



2019

**ANNUAL
REPORT
AND NOTICE
OF ANNUAL
MEETING**

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CONVERSE

Hurley



JULY 23, 2019

TO OUR SHAREHOLDERS,

This past March, I traveled to Paris to join Nike athletes and teammates for an unforgettable moment leading up to the summer's World Cup. Together, with more than two dozen of the world's best female footballers and other athletes, we unveiled 14 national team kits — a tournament record for Nike.

As the lights came up on the incredible assembly of athletes, it was clear to me that the impact of the moment would be felt far beyond the tournament. This was an opportunity to create generational change — to bring more energy and participation to all women's sports. That same day, we announced new grassroots partnerships that will expand opportunities for girls through sport for years to come. And powerful new chapters of our "Dream Crazy" campaign invited millions across the globe to join us in honoring the trailblazers of women's sport — past, present and future.

All of this captured a simple truth: FY19 was a year that moved Nike closer than ever before to our ultimate mission, to bring inspiration and innovation to every athlete* in the world.

Alex Morgan and Megan Rapinoe, who led an unwavering U.S. Women's National Team to one of the most-watched Women's World Cup finals in history, were not alone in their triumphs in FY19. Shining moments across the Nike roster of athletes made this a year to behold. Eliud Kipchoge shattered the marathon world record. Simone Biles redefined the limits of her sport as the first four-time women's gymnastics World Champion. Sue Bird continued her reign in basketball as the first player, male or female, to earn four FIBA World Cup titles. Rafael Nadal sealed his legacy in tennis history with his 12th French Open championship. Tiger Woods stamped an unbelievable comeback with another Masters title, 22 years after transforming the sport with his first.

This past year, Nike athletes rewrote the history books. And in the process, they inspired us to think even bigger about the future that Nike can create.



Megan Rapinoe and an indomitable U.S. Women's National Team claimed a record fourth World Cup victory.

A WINNING LONG-TERM STRATEGY

That brighter future came into greater focus in FY19, as we executed the first full year of our Consumer Direct Offense. The company-wide strategy has focused our teams on a simple, yet powerful goal: serving consumers faster and more personally, at scale.

To do that, we've channeled our resources into the "Triple Double" — the high-impact capabilities of innovation, speed and direct connections with consumers. And we're putting heightened attention on 12 key cities and 10 key countries, because they will catalyze growth for the rest of the globe. Over the long term, we know these are the areas that are creating the most separation for Nike. We're sensing and serving demand with greater agility through keener analytics and insights. We're editing product lines while providing more choice across our top-selling styles. And we're serving NikePlus members through unique digital apps and retail experiences that distinguish our brand in the marketplace.

We're already seeing immediate return on those investments. In FY19, new innovation platforms drove roughly 100% of our total incremental growth. Digital revenue grew 35% on a currency-neutral basis, as we expanded our NikePlus membership base to 170 million members. Overall, our speed initiatives are making us even more relevant in people's lives as we leverage capabilities such as Express Lane, digital demand sensing and connected inventory, with much more to come.



The Air Max 270 React merges two of Nike's most celebrated platforms into one striking silhouette.

Across our portfolio this year, we channeled these successes into strong, balanced results.

In FY19:

- NIKE, Inc. revenues rose 7 percent on a reported basis to \$39.1 billion, and up 11 percent on a currency-neutral basis.
- Gross Margin expanded by 90 basis points to 44.7%.
- Net income increased to \$4.0 billion and diluted earnings per share was \$2.49.
- Adjusted ROIC expanded over 400 basis points to 37.0%.



With a victory at the Masters, Tiger Woods sealed an improbable comeback with his 15th major title — 22 years after his first.

What's particularly encouraging is that our growth is broad-based across categories and geographies. Added up, we see an inflection point in our transformation — proof across the board that our performance, focused execution and potential are aligned to ignite Nike's next phase of growth, expanding profitability and high return on capital.

At the same time, we are of course mindful of the environment in which we operate. Geopolitical dynamics, trade tensions and foreign exchange volatility continue to fuel a complex landscape. This year, we accelerated our growth by staying focused on the conditions that are under our control — delivering great product, serving the consumer and building our brand.

As we look across the globe, it's clear that sport continues to thrive. The broader movement of health and wellness continues to grow and digital is allowing our teams to fuel that demand in more inspiring ways. Nike is better positioned than ever before to capitalize on that energy — while creating new lanes of opportunity.

INNOVATION WITH IMPACT

From breakthrough technologies to industry-defining products, FY19 was a monumental year for Nike innovation. As our teams pushed the limits of human potential, we also increased the return on innovation investments by scaling and dimensionalizing our top platforms faster. Air Max and React fueled growth across the spectrum of performance and lifestyle, with top sellers such as Vapormax, Air Max 270 and the

React Element 87 shining through high-energy storytelling and a fast pace of fresh options. The Air Jordan 1's global success was just one of many bright spots underscoring the acceleration of Jordan's growth. ZoomX continued to power the world's fastest runners, with the NEXT% poised to deliver greater measurable benefits to more athletes. And across categories, Air, Flyleather and Flyknit extended our competitive advantage in sustainable innovation, boosting growth potential while lowering environmental impact.

From footwear to apparel, part of what sets Nike apart is our focus on delivering innovation for everyone — from the world's elite to everyday athletes. For the first time, we claimed the No. 1 position in market share for bras in North America. And expansion of our inclusive sizing collections enabled us to serve more women with over 90 styles across Running, Training and Sportswear. Other apparel standouts, such as Tech Fleece, fueled Sportswear growth with compelling new silhouettes. And in Basketball, the second year of our NBA partnership drove strong momentum, as we captured the excitement of free agency moves this year and led with the creative energy of our City Edition jerseys.

As we look to the next fiscal year, we're more confident than ever with the surge of new innovation — from Joyride, a new personalized cushioning platform, to advancements in Adaptive Technology to an incredibly exciting Olympics lineup heading into Tokyo.

ACCELERATING THROUGH DIGITAL AND SPEED

Across the board, we're not just transforming the products we create; we're also reshaping the consumer experience we enable — led by digital.

To power our Nike Direct strategy, we obsessed our digital advantage — opening up even greater connection to the Nike brand, all directly in the path of customers. That included further differentiating Nike's digital ecosystem, as we bring the best of Nike to life through a more engaging and responsive business model for our members.



In FY20, Nike will launch Joyride, a new approach to cushioning that will deliver a personalized feel for runners at every level.

The SNKRS app has become an incredible asset to our brand, with users checking in daily, and has acquired more new members than any other Nike digital channel. For the fiscal year, SNKRS more than doubled its business and doubled its number of monthly active users.

The Nike App — our most comprehensive platform for Nike product — is expanding quickly. Just as promising is how digital and physical environments are intersecting and amplifying one another. Through the Nike App at Retail — which links features of the Nike App to our physical retail experiences — we're discovering completely new ways to engage with members. This year, we invested in new store concepts that leverage digital, including two new Houses of Innovation in New York and Shanghai, and the smaller, digitally-enhanced format Nike Live. Customers are craving distinctive experiences and to meet that demand, we will continue to test, learn and scale our most innovative concepts.

Delivering products with ease and speed is also critical to a meaningful consumer experience. We're well on our way to better serving people across geographies, as we streamline our product creation cycle and invest in responsive manufacturing to meet growing demand.

ELEVATING THE BIGGER MEANING OF SPORT

We couldn't be prouder of how our brand showed up in the world this year. For 30 years, "Just Do It" has been an iconic rallying cry, challenging athletes worldwide to chase their crazy dreams. This year, our "Dream Crazy" campaign took the world on a year long journey, igniting conversation and inspiring millions with a uniquely Nike campaign that showcased the power of sport to unleash potential.

We've also focused our attention on ensuring that future generations have the opportunity to experience the life-changing impact of sport and play. At the most fundamental level, that begins with protecting our planet, because for sport to thrive, we need clean air and open



In Berlin, Eliud Kipchoge shattered the marathon world record with a performance for the ages.

spaces. That's why we set a bold target to source 100% renewable energy globally by 2025, and it's why we have given our voice to support action against climate change. In addition, through grassroots partnerships, our teams are working with communities to get kids moving, because we know firsthand that sport and play can change lives. I'm incredibly proud that we're reaching over 17 million kids worldwide through our Made to Play community program.

We know that in many ways, our journey is just beginning. We'll continue to learn, grow and invest in the future of our people, our communities and our world. And we'll continue to listen to the voices of our athletes — including champions like LeBron James and Serena Williams who have shown, time and again, how influential sport can be.

All year, we connected with consumers more powerfully than ever — through amazing products, our iconic brand and digital experiences. As I look ahead, I'm confident that Nike is investing in the right areas, at the right time. We're deepening our competitive advantage and setting the foundation for sustained, profitable growth. FY19 was a defining year for Nike — one that will continue to shape our company for many years to come.

Cheers,

A handwritten signature in black ink, appearing to read "Mark Parker".

MARK PARKER

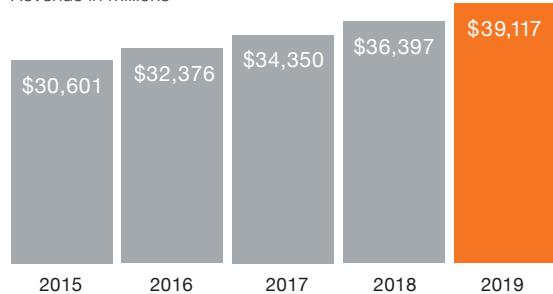
Chairman, President and
Chief Executive Officer
NIKE, Inc.

2019 SELECT FINANCIALS

NIKE, Inc. Revenue Performance

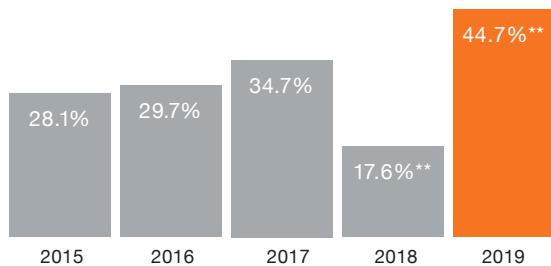
Fiscal Years 2015-2019

Revenue in millions



NIKE, Inc. Return on Invested Capital*

Fiscal Years 2015-2019

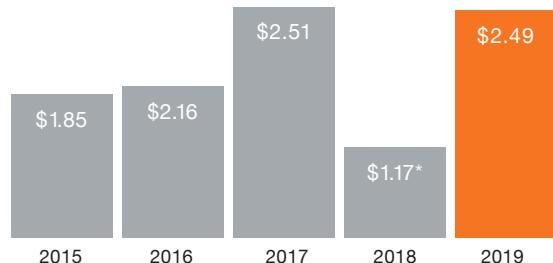


* Return on Invested Capital calculation is included in the quarterly earnings section of our investor relations website, <http://investors.nike.com>, as one of our key financial metrics. Please refer to this site for more detail on this calculation.

** Includes the impact of the U.S. Tax Cuts and Jobs Act, primarily the transition tax and remeasurement of deferred income tax assets and liabilities. Excluding the impact of the U.S. Tax Cuts and Jobs Act, our Adjusted Return on Invested Capital would have been approximately 37% and 33% as of Q4 FY19 and Q4 FY18, respectively, which is a non-GAAP financial measure. Refer to Note 9 — Income Taxes in the Company's FY19 Annual Report on Form 10-K for additional information on the impact of the U.S. Tax Cuts and Jobs Act.

NIKE, Inc. Earnings Per Share Performance

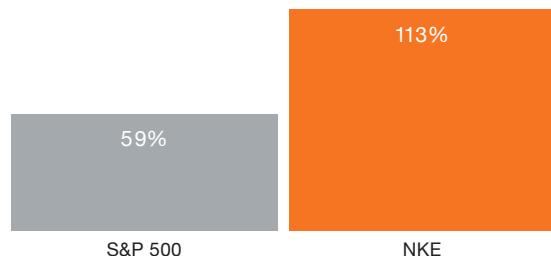
Fiscal Years 2015-2019



* Fiscal 2018 reflects the impact of the Tax Cuts and Jobs Act. Refer to Note 9 — Income Taxes in the Company's FY18 Annual Report on Form 10-K for additional information.

