax liabilities. The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax laws and regulations in multiple jurisdictions. There can be no assurance that the outcomes from ongoing tax examinations will not have an adverse effect on our operating results and financial condition. A difference in the ultimate resolution of tax uncertainties from what is currently estimated could have an adverse effect on our operating results and financial condition.

If tax incentives change or cease to be in effect, our income taxes could increase significantly.

Agilent benefits from tax incentives extended to its foreign subsidiaries to encourage investment or employment. Several jurisdictions have granted Agilent tax incentives which require renewal at various times in the future. The incentives are conditioned on achieving various thresholds of investments and employment, or specific types of income. Agilent's taxes could increase if the incentives are not renewed upon expiration. If Agilent cannot or does not wish to satisfy all or parts of the tax incentive conditions, we may lose the related tax incentive and could be required to refund tax incentives previously realized. As a result, our effective tax rate could be higher than it would have been had we maintained the benefits of the tax incentives.

We have substantial cash requirements in the United States while most of our cash is generated outside of the United States. The failure to maintain a level of cash sufficient to address our cash requirements in the United States could adversely affect our financial condition and results of operations.

Although the cash generated in the United States from our operations should cover our normal operating requirements and debt service requirements, a substantial amount of additional cash is required for special purposes such as the maturity of our debt obligations, our stock repurchase program, our declared dividends and acquisitions of third parties. Our business operating results, financial condition, and strategic initiatives could be adversely impacted if we were unable to address our U.S. cash requirements through the efficient and timely repatriations of overseas cash or other sources of cash obtained at an acceptable cost.

We have outstanding debt and may incur other debt in the future, which could adversely affect our financial condition, liquidity and results of operations.

We currently have outstanding an aggregate principal amount of $1.9 billion in senior unsecured notes. We also are party to a five-year unsecured revolving credit facility which expires in September 2019. On June 9, 2015, we increased the commitments under the existing credit facility by $300 million and on July 14, 2017, the commitments under the existing credit facility were increased by an additional $300 million so that the aggregate commitments under the facility now total $1 billion. As of July 31, 2017, we had borrowings of $180 million outstanding under the credit facility. We may borrow additional amounts in the future and use the proceeds from any future borrowing for general corporate purposes, other future acquisitions, expansion of our business or repurchases of our outstanding shares of common stock.

Our incurrence of this debt, and increases in our aggregate levels of debt, may adversely affect our operating results and financial condition by, among other things:

- increasing our vulnerability to downturns in our business, to competitive pressures and to adverse economic and industry conditions;
- requiring the dedication of an increased portion of our expected cash flows from operations to service our indebtedness, thereby reducing the amount of expected cash flows available for other purposes, including capital expenditures, acquisitions, stock repurchases and dividends; and
- limiting our flexibility in planning for, or reacting to, changes in our business and our industry.

Our current revolving credit facility imposes restrictions on us, including restrictions on our ability to create liens on our assets and the ability of our subsidiaries to incur indebtedness, and requires us to maintain compliance with specified financial ratios. Our ability to comply with these ratios may be affected by events beyond our control. In addition, the indenture governing our senior notes contains covenants that may adversely affect our ability to incur certain liens or engage in certain types of sale and leaseback transactions. If we breach any of the covenants and do not obtain a waiver from the lenders, then, subject to applicable cure periods, our outstanding indebtedness could be declared immediately due and payable.

If we suffer a loss to our factories, facilities or distribution system due to catastrophe, our operations could be seriously harmed.

Our factories, facilities and distribution system are subject to catastrophic loss due to fire, flood, terrorism or other natural or man-made disasters. In particular, several of our facilities could be subject to a catastrophic loss caused by earthquake due to their locations. Our production facilities, headquarters laboratories in California, and our production facilities in Japan, are all located in areas with above-average seismic activity. If any of our facilities were to experience a catastrophic loss, it could disrupt our operations, delay production, shipments and revenue and result in large expenses to repair or replace the facility. If such a disruption were to occur, we could breach agreements, our reputation could be harmed, and our business and operating results could be adversely affected. In addition, since we have consolidated our manufacturing facilities, we are more likely to experience an interruption to our operations in the event of a catastrophe in any one location. Although we carry insurance for property damage and business interruption, we do not carry insurance or financial reserves for interruptions or potential losses arising from earthquakes or terrorism. Also, our third party insurance coverage will vary from time to time in both type and amount depending on availability, cost and our decisions with respect to risk retention. Economic conditions and uncertainties in global markets may adversely affect the cost and other terms upon which we are able to obtain third party insurance. If our third party insurance coverage is adversely affected or to the extent we have elected to self-insure, we may be at a greater risk that our operations will be harmed by a catastrophic loss.

If we experience a significant disruption in, or breach in security of, our information technology systems, or if we fail to implement new systems and software successfully, our business could be adversely affected.

We rely on several centralized information technology systems throughout our company to provide products and services, keep financial records, process orders, manage inventory, process shipments to customers and operate other critical functions. Our information technology systems may be susceptible to damage, disruptions or shutdowns due to power outages, hardware failures, computer viruses, attacks by computer hackers, telecommunication failures, user errors, catastrophes or other unforeseen events. Our information technology systems also may experience interruptions, delays or cessations of service or produce errors in connection with system integration, software upgrades or system migration work that takes place from time to time. If we were to experience a prolonged system disruption in the information technology systems that involve our interactions with customers or suppliers, it could result in the loss of sales and customers and significant incremental costs, which could adversely affect our business. In addition, security breaches of our information technology systems could result in the misappropriation or unauthorized disclosure of confidential information belonging to us or to our employees, partners, customers or suppliers, which could result in our suffering significant financial or reputational damage.