NIKE, Inc. Stock Performance vs. S&P 500*

Fiscal Years 2015-2019



* Performance of the S&P 500 and NIKE stock is calculated by comparing the total returns of each assuming the reinvestment of dividends over the time period of 5/31/2014 to 5/31/2019.

SHAREHOLDER INFORMATION

NIKE, Inc. common stock is listed on the New York Stock Exchange under the trading symbol 'NKE.' Copies of the Company's Form 10-K and Form 10-Q reports filed with the Securities and Exchange Commission are available from the Company without charge. Copies are available on the investor relations website, <http://investors.nike.com>. To request a hard copy, please call 800-640-8007 or write to NIKE's Investor Relations Department at:

NIKE World Headquarters
One Bowerman Drive
Beaverton, Oregon 97005-6453

Quarterly dividends on NIKE common stock, when declared by the Board of Directors, are paid on or about July 5, October 5, January 5, and April 5. Additional financial information is available at <http://investors.nike.com>.

INDEPENDENT ACCOUNTANTS

PricewaterhouseCoopers LLP
805 SW Broadway, Suite 800
Portland, Oregon 97205

REGISTRAR AND STOCK TRANSFER AGENT

Communications concerning shareholder address changes, stock transfers, changes of ownership, lost stock certificates, payment of dividends, dividend check replacements, duplicate mailings, or other account services should be directed to the Company's Registrar and Stock Transfer Agent at the following address:

Computershare Trust Company N.A.
P.O. Box 505000
Louisville, KY 40233
800-756-8200
800-952-9245 (Hearing Impaired)
www.computershare.com



2019 NOTICE OF ANNUAL MEETING

MESSAGE FROM OUR CHAIRMAN

DEAR FELLOW SHAREHOLDERS:

At Nike, we strive to bring innovation and inspiration to every athlete in the world. As a company, we have passion for sport, for authenticity, and for relentless self-improvement. And as a Board, we bring that same passion to corporate governance. Because strong governance helps us to ensure that Nike is creating long-term value for shareholders - responsibly and sustainably.

We are on the offense always at Nike. From a corporate governance perspective, that means we are committed to assessing and refreshing the Board and its committees on an ongoing basis. That's why we added three new independent directors to the Board in the last two fiscal years. These individuals bring a wide range of strengths, including financial expertise, digital fluency, background in academia, and human resources and governance experience.

In fiscal 2019, we also assessed and enhanced our committee charters. Specifically, we updated our Corporate Responsibility, Sustainability & Governance Committee charter to more explicitly highlight the committee's continuing oversight of our integrated Purpose Offense, a unified approach to our focus on and commitment to sustainability, social and community impact, and diversity and inclusion.

You may notice a new look to this year's proxy statement. For example, we have added a director skills matrix to highlight the diverse and complementary experiences and backgrounds of our director nominees, in addition to formatting updates to make the proxy statement easier to read. This is the first step in a multi-year process intended to enhance communication with our shareholders through our annual report.

We are pleased to invite you to attend the Annual Meeting of Shareholders of NIKE, Inc. to be held at the Tiger Woods Conference Center, One Bowerman Drive, Beaverton, Oregon 97005-6453, on Thursday, September 19, 2019, at 10:00 A.M. Pacific Time. Registration will begin at 9:00 A.M. We look forward to welcoming many of you at our annual meeting. Whether or not you plan to attend, the prompt execution and return of your proxy card will both assure that your shares are represented at the meeting and minimize the cost of proxy solicitation. Thank you for your continued support.

Sincerely,



MARK G. PARKER, CHAIRMAN

July 23, 2019

"As a company, we have passion for sport, for authenticity, and for relentless self-improvement. And as a Board, we bring that same passion to corporate governance."

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

September 19, 2019

TO THE SHAREHOLDERS OF NIKE, INC.

You are cordially invited to the Annual Meeting of Shareholders of NIKE, Inc., an Oregon corporation:

DATE AND TIME:

Thursday, September 19, 2019,
at 10:00 A.M. Pacific Time

LOCATION:

Tiger Woods Conference Center
One Bowerman Drive
Beaverton, Oregon 97005-6453

ITEMS OF BUSINESS:

PROPOSAL

- 1 To elect the 12 directors named in the accompanying proxy statement for the ensuing year.

PAGE REFERENCE

Page 15

Class A

Will elect nine directors.

Class B

Will elect three directors.

Holders of Class A Stock and holders of Class B Stock will vote together as one class all other proposals.

- 2 To approve executive compensation by an advisory vote.

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- 3 To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm.

Page 57

- 4 To transact such other business as may properly come before the meeting.

All shareholders are invited to attend the meeting. Shareholders of record at the close of business on July 19, 2019, the record date fixed by the Board of Directors, are entitled to notice of and to vote at the meeting. You must present identification and your proxy, voter instruction card, or meeting notice for admission.

By Order of the Board of Directors,

Ann M. Miller

Ann M. Miller

Vice President, Corporate Secretary, and Chief Ethics & Compliance Officer

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders To Be Held on September 19, 2019. The proxy statement and NIKE, Inc.'s 2019 Annual Report to Shareholders are available online at www.investorvote.com or www.proxyvote.com, for registered and beneficial owners, respectively.

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PROXY STATEMENT

We are furnishing proxy materials to our shareholders primarily via the Internet by mailing a Notice of Internet Availability of Proxy Materials, or "Notice", instead of mailing printed copies of those materials to each shareholder. The Notice directs shareholders to a website where they can access our proxy materials, including our proxy statement and our annual report, and view instructions on how to vote online or by telephone. If you would prefer to receive a paper copy of our proxy materials, please follow the instructions included in the Notice. If you have previously elected to receive our proxy materials electronically, you will continue to receive access to these materials electronically unless you elect otherwise.

The enclosed proxy is solicited by the Board of Directors (the "Board") of NIKE, Inc. ("NIKE" or the "Company") for use at the annual meeting of shareholders to be held on September 19, 2019, and at any adjournment thereof (the "Annual Meeting"). Our principal executive offices are located at One Bowerman Drive, Beaverton, Oregon 97005-6453. This proxy statement is first being made available to shareholders on or about August 9, 2019. Shareholders may submit a proxy to vote at the Annual Meeting by following the instructions on the Notice, online or by telephone, or (if they have received paper copies of the proxy materials) by returning a proxy card.

The Company will bear the cost of soliciting proxies. In addition to soliciting proxies by mail, certain officers and employees of the Company, without extra compensation, may also solicit proxies personally or by telephone. Copies of proxy solicitation materials will be furnished to fiduciaries, custodians, and brokerage houses for forwarding to the beneficial owners of shares held in their names.

Shares that are properly voted online or by telephone or for which proxy cards are properly executed and received by the Company prior to the Annual Meeting will be voted in accordance with the instructions specified in such proxies. Where no instructions are given, shares will be voted "FOR" the election of each of the named nominees for director (Proposal 1), "FOR" the proposal regarding an advisory vote to approve executive compensation (Proposal 2), and "FOR" the ratification of the appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm (Proposal 3).

A shareholder giving the enclosed proxy has the power to revoke it at any time before it is exercised by affirmatively electing to vote in person at the meeting or by delivering to Ann M. Miller, Vice President, Corporate Secretary, and Chief Ethics & Compliance Officer of NIKE, Inc., either an instrument of revocation or an executed proxy bearing a later date.

VOTING SECURITIES AND VOTE REQUIRED

Holders of record of NIKE's Class A Common Stock ("Class A Stock") and holders of record of NIKE's Class B Common Stock ("Class B Stock" and together with the Class A Stock, the "Common Stock") at the close of business on July 19, 2019 will be entitled to vote at the Annual Meeting. On that date, 315,024,752 shares of Class A Stock and 1,251,863,621 shares of Class B Stock were issued and outstanding. Neither class of Common Stock has cumulative voting rights.

Each share of Class A Stock and each share of Class B Stock is entitled to one vote on every matter submitted to the shareholders at the Annual Meeting.

A majority of the votes entitled to be cast on Proposal 1, the election of directors, by each of the Class A Stock and Class B Stock separately constitutes a quorum of Class A Stock and Class B Stock, respectively, for action on Proposal 1. The holders of Class A Stock and the holders of Class B Stock will vote separately on Proposal 1. Holders of Class B Stock are currently entitled to elect 25 percent of the Board, rounded up to the next whole number. Holders of Class A Stock are currently entitled to elect the remaining directors. Under this formula, holders of Class B Stock, voting separately, will elect three directors, and holders of Class A Stock, voting separately, will elect nine directors. Under Oregon Law and our Bylaws, if a quorum of each class of Common Stock is present at the meeting, the three director nominees who receive the greatest number of votes cast by holders of Class B Stock and the nine director nominees who receive the greatest number of votes cast by holders of Class A Stock will be elected directors.

A majority of the votes entitled to be cast on Proposals 2 and 3 by both Class A Stock and Class B Stock together constitutes a quorum for action on those proposals. Holders of Class A Stock and holders of Class B Stock will vote together as one class on Proposals 2 and 3. If a quorum is present at the meeting, Proposals 2 and 3 will be approved if the votes cast in favor of the proposal exceeds the votes cast against the proposal.

Abstentions and broker non-votes are counted for purposes of determining whether a quorum exists. Abstentions and broker non-votes are not included as votes cast and will not affect the outcome of any of the proposals. Broker non-votes occur when a person holding shares in street name, such as through a brokerage firm, does not provide instructions as to how to vote those shares and the broker does not then vote those shares on the shareholder's behalf.

CORPORATE GOVERNANCE

PROPOSAL 1

ELECTION OF DIRECTORS

A Board of 12 directors will be elected at the Annual Meeting. Directors will hold office until the next annual meeting of shareholders or until their successors are elected and qualified. With the exception of Mr. John W. Rogers, Jr., all of the nominees were elected at the 2018 annual meeting of shareholders. Mr. Rogers was recommended to the Corporate Responsibility, Sustainability & Governance Committee for consideration by a third-party director search firm.

Mr. Alan B. Graf, Jr., Mr. Peter B. Henry, and Ms. Michelle A. Peluso are nominated by the Board of Directors for election by the holders of Class B Stock. The other nine nominees are nominated by the Board for election by the holders of Class A Stock.

Under Oregon law and our Bylaws, if a quorum of each class of shareholders is present at the Annual Meeting, the nine director nominees who receive the greatest number of votes cast by holders of Class A Stock and the three director nominees who receive the greatest number of votes cast by holders of Class B Stock will be elected directors. Abstentions and broker non-votes will have no effect on the results of the vote. Unless otherwise instructed, proxy holders will vote the proxies they receive for the nominees listed below. If any nominee becomes unable to serve, the holders of the proxies may, in their discretion, vote the shares for a substitute nominee or nominees designated by the Board.

The Bylaws and the Corporate Governance Guidelines of the Company provide that any nominee for director in an uncontested election who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall tender his or her resignation for consideration by the Corporate Responsibility, Sustainability & Governance Committee. The committee will recommend to the Board the action to be taken with respect to the resignation. The Board will publicly disclose its decision within 90 days of the certification of the election results.

Background information on the nominees as of July 23, 2019, including some of the attributes that led to their selection, appears below. The Corporate Responsibility, Sustainability & Governance Committee has determined that each director meets the qualification standards described below under "Individual Board Skills Matrix - Director Nominations". In addition, the Board firmly believes that the experience, attributes, and skills of any single director nominee should not be viewed in isolation, but rather in the context of the experience, attributes, and skills that all director nominees bring to the Board as a whole, each of which contributes to the function of an effective Board.

BOARD RECOMMENDATION

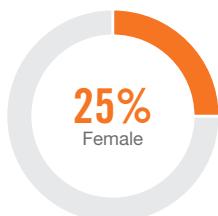
 The Board of Directors recommends that the Class A Shareholders vote **FOR** the election of nominees to the Board of Directors

 The Board of Directors recommends that the Class B Shareholders vote **FOR** the election of nominees to the Board of Directors

NIKE, INC. BOARD OF DIRECTORS

BOARD OVERVIEW

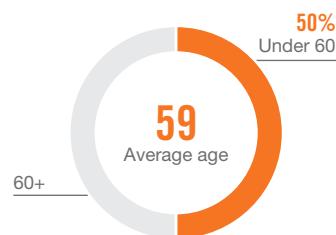
GENDER DIVERSITY



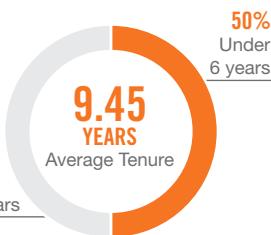
GENDER/ETHNIC DIVERSITY



AGE



TENURE



BOARD SKILLS & EXPERIENCE DIVERSITY



DIVERSITY 6/12

Representation of a range of perspectives expands the Board's understanding of the needs and viewpoints of consumers, employees, and other stakeholders worldwide.



FINANCIAL EXPERTISE 9/12

Financial expertise assists our Board in overseeing our financial statements, capital structure and internal controls.



CEO EXPERIENCE 6/12

CEO experience brings leadership qualifications and skills that help our Board to capably advise, support, and oversee our management team, including regarding our strategy to drive long-term value.



INTERNATIONAL 9/12

International exposure yields an understanding of diverse business environments, economic conditions, and cultural perspectives that informs our global business and strategy and enhances oversight of our multinational operations.



DIGITAL/TECHNOLOGY 6/12

Technology experience helps our Board oversee cybersecurity and advise our management team as we seek to enhance the consumer experience and further develop our multi-channel strategy.



RETAIL INDUSTRY 4/12

Retail experience brings a deep understanding of factors affecting our industry, operations, business needs, and strategic goals.



MEDIA 3/12

Media experience provides the Board with insight about connecting with consumers and other stakeholders in a timely and impactful manner.



ACADEMIA 2/12

Academia provides organizational management experience and knowledge of current issues in academia and thought leadership.



HR/TALENT MANAGEMENT 6/12

HR and talent management experience assists our Board in overseeing executive compensation, succession planning, and employee engagement.



GOVERNANCE 8/12

Public company board experience provides insight into new and best practices which informs our commitment to excellence in corporate governance.

CORPORATE GOVERNANCE HIGHLIGHTS

- ✓ 10 out of 12 directors are expected to be independent as of the Annual Meeting
- ✓ Lead Independent Director with clearly defined role
- ✓ Refreshed Board and committee structure, with 3 new independent directors added in last two fiscal years
- ✓ Full Board elected annually
- ✓ Retirement policy generally requires that directors do not stand for election after reaching the age of 72

NOMINEES FOR ELECTION BY CLASS A SHAREHOLDERS

CATHLEEN A. BENKO

AGE	DIRECTOR SINCE	COMMITTEE	OTHER CURRENT PUBLIC DIRECTORSHIPS	FAVORITE NIKE PRODUCT(S)
61	2018	Compensation	None	Converse All Star Platform Low Top and Nike AeroLayer Jacket
 SKILLS AND QUALIFICATIONS		DIVERSITY	DIGITAL/TECHNOLOGY	HR/TALENT MANAGEMENT
		 INTERNATIONAL		

Ms. Benko is a former Vice Chairman and Managing Principal of Deloitte LLP (“Deloitte”), an organization that, through its subsidiaries and network of member firms, provides audit, consulting, tax, and advisory services to clients globally. During her nearly 30-year career with Deloitte, Ms. Benko held many leadership roles, several concurrent with her appointment as Vice Chairman and Managing Principal in 2011.

- From 2015 to 2018, Ms. Benko served as Senior Partner working within the firm's “Digital Giants” practice where she was the lead advisory partner for several digital-native companies.
- From 2010 to 2014, Ms. Benko served as Chief Digital, Brand, and Communications Officer.
- Previous to her role as Chief Digital, Brand, and Communications Officer, Ms. Benko held multiple technology and talent management roles, including serving as the company's first Vice Chairman and Chief Talent Officer from 2006 to 2010, its Chief Inclusion Officer from 2008 to 2010, and as Managing Principal, Initiative for the Retention and Advancement of Women, from 2003 to 2009.
- Ms. Benko led Deloitte's technology sector from 2003 to 2007 and was previously Deloitte's first Global e-Business Leader, a position she held from 1998 to 2002.

Ms. Benko is chair of a Harvard Business School Advisory Council.

ELIZABETH J. COMSTOCK

AGE	DIRECTOR SINCE	COMMITTEE	OTHER CURRENT PUBLIC DIRECTORSHIPS	FAVORITE NIKE PRODUCT(S)	
58	2011	Compensation	None	Nike Cortez and NikeLab	
		SKILLS AND QUALIFICATIONS			
		DIVERSITY 	DIGITAL/TECHNOLOGY 	MEDIA 	
		INTERNATIONAL 			

Ms. Comstock is the former Vice Chair of General Electric Company (“GE”). She led GE’s efforts to accelerate new growth and operated GE Business Innovations, which included Current, GE Lighting, GE Ventures & Licensing and GE sales, marketing and communications.

- At GE, Ms. Comstock was appointed:
 - Senior Vice President, Chief Marketing and Commercial Officer in 2008,
 - President, NBC Universal Integrated Media in 2006,
 - Corporate Vice President and Chief Marketing Officer in 2003,
 - Vice President of Corporate Communications in 1998,
 - Senior Vice President, NBC Corporate Communications in 1996, and
 - Vice President, Communications, NBC News Communications in 1994.
- Prior to joining GE in 1994, Ms. Comstock held a succession of positions at NBC, CBS, and Turner Broadcasting.

Ms. Comstock is a trustee of The National Geographic Society.

JOHN G. CONNORS

AGE	DIRECTOR SINCE	COMMITTEE	OTHER CURRENT PUBLIC DIRECTORSHIPS	FAVORITE NIKE PRODUCT(S)
60	2005	Audit & Finance	Splunk, Inc.	Nike React
		SKILLS AND QUALIFICATIONS		
		 FINANCIAL EXPERTISE  INTERNATIONAL	 DIGITAL/TECHNOLOGY	 GOVERNANCE

Mr. Connors is a partner in Ignition Partners LLC, a Seattle-area venture capital firm.

- Mr. Connors served as Senior Vice President and Chief Financial Officer of Microsoft Corporation (“Microsoft”) from December 1999 to May 2005.
- Mr. Connors joined Microsoft in 1989 and held various management positions, including:
 - Vice President, Worldwide Enterprise Group in 1999,
 - Chief Information Officer from 1996 to 1999, and
 - Corporate Controller from 1994 to 1996.

Mr. Connors is a member of the Board of Directors of Splunk, Inc. In addition to this public company board service, he is also a member of the Board of Directors of privately held companies Chef, Inc., Motif Investing, Inc., ICERTIS, Inc., Tempered Networks Inc., LiveStories Inc., and KenSci Inc., and is on the Board of the Washington Policy Center.

TIMOTHY D. COOK, LEAD INDEPENDENT DIRECTOR

AGE	DIRECTOR SINCE	COMMITTEE	OTHER CURRENT PUBLIC DIRECTORSHIPS	FAVORITE NIKE PRODUCT(S)	
58	2005	Compensation, Chair	Apple, Inc.	Nike React Element and Nike Sportswear Tech Pack Hoodie	
		SKILLS AND QUALIFICATIONS			
		 FINANCIAL EXPERTISE	 DIGITAL/TECHNOLOGY	 HR/TALENT MANAGEMENT	
		 CEO EXPERIENCE	 RETAIL INDUSTRY	 GOVERNANCE	
		 INTERNATIONAL			

Mr. Cook is the Company's Lead Independent Director and is the Chief Executive Officer of Apple, Inc. ("Apple").

- Mr. Cook joined Apple in March 1998 as Senior Vice President of Worldwide Operations and also served as its Executive Vice President, Worldwide Sales and Operations and Chief Operating Officer.
- Mr. Cook was Vice President, Corporate Materials for Compaq Computer Corporation from 1997 to 1998.
- Previous to his work at Compaq, Mr. Cook served in the positions of Senior Vice President Fulfillment and Chief Operating Officer of the Reseller Division at Intelligent Electronics from 1994 to 1997.
- Mr. Cook also worked for International Business Machines Corporation from 1983 to 1994, most recently as Director of North American Fulfillment.

Mr. Cook is a member of the Board of Directors of Apple. In addition to this public company board service, he is also a member of the Board of Directors of the National Football Foundation.

JOHN J. DONAHOE II

AGE	DIRECTOR SINCE	COMMITTEE	OTHER CURRENT PUBLIC DIRECTORSHIPS	FAVORITE NIKE PRODUCT(S)	
59	2014	Audit & Finance	ServiceNow, Inc. and PayPal Holdings, Inc.	Nike Free RN Flyknit and Nike Flex Golf Pants	
		SKILLS AND QUALIFICATIONS			
		 FINANCIAL EXPERTISE	 DIGITAL/TECHNOLOGY	 HR/TALENT MANAGEMENT	
		 CEO EXPERIENCE	 RETAIL INDUSTRY	 GOVERNANCE	
		 INTERNATIONAL			

Mr. Donahoe is President and Chief Executive Officer of ServiceNow, Inc.

- From 2008 through 2015, Mr. Donahoe served as President and Chief Executive Officer of eBay, Inc. ("eBay"), provider of the global eBay.com online marketplace and PayPal digital payments platform.
- Mr. Donahoe joined eBay in 2005 as President of eBay Marketplaces, responsible for eBay's global e-Commerce businesses.
- Prior to joining eBay, Mr. Donahoe was the Chief Executive Officer and Worldwide Managing Director of Bain & Company from 1999 to 2005, and a Managing Director from 1992 to 1999.

Mr. Donahoe is a member of the Board of Directors of ServiceNow, Inc. and Chairman of PayPal Holdings, Inc. In addition to this public company board service, he also serves on the Board of Trustees for The Bridgespan Group. Mr. Donahoe served on the Board of Directors of Intel Corporation from March 2009 until May 2017.

TRAVIS A. KNIGHT

AGE	DIRECTOR SINCE	COMMITTEE	OTHER CURRENT PUBLIC DIRECTORSHIPS	FAVORITE NIKE PRODUCT(S)
45	2015	Executive	None	Nike Air Presto
	SKILLS AND QUALIFICATIONS FINANCIAL EXPERTISE	 CEO EXPERIENCE	 MEDIA	

Mr. Knight is the President and Chief Executive Officer of the animation studio, LAIKA, LLC ("LAIKA"), which specializes in feature-length films.

- Mr. Knight has been involved in all principal creative and business decisions at LAIKA since its founding in 2003, serving in successive management positions as Lead Animator, Vice President of Animation, and then as President and Chief Executive Officer in 2009.
- Mr. Knight was Producer and Director of the feature film *Kubo and the Two Strings* (2017) which was nominated for an Academy Award and winner of the BAFTA award for Best Animated Film.
- Mr. Knight has served as Producer and Lead Animator on Academy Award-nominated feature-length films *The Boxtrolls* (2014) and *ParaNorman* (2012), for which he won an Annie Award for Outstanding Achievement in Character Animation, and Lead Animator for *Coraline* (2009).
- Prior to his work at LAIKA, Mr. Knight held various animation positions at Will Vinton Studios from 1998 to 2002, as a stop-motion animator for television series, commercials, and network promotions. He has been recognized for his work on the Emmy Award-winning stop-motion animated television series *The PJs*.

Mr. Knight serves on the Board of Directors of LAIKA. He is the son of NIKE's co-founder, Mr. Philip Knight, who currently serves as Chairman Emeritus. In addition to his skills and qualifications described above, Mr. Travis Knight was selected to serve on the Board because he has a significant role in the management of the Class A Stock owned by Swoosh, LLC, strengthening the alignment of the Board with the interests of NIKE shareholders.