Adverse conditions in the global banking industry and credit markets may adversely impact the value of our cash investments or impair our liquidity.

As of July 31, 2017, we had cash and cash equivalents of approximately $2.6 billion invested or held in a mix of money market funds, time deposit accounts and bank demand deposit accounts. Disruptions in the financial markets may, in some cases, result in an inability to access assets such as money market funds that traditionally have been viewed as highly liquid. Any failure of our counterparty financial institutions or funds in which we have invested may adversely impact our cash and cash equivalent positions and, in turn, our results and financial condition.

We could incur significant liability if the distribution of Keysight common stock to our shareholders is determined to be a taxable transaction.

We have received an opinion from outside tax counsel to the effect that the separation and distribution of Keysight qualifies as a transaction that is described in Sections 355(a) and 368(a)(1)(D) of the Internal Revenue Code. The opinion relies on certain facts, assumptions, representations and undertakings from Keysight and us regarding the past and future conduct of the companies' respective businesses and other matters. If any of these facts, assumptions, representations or undertakings are incorrect or not satisfied, our shareholders and we may not be able to rely on the opinion of tax counsel and could be subject to significant tax liabilities. Notwithstanding the opinion of tax counsel, we have received, the IRS could determine on audit that the separation is taxable if it determines that any of these facts, assumptions, representations or undertakings are not correct or have been violated or if it disagrees with the conclusions in the opinion. If the separation is determined to be taxable for U.S. federal income tax purposes, our shareholders that are subject to U.S. federal income tax and we could incur significant U.S. federal income tax liabilities.

We may be exposed to claims and liabilities as a result of the separation with Keysight.

We entered into a separation and distribution agreement and various other agreements with Keysight to govern the separation and the relationship of the two companies going forward. These agreements provide for specific indemnity and liability obligations and could lead to disputes between us. The indemnity rights we have against Keysight under the agreements may not be sufficient to protect us. In addition, our indemnity obligations to Keysight may be significant and these risks could negatively affect our financial condition.

We cannot assure you that we will continue to pay dividends on our common stock.

Since the first quarter of fiscal year 2012, we have paid a quarterly dividend on our common stock. The timing, declaration, amount and payment of any future dividends fall within the discretion of our Board of Directors and will depend on many factors, including our available cash, estimated cash needs, earnings, financial condition, operating results, capital requirements, as well as limitations in our contractual agreements, applicable law, regulatory constraints, industry practice and other business considerations that our Board of Directors considers relevant. A change in our dividend program could have an adverse effect on the market price of our common stock.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

ISSUER PURCHASES OF EQUITY SECURITIES

The table below summarizes information about the Company's purchases, based on trade date, of its equity securities registered pursuant to Section 12 of the Exchange Act during the quarterly period ended July 31, 2017.

Period	Total Number of Shares of Common Stock Purchased (1)	Weighted Average Price Paid per Share of Common Stock (2)	Total Number of Shares of Common Stock Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Approximate Dollar Value of Shares of Common Stock that May Yet Be Purchased Under the Plans or Programs (in millions) (1)
	(a)	(b)	(c)	(d)
May 1, 2017 through May 31, 2017	—	$ —	—	$ 610
June 1, 2017 through June 30, 2017	—	$ —	—	$ 610
July 1, 2017 through July 31, 2017	—	$ —	—	$ 610
Total	—	$ —	—	$ 610

(1) On May 28, 2015, we announced that our board of directors had approved a new share repurchase program (the "2015 repurchase program"). The 2015 repurchase program authorizes the purchase of up to $1.14 billion of our common stock at the company's discretion through and including November 1, 2018. The 2015 repurchase program does not require the company to acquire a specific number of shares and may be suspended or discontinued at any time. As of July 31, 2017, all repurchased shares have been retired.

(2) The weighted average price paid per share of common stock does not include the cost of commissions.

ITEM 6. EXHIBITS

(a) Exhibits:

A list of exhibits is set forth in the Exhibit Index found on page 51 of this report.

AGILENT TECHNOLOGIES, INC.

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.

Dated:	September 6, 2017	By:	/s/ Didier Hirsch
			Didier Hirsch
			Senior Vice President and Chief Financial Officer
			(Principal Financial Officer)
Dated:	September 6, 2017	By:	/s/ Rodney Gonsalves
			Rodney Gonsalves
			Vice President, Corporate Controllership
			(Principal Accounting Officer)

AGILENT TECHNOLOGIES, INC.

EXHIBIT INDEX

Exhibit Number	Description
11.1	See Note 5, "Net Income Per Share", to our Condensed Consolidated Financial Statements.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS XBRL	Instance Document
101.SCH XBRL	Schema Document
101.CAL XBRL	Calculation Linkbase Document
101.LAB XBRL	Labels Linkbase Document
101.PRE XBRL	Presentation Linkbase Document
101.DEF XBRL	Definition Linkbase Document