MARK G. PARKER, CHAIRMAN OF THE BOARD

AGE	DIRECTOR SINCE	COMMITTEE	OTHER CURRENT PUBLIC DIRECTORSHIPS	FAVORITE NIKE PRODUCT(S)
63	2006	Executive, Chair	The Walt Disney Company	Couldn't possibly pick just one
 SKILLS AND QUALIFICATIONS		\$ FINANCIAL EXPERTISE 💡 INTERNATIONAL 👤 CEO EXPERIENCE 🛒 RETAIL INDUSTRY		
		🔍 HR/TALENT MANAGEMENT ⚖️ GOVERNANCE		

Mr. Parker is Chairman of the Board of Directors of the Company, and has served as President and Chief Executive Officer and a director since 2006. He was named Chairman of the Board in fiscal 2017.

- Mr. Parker has been employed by NIKE since 1979 with primary responsibilities in product research, design and development, marketing, and brand management.
- Mr. Parker was appointed:
 - President of the NIKE Brand in 2001,
 - Vice President of Global Footwear in 1998,
 - General Manager in 1993,
 - Corporate Vice President in 1989, and
 - Divisional Vice President in charge of product development in 1987.

Mr. Parker is a member of the Board of Directors of The Walt Disney Company. In addition to his skills and qualifications described above, Mr. Parker was selected to serve on the Board because his position as Chief Executive Officer makes his position as Chairman of the Board critical.

JOHN W. ROGERS, JR.

AGE	DIRECTOR SINCE	COMMITTEE	OTHER CURRENT PUBLIC DIRECTORSHIPS	FAVORITE NIKE PRODUCT(S)	
61	2018	Corporate Responsibility, Sustainability & Governance	McDonald's Corporation and The New York Times Company	Nike KD Sneakers	
		SKILLS AND QUALIFICATIONS			
 DIVERSITY		 CEO EXPERIENCE		 GOVERNANCE	
 FINANCIAL EXPERTISE					

Mr. Rogers is Chairman, Chief Executive Officer and Chief Investment Officer of Ariel Investments, LLC, a privately-held money management firm he founded in 1983, which serves individual and institutional investors through its mutual funds and separate accounts. Mr. Rogers is a Trustee of Ariel Investment Trust, the investment company consisting of the six mutual funds his firm manages.

- In 2008, Mr. Rogers was awarded Princeton University's highest honor, the Woodrow Wilson Award, presented each year to the alumnus whose career embodies a commitment to national service.
- Mr. Rogers served as co-chair for the Presidential Inaugural Committee 2009, and more recently, joined the Barack Obama Foundation's Board of Directors.

Mr. Rogers is a member of the Board of Directors of McDonald's Corporation and The New York Times Company. In addition to this public company board service, he also serves as trustee of the University of Chicago, Rush University Medical Center, the Robert F. Kennedy Center for Justice and Human Rights, the National Association of Basketball Coaches (NABC) Foundation, Inc., and is a life trustee of the Chicago Symphony Orchestra. Mr. Rogers served on the Board of Directors of Exelon Corporation from October 2000 until April 2019.

JOHN R. THOMPSON, JR.

AGE	DIRECTOR SINCE	COMMITTEE	OTHER CURRENT PUBLIC DIRECTORSHIPS	FAVORITE NIKE PRODUCT(S)
77	1991	None	None	Nike Air Force 1
		SKILLS AND QUALIFICATIONS <ul style="list-style-type: none">  DIVERSITY  ACADEMIA  MEDIA  HR/TALENT MANAGEMENT 		

Mr. Thompson was head coach of the Georgetown University men's basketball team from 1972 until 1998.

- Mr. Thompson serves as Assistant to the President of Georgetown University for Urban Affairs and he is a past President of the National Association of Basketball Coaches and presently serves on its Board of Governors.
- Mr. Thompson hosted a sports radio talk show in Washington, D.C. for 13 years, and is a nationally broadcast sports analyst for Turner Network Television (TNT) and Dial Global, Inc.
- Mr. Thompson was head coach of the 1988 United States Olympic basketball team.

Mr. Thompson has honorary doctorate degrees from Wheeling Jesuit University, Georgetown University, University of the District of Columbia, and St. Peter's College.

BOARD RECOMMENDATION

 The Board of Directors recommends that the Class A Shareholders vote **FOR** the election of the nominees above to the Board of Directors.

NOMINEES FOR ELECTION BY CLASS B SHAREHOLDERS

ALAN B. GRAF, JR.

AGE	DIRECTOR SINCE	COMMITTEE	OTHER CURRENT PUBLIC DIRECTORSHIPS	FAVORITE NIKE PRODUCT(S)	
65	2002	Audit & Finance, Chair	Mid-America Apartment Communities, Inc.	Nike Air Max 270	
		SKILLS AND QUALIFICATIONS			
		\$ FINANCIAL EXPERTISE	🌐 INTERNATIONAL	คณะกรรม GOVERNANCE	

Mr. Graf is the Executive Vice President and Chief Financial Officer of FedEx Corporation (“FedEx”), a position he has held since 1998, and is a member of FedEx’s Executive Committee.

- Mr. Graf joined FedEx in 1980 and was Senior Vice President and Chief Financial Officer for FedEx Express, FedEx’s predecessor, from 1991 to 1998.
- Mr. Graf previously served on the Board of Directors of Kimball International Inc., Storage USA, Inc., and Arkwright Mutual Insurance Co.

Mr. Graf is a member of the Board of Directors of Mid-America Apartment Communities, Inc. In addition to this public company board service, he is also a director of the Indiana University Foundation and Methodist Le Bonheur Healthcare, and Chairman of the University of Memphis Board of Trustees.

PETER B. HENRY

AGE	DIRECTOR SINCE	COMMITTEE	OTHER CURRENT PUBLIC DIRECTORSHIPS	FAVORITE NIKE PRODUCT(S)
49	2018	Corporate Responsibility, Sustainability & Governance	Citigroup Inc.	Nike Epic React
		SKILLS AND QUALIFICATIONS <div style="display: flex; justify-content: space-around;"> <div style="text-align: center;">  DIVERSITY </div> <div style="text-align: center;">  INTERNATIONAL </div> <div style="text-align: center;">  GOVERNANCE </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  FINANCIAL EXPERTISE </div> <div style="text-align: center;">  ACADEMIA </div> </div>		

Mr. Henry is Dean Emeritus of New York University's Leonard N. Stern School of Business and William R. Berkley Professor of Economics and Finance.

- Mr. Henry assumed the Deanship of the Stern School of Business in January 2010 and served through December 2017.
- Prior to joining Stern, Mr. Henry was the Konosuke Matsushita Professor of International Economics at the Stanford University Graduate School of Business.
- In June 2009, President Obama appointed Mr. Henry to the President's Commission on White House Fellowships.
- In 2008, Mr. Henry led Barack Obama's Presidential Transition Team in its review of international lending agencies such as the IMF and the World Bank.

Mr. Henry is a member of the Board of Directors of Citigroup Inc. In addition to this public company board service, he also serves on the Board of Directors of the National Bureau of Economic Research and the Economic Club of New York and is a member of the Council of Foreign Relations and the Economic Advisory Panel of the Federal Reserve Bank of New York. Mr. Henry served on the Board of Directors of General Electric from July 2016 until April 2018 and Kraft Foods Group, Inc. and its predecessor, Kraft Foods Inc., from May 2011 until July 2015.

MICHELLE A. PELUSO

AGE	DIRECTOR SINCE	COMMITTEE	OTHER CURRENT PUBLIC DIRECTORSHIPS	FAVORITE NIKE PRODUCT(S)	
47	2014	Corporate Responsibility, Sustainability & Governance, Chair	None	Nike Dunk Sky Hi Wedge and Nike Elevate Shorts	
		SKILLS AND QUALIFICATIONS <ul style="list-style-type: none">  DIVERSITY  FINANCIAL EXPERTISE  CEO EXPERIENCE  INTERNATIONAL  DIGITAL/TECHNOLOGY  RETAIL INDUSTRY  HR/TALENT MANAGEMENT  GOVERNANCE 			

Ms. Peluso is Senior Vice President Digital Sales and Chief Marketing Officer at IBM.

- Ms. Peluso served as Chief Executive Officer of online shopping destination Gilt Groupe, Inc. (“Gilt”) from 2013 until its sale to Hudson’s Bay Company in February 2016, and was on Gilt’s Board of Directors from 2009 to 2016.
- Prior to joining Gilt in 2013, Ms. Peluso served as Global Consumer Chief Marketing and Internet Officer of Citigroup Inc. from 2009 to 2013.
- From 2002 to 2009, Ms. Peluso held senior management positions at Travelocity.com LP (“Travelocity”), being appointed Chief Operating Officer in 2003, and President and Chief Executive Officer in December 2003.
- Prior to joining Travelocity, in 1999 Ms. Peluso founded Site59, an online travel site, serving as its Chief Executive Officer until its acquisition by Travelocity in 2002.

Ms. Peluso is a director of the nonprofit TechnoServe.

BOARD RECOMMENDATION

 The Board of Directors recommends that the Class B Shareholders vote **FOR** the election of the nominees above to the Board of Directors.

INDIVIDUAL BOARD SKILLS MATRIX

EXPERIENCE, EXPERTISE, OR ATTRIBUTES	BENKO	COSTOK	CONNORS	COOK	DONAHUE	GRAF	HENRY	KIGHT	PARKER	PELUSO	ROGERS	THOMPSON
DIVERSITY Representation of a range of perspectives expands the Board's understanding of the needs and viewpoints of consumers, employees, and other stakeholders worldwide.	✓	✓					✓			✓	✓	✓
FINANCIAL EXPERTISE Financial expertise assists our Board in overseeing our financial statements, capital structure and internal controls.					✓	✓	✓	✓	✓	✓	✓	
CEO EXPERIENCE CEO experience brings leadership qualifications and skills that help our Board to capably advise, support, and oversee our management team, including regarding our strategy to drive long-term value.					✓	✓			✓	✓	✓	
INTERNATIONAL International exposure yields an understanding of diverse business environments, economic conditions, and cultural perspectives that informs our global business and strategy and enhances oversight of our multinational operations.	✓	✓	✓	✓	✓	✓	✓		✓	✓		
DIGITAL/TECHNOLOGY Technology experience helps our Board oversee cybersecurity and advise our management team as we seek to enhance the consumer experience and further develop our multi-channel strategy.	✓	✓	✓	✓	✓					✓		
RETAIL INDUSTRY Retail experience brings a deep understanding of factors affecting our industry, operations, business needs, and strategic goals.					✓	✓			✓	✓		
MEDIA Media experience provides the Board with insight about connecting with consumers and other stakeholders in a timely and impactful manner.			✓					✓				✓
ACADEMIA Academia provides organizational management experience and knowledge of current issues in academia and thought leadership.								✓				✓
HR/TALENT MANAGEMENT HR and talent management experience assists our Board in overseeing executive compensation, succession planning, and employee engagement.	✓				✓	✓			✓	✓		✓
GOVERNANCE Public company board experience provides insight into new and best practices which informs our commitment to excellence in corporate governance.					✓	✓	✓	✓	✓	✓	✓	

DIRECTOR NOMINATIONS

The Corporate Responsibility, Sustainability & Governance Committee identifies potential director candidates through a variety of means, including recommendations from members of the Corporate Responsibility, Sustainability & Governance Committee or the Board, suggestions from Company management, and shareholder recommendations. The committee also may, in its discretion, engage director search firms to identify candidates. Shareholders may recommend director candidates for consideration by the Corporate Responsibility, Sustainability & Governance Committee by submitting a written recommendation to the committee, c/o Ann M. Miller, Vice President, Corporate Secretary, and Chief Ethics & Compliance Officer, NIKE, Inc., One Bowerman Drive, Beaverton, Oregon 97005-6453. The recommendation should include the candidate's name, age, qualifications (including principal occupation and employment history), and written consent to be named as a nominee in the Company's proxy statement and to serve as a director, if elected.

The Board of Directors has adopted qualification standards for the selection of non-management nominees for director, which can be found at our corporate website: <http://investors.nike.com>. As provided in these standards and the Company's corporate governance guidelines, nominees for director are selected on the basis of, among other things, distinguished business experience or other non-business achievements; education; significant knowledge of international business, finance, marketing, technology, human resources, diversity & inclusion, law, or other fields which are complementary to, and balance the knowledge of, other Board members; a desire to represent the interests of all shareholders; independence; character; ethics; good judgment; diversity; and ability to devote substantial time to discharge Board responsibilities.

The Corporate Responsibility, Sustainability & Governance Committee identifies qualified potential candidates without regard to their age, gender, race, national origin, sexual orientation, or religion. While the Board has no policy regarding Board member diversity, the Corporate Responsibility, Sustainability & Governance Committee considers and discusses diversity in selecting nominees for director and in the re-nomination of an incumbent director. The committee views diversity broadly to include, among other things, differences in backgrounds, qualifications, experiences, viewpoint, geographic location, education, skills and expertise (including financial, accounting, compliance, corporate social responsibility, public policy, cybersecurity or other expertise relevant to service on the Board), professional and industry experience, and personal characteristics (including gender, ethnicity/race and sexual orientation). The Board believes that a variety and balance of perspectives on the Board results in more thoughtful and robust deliberations.

In considering the re-nomination of an incumbent director, the Corporate Responsibility, Sustainability & Governance Committee reviews the director's overall service to the Company during his or her term, including the number of meetings attended, level of participation and quality of performance, as well as any special skills, experience or diversity that such director brings to the Board. All potential new director candidates, whether recommended by shareholders or identified by other means, are initially screened by the Chair of the Corporate Responsibility, Sustainability & Governance Committee, who may seek additional information about the background and qualifications of the candidate, and who may determine that a candidate does not have qualifications that merit further consideration by the full committee. With respect to new director candidates who pass the initial screening, the Corporate Responsibility, Sustainability & Governance Committee meets to discuss and consider each candidate's qualifications and potential contributions to the Board, and determines by majority vote whether to recommend such candidates to the Board. The final decision to either appoint a candidate to fill a vacancy between annual meetings or include a candidate on the slate of nominees proposed at an annual meeting is made by the Board.

It is the general policy of the Board that directors first elected after the fiscal year ended May 31, 1993 will not stand for re-election after reaching the age of 72. Dr. Lechleiter, who has served on the Board since 2009, has announced that he will not stand for re-election to the Board at the 2019 Annual Meeting.

DIRECTOR INDEPENDENCE

Pursuant to NYSE rules, in order for a director to qualify as "independent", the Board of Directors must affirmatively determine that the director has no material relationship with the Company that would impair the director's independence. The Board affirmatively determined that commercial or charitable relationships below the following thresholds will not be considered material relationships that impair a director's independence: (i) if a NIKE director or immediate family member is an executive officer of another company that does business with NIKE and the annual sales to, or purchases from, NIKE are less than one percent of the annual revenues of the other company; and (ii) if a NIKE director or immediate family member serves as an officer, director or trustee of a charitable organization, and NIKE's contributions to the organization are less than one percent of that organization's total annual charitable receipts. After applying this categorical standard, the Board has determined that the following directors who served during fiscal 2019 — Cathleen A. Benko, Elizabeth J. Comstock, John G. Connors, Timothy D. Cook, John J. Donahoe II, Alan B. Graf, Jr., Peter B. Henry, John C. Lechleiter, Michelle A. Peluso, Johnathan A. Rodgers, and John W. Rogers, Jr. — have no material relationship with the Company and, therefore, are independent. Messrs. Travis A. Knight and Mark G. Parker were not independent pursuant to NYSE rules. Mr. Knight was not independent pursuant to NYSE rules because he is the son of NIKE's co-founder and former Chairman of the Board, Mr. Philip Knight, who received compensation in excess of the

threshold set forth in applicable NYSE rules (the “NYSE threshold”) for his position as Chairman Emeritus. The compensation paid to Mr. Philip Knight is described in the section below titled “Transactions with Related Persons”. Mr. Parker was not independent pursuant to NYSE rules because he was an executive officer of the Company during fiscal 2019. As of the date of this proxy statement, Mr. Thompson was not independent pursuant to NYSE rules because the Company had a, now terminated, contract with his son, John Thompson III, former head basketball coach at Georgetown University, to provide endorsement and consulting services to the Company with compensation during the prior three years in excess of the NYSE threshold. However, the Board of Directors has also determined that Mr. Thompson will be independent beginning September 1, 2019.

BOARD STRUCTURE AND RESPONSIBILITIES

The Board is currently composed of ten independent directors and three directors who are not independent under the New York Stock Exchange (the “NYSE”) listing rules. Mr. Thompson, who is currently not independent under the NYSE listing rules, will be independent as of September 1, 2019, and Dr. Lechleiter, who is independent, will not stand for re-election to the Board at the 2019 Annual Meeting. During fiscal 2019, there were five meetings of the Board and all of our then serving directors attended at least 75 percent of the total number of meetings of the Board and committees on which he or she served. The Company encourages all directors to attend each annual meeting of shareholders, and all directors serving at the time of the 2018 annual meeting attended the 2018 annual meeting.

BOARD LEADERSHIP STRUCTURE

NIKE’s governing documents provide the Board with flexibility to select the appropriate leadership structure of the Company. In determining the leadership structure, the Board considers many factors, including the specific needs of the business, fulfilling the duties of the Board, and the best interests of the Company’s shareholders. Mr. Parker, the Company’s President and Chief Executive Officer (“CEO”) since 2006, also serves as the Chairman of the Board, a position he has held since 2016. As Chairman, Mr. Parker presides over meetings of the Board and shareholders. As President and CEO, Mr. Parker is in charge of the general supervision, direction, and control of the business and affairs of the Company, subject to the overall direction and supervision of the Board and its committees.

The Board believes this leadership structure is appropriate for the Company due to Mr. Parker’s intimate knowledge of the Company’s business, his unique experience, talent, tenure, and effective leadership. The structure permits Mr. Parker, by serving as both Chairman and CEO, to draw on his knowledge of the operations of the business, industry developments, customers, consumers, shareholders, and employees in providing leadership on the broad strategic issues considered by the Board.

The Corporate Responsibility, Sustainability & Governance Committee determined that given Mr. Parker’s position as Chairman, President and CEO, a lead independent director would ensure strong independent leadership of the Board. Therefore, simultaneous with Mr. Parker’s appointment as Chairman in 2016, the Board created the position of Lead Independent Director to execute the following functions:

- serve as a liaison between the Chairman/CEO and the independent directors;
- approve the meeting agendas for the Board;
- advise the Chairman/CEO regarding the sufficiency, quality, quantity, and timeliness of information provided to the Board;
- ensure that meeting schedules permit sufficient time for discussion of all agenda items;
- provide consultation and direct communication with major shareholders, if requested;
- preside at meetings of the Board at which the Chairman/CEO is not present, including executive sessions; and
- perform other duties specified in the Lead Independent Director Charter.

In June 2019, the Board re-appointed Tim Cook to serve as Lead Independent Director for a term of three years.

The chairs of Board committees also play an active role in the leadership structure of the Board. The Corporate Responsibility, Sustainability & Governance Committee and the Board endeavor to select independent committee chairs who will provide strong leadership to guide the important work of the Board committees. Committee chairs work with the Company’s senior executives to ensure the committees are discussing the key strategic risks and opportunities of the Company. In the absence of the Lead Independent Director, a presiding director is appointed to chair executive sessions of non-management directors (consisting of all directors other than Mr. Parker). The position of presiding director is rotated among the chairs of the various Board committees, other than the Executive Committee. Executive sessions are regularly scheduled and held at least once each year.

Mr. Philip Knight, co-founder and former Chairman of the Company, serves as Chairman Emeritus, with a standing invitation to attend meetings of the Board and its committees as a non-voting observer. The Board believes that it benefits from the valuable experience and insights of the Company's co-founder and former Chairman of the Board.

For all of these reasons, the Board believes this leadership structure is optimal.

BOARD COMMITTEES

The Board's current standing committees are an Audit & Finance Committee; a Compensation Committee; a Corporate Responsibility, Sustainability & Governance Committee; and an Executive Committee. The Board may appoint other committees from time to time. Each standing committee has a written charter; all such charters, as well as the Company's corporate governance guidelines, are available at the Company's corporate website: <http://investors.nike.com> and will be provided in print to any shareholder who submits a request in writing to NIKE Investor Relations, One Bowerman Drive, Beaverton, Oregon 97005-6453.

AUDIT & FINANCE COMMITTEE

MEMBERS:

John G. Connors
John J. Donahoe II
Alan B. Graf, Jr., Chair

MEETINGS IN FY '19: 13

ROLES AND RESPONSIBILITIES:

The Audit & Finance Committee provides assistance to the Board in fulfilling its legal and fiduciary obligations with respect to:

- Matters involving the Company's accounting, auditing, financial reporting, internal controls, information security (including risks related to cyber security), data protection, and overseeing the financial policies and activities of the Company that may have a material impact on the results of operations or the financial position of the Company;
- The integrity of the Company's financial statements, the compliance with legal and regulatory requirements, the independent auditor's qualifications and independence, and the performance of the Company's internal audit function and independent auditor; and
- Considering long-term financing options, long-range tax, financial regulatory and foreign currency issues facing the Company, and management's recommendations concerning capital deployment strategy, major capital expenditures, and material acquisitions or divestitures.

The Board has determined that each member of the Audit & Finance Committee meets all independence and financial literacy requirements applicable to audit committees under the NYSE listing standards and applicable regulations adopted by the U.S. Securities and Exchange Commission (the "SEC"). The Board has also determined that Mr. Alan B. Graf, Jr. is an "audit committee financial expert" as defined in regulations adopted by the SEC.

COMPENSATION COMMITTEE

MEMBERS:

Cathleen A. Benko
Elizabeth J. Comstock
Timothy D. Cook, Chair

MEETINGS IN FY '19: 5

ROLES AND RESPONSIBILITIES:

In fiscal 2019, the Company revised the Charter of the Compensation Committee. Under its revised charter, the committee's duties include the following:

- Evaluate the performance of the CEO;
- Review and approve the compensation of each executive officer;
- Grant equity incentive awards under the NIKE, Inc. Stock Incentive Plan, and determine targets and awards under the NIKE, Inc. Executive Performance Sharing Plan and the NIKE, Inc. Long-Term Incentive Plan;
- Review and provide guidance to management regarding Company policies, programs and practices related to talent management and development for executive officers and senior management; and
- Make recommendations to the Board regarding the compensation of directors.

The Board has determined that each member of the Compensation Committee meets all independence requirements applicable to compensation committees under the NYSE listing standards.

CORPORATE RESPONSIBILITY, SUSTAINABILITY & GOVERNANCE COMMITTEE

MEMBERS:

Peter B. Henry
 John C. Lechleiter*
 Michelle A. Peluso, Chair
 John W. Rogers, Jr.**

MEETINGS IN FY '19: 6

ROLES AND RESPONSIBILITIES:

In fiscal 2019, the Company revised the Charter of the Corporate Responsibility, Sustainability & Governance Committee in connection with the Company's Purpose Offense. NIKE's Purpose Offense is organized around three primary pillars: Sustainability, Social and Community Impact, and Diversity & Inclusion. Under its revised charter, the committee's duties have been restated to include the following:

- Review and evaluate NIKE's significant strategies, activities, policies, investments and programs regarding social purpose, corporate responsibility and sustainability;
- Provide oversight of management's efforts to ensure that the Company's dedication to sustainability is reflected in its business operations;
- Monitor the Company's progress towards its diversity and inclusion objectives and compliance with the Company's responsibilities as an equal opportunity employer;
- Review and evaluate the social, political and environmental impact, trends and issues in connection with the Company's business activities and make recommendations to the Board;
- Provide oversight of the Company's community and social impact efforts;
- Oversee protection of the Company's corporate reputation and other matters of importance to the Company and its stakeholders;
- Continue to identify individuals qualified to become Board members and recommend director nominees for election at each annual shareholder meeting;
- Develop and recommend to the Board corporate governance guidelines and a code of business conduct and ethics; and
- Oversee the annual self-evaluations of the Board and its committees and make recommendations to the Board concerning the structure and membership of the other Board committees.

The Board has determined that each member of the Corporate Responsibility, Sustainability & Governance Committee meets all independence requirements applicable to nominating/corporate governance committees under the NYSE listing standards.

* Dr. Lechleiter will not stand for re-election to the Board of Directors at the 2019 Annual Meeting.

** Mr. Rogers was elected to the Board of Directors effective November 15, 2018.

EXECUTIVE COMMITTEE

MEMBERS:

Travis A. Knight
 Mark G. Parker, Chair

MEETINGS IN FY '19: None

ROLES AND RESPONSIBILITIES:

The Executive Committee is authorized to act on behalf of the Board on all corporate actions for which applicable law does not require participation by the full Board.

- In practice, the Executive Committee acts in place of the full Board only when emergency issues or scheduling conflicts make it difficult or impracticable to assemble the full Board.
- All actions taken by the Executive Committee must be reported at the next Board meeting, or as soon thereafter as practicable.

The Executive Committee held no formal meetings during fiscal 2019, but took action by unanimous written consent.

THE BOARD'S ROLE IN RISK OVERSIGHT

While the Company's management is responsible for day-to-day management of the various risks facing the Company, the Board takes an active role in the oversight of the management of critical business risks. The Board does not view risk in isolation. Risks are considered in virtually every business decision and as part of NIKE's business strategy. The Board recognizes it is neither possible nor prudent to eliminate all risk. Purposeful and appropriate risk-taking is essential for the Company to be competitive on a global basis and to achieve its strategic objectives.

THE BOARD OF DIRECTORS

The Board implements its risk oversight function both as a whole and through committees, which play a significant role in carrying out risk oversight. While the Audit & Finance Committee is responsible for oversight of management's risk management policies, oversight responsibility for particular areas of risk is allocated among the Board committees according to the committee's area of responsibility as reflected in the committee charters.



BOARD COMMITTEES

The **AUDIT & FINANCE COMMITTEE** oversees risks related to the Company's financial statements, the financial reporting process, accounting, legal matters, investments, access to capital and capital deployment, currency risk and hedging programs, information security (including risks related to cyber security), and data protection. The committee oversees the internal audit function, reviews a risk-based plan of internal audits, and reviews a risk-based integrated audit of internal controls over financial reporting. The committee meets separately with the Vice President of Corporate Audit and Chief Risk Officer, representatives of the independent registered public accountants, and senior management.

The **COMPENSATION COMMITTEE** oversees risks and rewards associated with the Company's compensation philosophy and programs, management succession plans, and executive development.

The **CORPORATE RESPONSIBILITY, SUSTAINABILITY & GOVERNANCE COMMITTEE** oversees risks associated with corporate social purpose and company governance, including NIKE's Code of Conduct and its compliance programs, and the structure and performance of the Board and its committees. The committee also oversees protection of the Company's corporate reputation including issues that involve social and community engagement, workplace diversity and inclusion, and sustainability innovation relating to the Company's products, its supply chain (including labor practices), and the environment.



EXECUTIVE LEADERSHIP TEAM

Each committee chair works with one or more senior executives assigned to assist the committee in: developing agendas for the year and for each meeting, paying particular attention to areas of business risk identified by management, Board members, internal and external auditors, and in their committee charter; and scheduling agenda topics, presentations, and discussions regarding business risks within their area of responsibility. At meetings, the committees discuss areas of business risk, the potential impact, and management's initiatives to manage business risk, often within the context of important business decisions. Through this process key business risk areas are reviewed at appropriate times, with some topics reviewed on several occasions throughout the year. At every Board meeting each committee chair provides a report to the full Board outlining its discussions and actions, including those affecting the oversight of various risks.

The Company believes its leadership structure, discussed in detail above, supports the risk oversight function of the Board. Strong directors chair the various committees involved in risk oversight, there is open communication between management and directors, and all directors are involved in the risk oversight function.

SHAREHOLDER COMMUNICATIONS WITH DIRECTORS

Shareholders or interested parties desiring to communicate directly with the Board, with non-management directors, or with any individual director may do so in writing addressed to the intended recipient or recipients, c/o Ann M. Miller, Vice President, Corporate Secretary, and Chief Ethics & Compliance Officer, NIKE, Inc., One Bowerman Drive, Beaverton, Oregon 97005-6453. All such communications will be reviewed, compiled as necessary, and then forwarded to the designated recipient or recipients in a timely manner.

CODE OF CONDUCT

The NIKE Code of Conduct, which was refreshed in 2019, is available at the Company's corporate website: <http://investors.nike.com> and will be provided in print without charge to any shareholder who submits a request in writing to NIKE Investor Relations, One Bowerman Drive, Beaverton, Oregon 97005-6453. The Code of Conduct applies to all of the Company's employees and directors, including our CEO and all other executive officers. The Code of Conduct provides that any waiver of the Code of Conduct for executive officers or directors may be made only by the Board or a committee of the Board. Any such waiver will be publicly disclosed, when required by law. The Company plans to disclose amendments to, and waivers from, the Code of Conduct on the Company's corporate website: <http://investors.nike.com>.

DIRECTOR COMPENSATION FOR FISCAL 2019

NAME	FEES EARNED OR PAID IN CASH (\$)	STOCK AWARDS ⁽¹⁾⁽²⁾ (\$)	CHANGE IN PENSION VALUE AND NONQUALIFIED DEFERRED COMPENSATION EARNINGS (\$)	ALL OTHER COMPENSATION ⁽³⁾ (\$)	TOTAL (\$)
Cathleen A. Benko	88,859 ⁽⁴⁾	350,042	—	14,000	452,901
Elizabeth J. Comstock	100,000	175,009	—	20,000	295,009
John G. Connors	105,000	175,009	—	20,000	300,009
Timothy D. Cook	150,000	175,009	—	20,000	345,009
John J. Donahoe II	105,000	175,009	—	—	280,009
Alan B. Graf, Jr.	130,000	175,009	—	—	305,009
Peter B. Henry	100,000	175,009	—	—	275,009
Travis A. Knight	100,000	175,009	—	—	275,009
John C. Lechleiter	120,000	175,009	—	20,000	315,009
Michelle A. Peluso	100,000	175,009	—	20,000	295,009
Johnathan A. Rodgers	30,495 ⁽⁵⁾	—	—	12,500	42,995
John W. Rogers, Jr.	54,396 ⁽⁶⁾	175,047	—	20,000	249,443
John R. Thompson, Jr.	82,000	175,009	—	22,266	279,275

(1) Represents the grant date fair value of restricted stock awards granted in fiscal 2019 computed in accordance with accounting guidance applicable to stock-based compensation. The grant date fair value is based on the closing market price of our Class B Stock on the grant date. As of May 31, 2019, non-employee directors held the following number of outstanding shares of unvested restricted stock: Ms. Benko, 4,312; Ms. Comstock, 2,050; Mr. Connors, 2,050; Mr. Cook, 2,050; Mr. Donahoe, 2,050; Mr. Graf, 2,050; Mr. Henry, 2,050; Mr. Knight, 2,050; Dr. Lechleiter, 2,050; Ms. Peluso, 2,050; Mr. Rogers, 2,355; and Mr. Thompson, 2,050.

(2) As of May 31, 2019, non-employee directors held outstanding options for the following number of shares of our Class B Stock: Ms. Comstock, 90,000; Mr. Connors, 90,000; Mr. Cook, 90,000; Dr. Lechleiter, 90,000; and Mr. Rodgers, 90,000.

(3) Includes matched contributions to charities in the following amounts: Ms. Benko, \$14,000; Ms. Comstock, \$20,000; Mr. Connors, \$20,000; Mr. Cook, \$20,000; Dr. Lechleiter, \$20,000; Ms. Peluso, \$20,000; Mr. Rodgers, \$12,500; and Mr. Rogers, \$20,000. For Mr. Thompson, includes medical and life insurance premiums of \$22,266 paid by the Company.

(4) Ms. Benko was appointed to the Board of Directors on July 12, 2018 (includes prorated annual retainer payments).

(5) Mr. Rodgers did not stand for re-election at our 2018 annual meeting of shareholders and retired effective September 20, 2018 (includes prorated annual retainer payments).

(6) Mr. Rogers was appointed to the Board of Directors on November 15, 2018 (includes prorated annual retainer payments).

DIRECTOR FEES AND ARRANGEMENTS

Under our standard director compensation program in effect for fiscal 2019, non-employee directors receive:

- An annual retainer of \$100,000, paid in quarterly installments.
- Upon appointment to the Board, a one-time, sign-on restricted stock award valued at \$175,000 on the date of grant, generally, the date of appointment. The one-time, sign-on restricted stock award is subject to forfeiture in the event that service as a director terminates prior to the anniversary of the date of grant.
- An annual restricted stock award valued at \$175,000 on the date of grant, generally, the date of each annual meeting of shareholders. The annual restricted stock award is subject to forfeiture in the event that service as a director terminates prior to the earlier of the next annual meeting and the anniversary of the date of grant.
- For the Lead Independent Director, an annual retainer of \$30,000, paid in quarterly installments.
- For chairs of Board committees (other than the Executive Committee), an annual retainer of \$20,000 for each committee chaired (\$25,000 for the chair of the Audit & Finance Committee), paid in quarterly installments.
- For Audit & Finance Committee members, an additional annual retainer of \$5,000, paid in quarterly installments.
- Payment or reimbursement of travel and other expenses incurred in attending Board meetings.
- Matching charitable contributions under the NIKE Matching Gift Program, under which directors are eligible to contribute to qualified charitable organizations and the Company provides a matching contribution to the charities in an equal amount, up to \$20,000 in the aggregate, for each director annually.

In fiscal 2019, Mses. Benko, Comstock, and Peluso, Messrs. Connors, Cook, Donahoe, Graf, Henry, Knight, and Rogers, and Dr. Lechleiter participated in our standard director compensation program as described above, and Mr. Rodgers participated in our standard director compensation program prior to his retirement. Mr. Parker does not receive any compensation for his Board service or his position as Chairman of the Board.

Mr. Thompson does not participate in our standard director compensation program, pursuant to his election made in fiscal 2000. In fiscal 2019, Mr. Thompson received an annual retainer of \$82,000 (instead of the \$100,000 annual retainer fee paid under our standard program), medical insurance, and \$500,000 of life insurance coverage paid for by the Company. Additionally, on September 20, 2018, the date of the 2018 annual meeting of shareholders, Mr. Thompson received an annual restricted stock award valued at \$175,000 on the same terms that apply to the restricted stock awards granted pursuant to our standard program. He is also eligible for payment or reimbursement of Board-related expenses, and participation in the NIKE Matching Gift Program on the same basis as other directors.

STOCK OWNERSHIP GUIDELINES FOR DIRECTORS

NIKE maintains stock ownership guidelines for all non-employee directors. Under these guidelines, directors are required to hold NIKE stock valued at five times their annual cash retainer. New directors are required to attain these ownership levels within five years of their election to the Board. Each of our directors has met or is on track to meet the specified ownership level.

DIRECTOR PARTICIPATION IN DEFERRED COMPENSATION PLAN

Under our Deferred Compensation Plan, non-employee directors may elect in advance to defer up to 100 percent of the director fees paid by the Company. For a description of the plan, see the section below titled "Executive Compensation Tables - Non-Qualified Deferred Compensation in Fiscal 2019 - Non-Qualified Deferred Compensation Plans". In addition, in fiscal 2000, Mr. Thompson received credits to a fully vested NIKE stock account under the Deferred Compensation Plan in exchange for his waiver of rights to future payments under a former non-employee director retirement program. The Class B Stock credited to Mr. Thompson's account will be distributed to him upon his retirement from the Board and the account is credited with quarterly dividends until distributed.

COMPENSATION DISCUSSION AND ANALYSIS

PROPOSAL 2

SHAREHOLDER ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION

In accordance with the requirements of Section 14A of the Securities Exchange Act of 1934, we are submitting to shareholders our annual “say-on-pay proposal”, an advisory vote to approve the compensation of our Named Executive Officers as described in this proxy statement.

At the Company’s 2018 annual meeting of shareholders, 97% of the votes cast on the say-on-pay proposal were voted in favor of the proposal. The Compensation Committee believes this affirms shareholders’ support of the Company’s approach to executive compensation and the Compensation Committee’s decisions.

As discussed in this section, our compensation philosophy is designed to attract and retain top talent, reward business results and performance, viewed holistically, and motivate executives to maximize long-term shareholder value. The program is competitive in the marketplace, highly incentive-based to align interests of executives with those of shareholders, and balanced across incentives to appropriately mitigate risk.

To achieve the objectives of our executive compensation program and emphasize pay-for-performance principles, the Compensation Committee has continued to employ the strong governance practices described in “Executive Compensation Governance Practices” on page 38, including:

- basing a majority of total compensation on performance and retention incentives;
- setting annual and long-term incentive targets based on clearly disclosed, objective performance measures;
- mitigating undue risk associated with compensation by using multiple performance targets, caps on potential incentive payments, and a clawback policy; and
- requiring executive officers to hold NIKE stock through published stock ownership guidelines.

Because your vote is advisory, it will not be binding on the Board. However, the Board values shareholder opinions, and the Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

BOARD RECOMMENDATION

-  The Board of Directors recommends that shareholders vote **FOR** approval of the following resolution:

RESOLVED, that the shareholders approve the fiscal 2019 compensation paid to the Named Executive Officers as disclosed in this proxy statement pursuant to the SEC’s compensation disclosure rules (which disclosure includes the Compensation Discussion and Analysis, the compensation tables, and the narrative disclosures that accompany the compensation tables).

EXECUTIVE SUMMARY

This Compensation Discussion and Analysis explains our compensation philosophy, summarizes our compensation programs, and reviews compensation decisions for our Chief Executive Officer, our Chief Financial Officer, and our next three most highly compensated executive officers who were serving as executive officers on May 31, 2019. These individuals are referred to throughout this proxy statement as the “Named Executive Officers”. The Named Executive Officers for fiscal 2019 were:

- Mark G. Parker, Chairman, President, and Chief Executive Officer
- Andrew Campion, Executive Vice President, and Chief Financial Officer
- Eric D. Sprunk, Chief Operating Officer
- Elliott J. Hill, President, Consumer and Marketplace
- Hilary K. Krane, Executive Vice President, Chief Administrative Officer, and General Counsel

Our executive compensation program, similar to our non-executive compensation programs, is aligned with our business strategy and our culture and is designed to attract and retain top talent, reward business results and performance, viewed holistically, and most importantly, maximize shareholder value. Our total compensation program for the Named Executive Officers is highly incentive-based and competitive in the marketplace, with Company performance determining a significant portion of total compensation.

EXECUTIVE COMPENSATION GOVERNANCE PRACTICES

To achieve the objectives of our executive compensation program and emphasize pay-for-performance principles, the Compensation Committee of the Board of Directors (the “Committee”) employs strong governance practices as outlined in the table below.

WE DO

- ✓ Base a majority of total compensation on performance and retention incentives
- ✓ Mitigate undue risk associated with compensation by using multiple performance targets, caps on potential incentive payments, and a clawback policy
- ✓ Set annual and long-term incentive targets based on clearly disclosed, objective performance measures
- ✓ Require executive officers to hold NIKE stock through stock ownership guidelines
- ✓ Vest equity awards over time to promote retention with a minimum of one year vesting
- ✓ Provide only double-trigger change-in-control equity acceleration
- ✓ Conduct annual “say-on-pay” advisory votes

WE DON'T DO

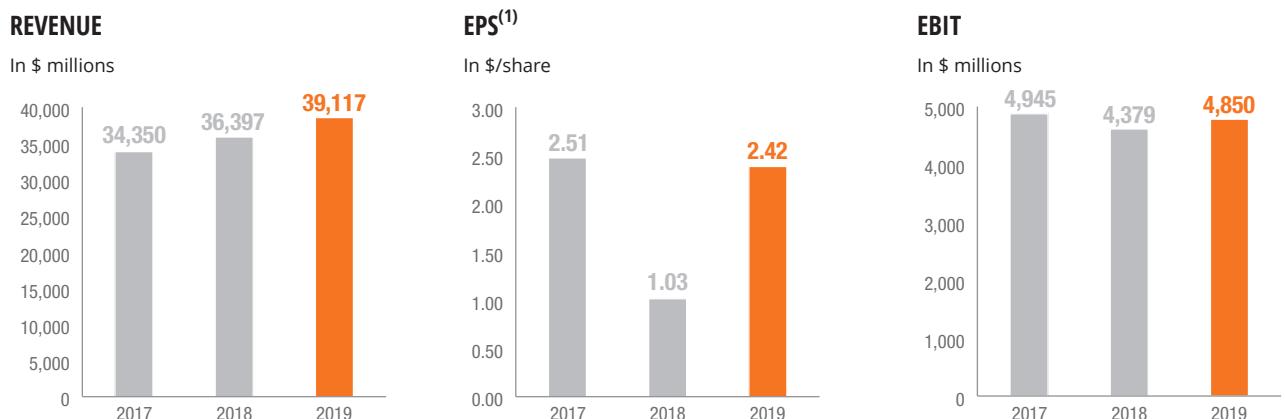
- ✗ Retirement acceleration for restricted stock units (“RSUs”)
- ✗ Payments of accumulated dividends on unearned RSUs until and unless shares are earned
- ✗ Repricing of options without shareholder approval
- ✗ Permit hedging transactions or short sales by executive officers
- ✗ Pension or supplemental executive retirement plan
- ✗ Significant perquisites
- ✗ Tax gross-ups for perquisites
- ✗ Employment contracts
- ✗ Cash-based change-in-control benefits
- ✗ Excise tax gross-ups upon change of control

CONSIDERATION OF SAY-ON-PAY VOTE RESULTS

The non-binding advisory proposal regarding compensation of the Named Executive Officers submitted to shareholders at our 2018 annual meeting was approved by 97% of the votes cast. The Committee believes this favorable outcome conveyed our shareholders’ support of our executive compensation program and the Committee’s decisions. After considering the shareholder vote and other factors in its annual review of our total executive compensation programs, the Committee made no material changes in the structure of our compensation programs. The Committee will continue to consider the outcome of the Company’s say-on-pay votes when conducting its regular practice of evaluating the executive compensation program and making future compensation decisions for the Named Executive Officers.

FINANCIAL HIGHLIGHTS

NIKE delivered solid performance in fiscal 2019. The charts below set forth certain key financial results that were used in connection with determining payouts for our Named Executive Officers under our incentive compensation plans for fiscal 2019. The measures below are based on NIKE's comparable publicly reported financial results.



⁽¹⁾ Excluded from the 2018 and 2019 results was the income tax benefit (\$0.14 per share and \$.07 per share, respectively) from adoption of a stock compensation accounting change in the first quarter of fiscal 2018 (Financial Accounting Standards Board ("FASB") Accounting Standards Update 2016-09).

EXECUTIVE COMPENSATION HIGHLIGHTS

The total compensation for each of the Named Executive Officers is shown in the Summary Compensation Table on page 49. While we describe executive compensation in greater detail throughout this Compensation Discussion and Analysis, key actions the Committee took in fiscal 2019 are highlighted below:

- **Base Salary.** Based on the recommendation by the Committee, which was approved by the independent members of the Board in June 2018, Mr. Parker's base salary increased to \$1,700,000. Base salaries for Messrs. Campion and Sprunk increased to \$1,050,000 and \$1,150,000, respectively. Mr. Hill's base salary was set at \$1,150,000 and Ms. Krane's base salary increased to \$1,050,000.
- **Performance-Based Annual Incentive Plan.** The target award for Mr. Parker increased to 200%. Target awards for Messrs. Campion, and Sprunk remained the same. The target award for Mr. Hill was set at 100% of base salary. The target award for Ms. Krane increased to 100%. Based on financial performance goals set by the Committee in June 2018 and actual performance results, each Named Executive Officer's bonus for fiscal 2019 was paid out at 122% of target.
- **Performance-Based Long-Term Incentive Plan.** The target awards for the fiscal 2019-2021 performance period were set in June 2018. The target award for Mr. Parker increased to \$5,000,000. Target awards for Messrs. Campion and Sprunk remained the same at \$1,000,000. The target award for Mr. Hill was set at \$1,000,000. The target award for Ms. Krane increased to \$1,000,000. Based on long-term financial performance goals set by the Committee in June 2016 and actual performance results, each Named Executive Officer received a payout for the fiscal 2017-2019 performance period of 0% of target.
- **Stock Options.** The annual awards for Messrs. Parker, Campion and Sprunk increased to 175,000, 80,000, and 90,000 option shares, respectively. Mr. Hill was awarded 90,000 option shares. Ms. Krane's award increased to 80,000 option shares. Each award vests in equal annual installments over four years.
- **Restricted Stock Unit (RSU) Awards.** The annual award for Messrs. Parker, Campion, and Sprunk increased to \$5,000,000, \$1,150,000, and \$1,250,000, respectively. The annual award value for Mr. Hill was set at \$1,250,000. Ms. Krane's award value increased to \$1,150,000. Each award vests in equal annual installments over three years.

OPERATION OF THE COMPENSATION COMMITTEE

The Committee evaluates the performance of the CEO against goals and objectives reviewed and approved by the Committee. For fiscal 2019, the Committee Chair discussed the CEO's performance and recommended base salary with the independent members of the Board, who approved the CEO's salary. With respect to the other Named Executive Officers for fiscal 2019, their base salaries were also approved by the independent members of the Board based on the Committee's recommendation. The Committee had sole responsibility for all other elements of the Named Executive Officers' compensation for fiscal 2019. In connection with the revision of the Compensation Committee's duties under its revised charter, for fiscal 2020 and forward, the Committee has the authority to review and approve the compensation of each executive officer, including the Named Executive Officers.

The Committee also reviews the performance evaluation of each Named Executive Officer and oversees the administration of our executive compensation programs. The Committee receives recommendations from the CEO as to compensation of other Named Executive Officers, and the CEO participates in Committee discussions regarding the compensation of those officers. The Committee meets in executive session without the CEO to determine his compensation. The Committee is currently comprised of Timothy D. Cook (Chairman), Cathleen A. Benko, and Elizabeth J. Comstock, each of whom is an independent director under applicable NYSE listing standards. The Committee operates pursuant to a written charter that is available on our website at: <http://investors.nike.com>.

Each year, the Committee reviews our executive compensation program to ensure it continues to reflect the Committee's commitment to align the objectives and rewards of our executive officers with the creation of value for our shareholders. Similar to our non-executive compensation programs, the program has been designed to reinforce our pay-for-performance philosophy by delivering total compensation that motivates and rewards short- and long-term financial performance to maximize shareholder value, and to be externally competitive to attract and retain outstanding and diverse executive talent. This is done much in the same way our human resources staff designs our non-executive compensation programs, to ensure they are market competitive, offer performance-based financial incentives, and provide opportunities to share in total Company success through competitive benefits, employee stock purchase programs, and broad-based profit sharing. In conducting its annual review, the Committee considers information provided by our human resources staff. Our human resources staff retains outside compensation consulting firms to provide surveys and reports containing competitive market data, but these consultants do not formulate executive compensation strategies for NIKE or recommend individual executive compensation. The human resources staff uses the surveys and reports to make recommendations to the Committee concerning executive compensation. The Committee relies on its collective experience and judgment along with the recommendations prepared by our human resources staff to set executive compensation. The Committee has the authority, in its sole discretion, to retain compensation consultants to assist the Committee in evaluating the compensation of executive officers. In February 2019, the Committee retained Mercer as a consultant to provide independent analytical and evaluative advice regarding the Company's current or proposed compensation arrangements for senior executives, succession planning and related market practices.

In connection with its engagement of Mercer, the Committee performed an independence assessment of Mercer in accordance with SEC and NYSE rules and standards and determined that Mercer is an independent adviser. In performing this assessment, the Committee took into consideration a written statement from Mercer confirming its independence based on factors set forth in the SEC and NYSE rules for compensation committee advisers. The fees for Mercer's engagement by the Committee relating to the amount or form of executive compensation were approximately \$82,000. During fiscal 2019, Mercer also provided certain services to the Company at the request of management, including advice regarding our employee benefits consulting services and compensation and benefits surveys. The fees for such additional services were approximately \$1.5 million.

USE OF MARKET SURVEY DATA

To help establish competitive ranges of base salary, incentive compensation opportunities, and target total compensation for the purpose of making recommendations to the Committee, our human resources staff uses competitive market data from surveys and reports prepared by Aon Hewitt and Willis Towers Watson. We consider market survey data from a peer group of companies that have similar revenue size, market capitalization, brand value, products, or markets, or with which we compete for executive talent.

Based on the criteria described above, we determined that for purposes of setting executive compensation for fiscal 2019, our peer group should be refined to include Microsoft Corporation and Comcast Corporation, and to remove Alphabet Inc., eBay Inc., and Time Warner Inc. after its merger with AT&T Inc. Our revised peer group consists of the following companies:

The Coca-Cola Company	Kimberly-Clark Corporation	Procter & Gamble Company
Colgate-Palmolive Company	Macy's, Inc.	Starbucks Corporation
Comcast Corporation	McDonald's Corporation	Target Corporation
FedEx Corporation	Microsoft Corporation	TJX Companies
The Gap, Inc.	Mondelez International, Inc.	The Walt Disney Company
Kellogg Company	Pepsico, Inc.	

The surveys that our human resources staff reviews show percentile compensation levels for various executive positions with comparable job responsibilities. The staff also analyzes market data regarding compensation mix among base salary, annual incentive and long-term incentives such as performance-based cash awards, stock options, and RSU awards. The Committee reviews this mix analysis when evaluating the separate compensation elements for each executive. The Committee does not endeavor to set executive compensation at or near any particular percentile, and it considers target total compensation to be competitive if it is generally within a reasonable range of the market median. Market data is one of many factors that the Committee considers in the determination of executive compensation levels. Other factors include internal pay equity, level of responsibility, the individual's performance viewed holistically, expectations regarding the individual's future potential contributions, ability to drive the Company's culture and ethics with integrity, succession planning and retention strategies, budget considerations, and the Company's performance.

OBJECTIVES AND ELEMENTS OF OUR COMPENSATION PROGRAM

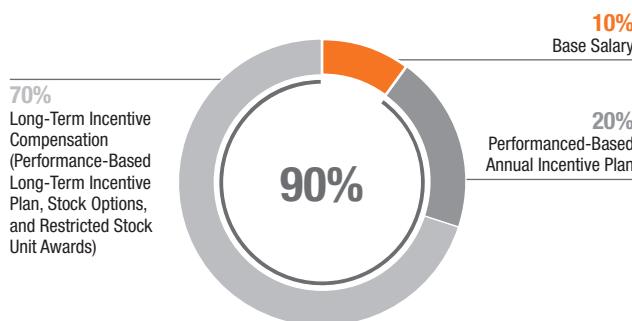
As noted in the Executive Summary, our executive compensation program is aligned with our business strategy and our culture and is designed to attract and retain top talent, reward business results and performance, viewed holistically, and most importantly, maximize shareholder value. Our holistic view of performance considers the individual's ability to deliver business results, engage and motivate our employees, their leadership capacity, ability to drive the Company's culture and ethics with integrity, and commitment to diversity and inclusion. Our total compensation program for the Named Executive Officers is highly incentive-based and competitive in the marketplace, with Company performance determining a significant portion of total compensation. The key elements of our program consist of the following:

- Base salary that reflects the executive's accountabilities, skills, experience, performance, and potential
- Performance-based annual cash incentive based on Company financial results under our Executive Performance Sharing Plan
- A portfolio approach to long-term incentive compensation to provide a balanced mix of performance-based cash incentives and equity, including:
 - Performance-based long-term cash incentive based on Company financial results to encourage attainment of long-term Company financial objectives
 - Stock options to align the interests of executives with those of shareholders
 - RSU awards and RSU retention awards to provide incentives consistent with driving shareholder value, and to provide strong retention incentives
- Benefits
 - Executives are generally eligible for the same competitive benefits as other employees in the United States, including medical, dental, and vision insurance, paid time off, 401(k) plan, and Company-provided life and disability insurance; employees outside of the United States are offered locally competitive benefits
 - Profit sharing contributions to defined contribution retirement plans
 - Employee Stock Purchase Plan
 - Post-termination payments under non-competition agreements

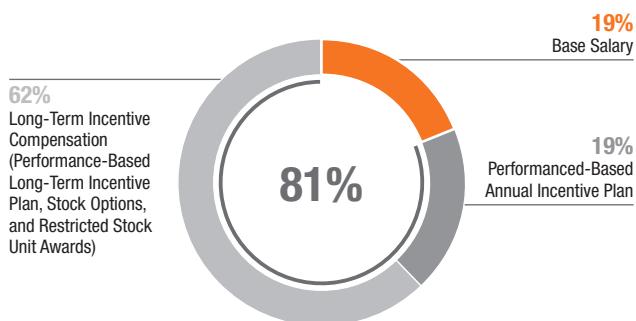
In determining the award levels for each of the elements in our total compensation program, our philosophy is to "pay for performance". As a result, we place relatively greater emphasis on the performance incentive components of compensation (performance-based annual cash incentive award, performance-based long-term cash incentive award, and stock options) to align the interests of our executives with shareholders, and motivate them to maximize shareholder value. This is balanced with retention incentives provided by base salary and RSU awards.

We look to the experience and judgment of the Committee to determine what it believes to be the appropriate target compensation mix for each Named Executive Officer. We do not apply fixed ratios or formulas, or rely solely on market data or quantitative measures. In allocating compensation among the various elements, the Committee considers market data, Company performance and budget, the impact of the executive's position in the Company, past performance, viewed holistically, expectations for future performance, experience in the position, any recent or anticipated changes in the individual's responsibilities, internal pay equity for comparable positions, retention incentives for succession planning, and other factors the Committee deems appropriate. As shown in the charts below, incentive components accounted for 90% of the CEO's target compensation and approximately 81% of the other Named Executive Officers' target compensation in fiscal 2019.

CEO 2019 TOTAL DIRECT COMPENSATION MIX



OTHER NEOs 2019 TOTAL DIRECT COMPENSATION MIX



ELEMENTS OF OUR COMPENSATION PROGRAM

BASE SALARY

When making recommendations to the Committee concerning base salary levels for our Named Executive Officers, our human resources staff follows a similar process to how they evaluate non-executive base salary levels. We consider the individual's performance in the prior year, expectations regarding the individual's future performance, experience in the position, any recent or anticipated changes in the individual's responsibilities, internal pay equity for comparable positions, succession planning strategies, our annual salary budget, other elements of the individual's compensation, and the market data described in "Use of Market Survey Data". The Committee reviews these factors each year and adjusts base salary levels to ensure that we are appropriately rewarding performance, viewed holistically.

The Committee generally reviews base salaries of the Named Executive Officers annually based on a review of individual performance at a meeting in June, with salary adjustments becoming effective for the first pay period ending in August. During the salary review in June 2018, the Committee recommended, based on the factors described above, and the independent members of the Board approved, the following base salaries for the Named Executive Officers.

NAMED EXECUTIVE OFFICER	FISCAL 2019 BASE SALARY	% CHANGE
Mark G. Parker	\$1,700,000	9.7%
Andrew Campion	\$1,050,000	7.7%
Eric D. Sprunk	\$1,150,000	4.5%
Elliott J. Hill	\$1,150,000	N/A
Hilary K. Krane	\$1,050,000	16.7%

In setting a Named Executive Officer's overall compensation package, the Committee places a relatively greater emphasis on the incentive components of compensation described below.

PERFORMANCE-BASED ANNUAL CASH INCENTIVE

Annual awards are paid to the Named Executive Officers under our Executive Performance Sharing Plan ("PSP"). Our "pay for performance" philosophy for such awards is simple and applies to all global employees who are eligible to share in the Company's success through incentive bonuses: if we exceed our financial objectives, we will pay more; if we fail to reach them, we will pay less or nothing at all. For fiscal 2019 PSP, the Committee decided to select earnings before interest and taxes

("EBIT") instead of income before taxes ("PTI") as the measure of Company performance, aligning all eligible employees under a single plan, reinforcing our one-team culture, and sending the message to each executive that his or her role is to help ensure overall organizational success and to maximize shareholder value. While both EBIT and PTI drive operational performance, EBIT represents the key measure used internally to manage financial performance.

In accordance with the PSP terms and conditions, EBIT will be calculated excluding the effect of any acquisitions, divestitures, accounting changes, restructurings or other extraordinary, unusual or infrequently occurring items. In support of our culture, the Committee retains the discretion to reduce or eliminate PSP award payouts based on individual or Company performance.

Each year the Committee establishes a PSP target award for each Named Executive Officer based on its judgment of the impact of the position in the Company and what it believes to be competitive against market data as described in "Use of Market Survey Data", while considering internal pay equity for comparable positions. For fiscal 2019, the Committee increased the target award for Mr. Parker to 200%. Target awards for Messrs. Campion and Sprunk remained the same. Mr. Hill's target award was set at 100%. Ms. Krane's target award increased to 100%. The fiscal 2019 PSP target awards were:

NAMED EXECUTIVE OFFICER	FISCAL 2019 PSP TARGET AWARD (% OF BASE SALARY)
Mark G. Parker	200%
Andrew Campion	100%
Eric D. Sprunk	100%
Elliott J. Hill	100%
Hilary K. Krane	100%

In June 2018, the Committee established performance goals for the fiscal 2019 PSP awards based on its evaluation of our business plan and prospects for the year. When setting these goals, the Committee considered evolving business dynamics, achievability to support engagement, and appropriate stretch to drive growth consistent with NIKE's long-term financial model. The target for fiscal 2019 was set at \$4,685 million. The table below summarizes the fiscal 2019 PSP performance goals established by the Committee. For fiscal 2019, NIKE achieved EBIT of \$4,850 million, an 11% increase over the fiscal 2018 continuing operations EBIT of \$4,379. This achievement was above the target performance goal established by the Committee. As a result, each Named Executive Officer's award was paid out at 122% of the target award.

FISCAL 2019 PSP PERFORMANCE GOAL

(Dollars in millions)

% PAYOUT	THRESHOLD 50%	TARGET 100%	MAXIMUM 150%
EBIT			
	\$4,310	\$4,685	\$5,060

ACTUAL PERFORMANCE: 122%
\$4,850

PERFORMANCE-BASED LONG-TERM CASH INCENTIVE

The first component in our long-term portfolio mix is performance-based awards payable in cash under our Long-Term Incentive Plan ("LTIP"). As with the performance-based annual cash incentive, the LTIP follows our "pay for performance" philosophy. If we exceed our targets, we will pay more; if we fall short, we will pay less or nothing at all. This program focuses executives on overall, long-term financial performance, and is intended to reward them for delivering revenue growth and diluted earnings per share ("EPS") growth over a three-year performance period. At the beginning of each fiscal year, the Committee establishes performance goals and potential cash payouts for the next three fiscal year-period for all executives under the LTIP. LTIP performance measures for all executives are based 50% on cumulative revenues and 50% on cumulative EPS for the three-year performance period, in each case excluding generally the effect of acquisitions, divestitures, accounting changes and other extraordinary, unusual or infrequently occurring items. The Committee selected revenue and EPS as LTIP performance measures to encourage executives to focus on delivering profitable, sustainable growth. Strong revenue growth is the foundation of the Company's financial strategy, requiring investments in key business drivers to sustain growth. EPS growth is essential to delivering value for our shareholders, requiring investments be targeted to those areas with the highest potential for return. By balancing revenue growth and EPS growth, the plan supports the Company's objective of delivering long-term shareholder value. In support of our culture, the Committee retains the discretion to reduce or eliminate LTIP award payouts based on individual or Company performance.

During the compensation review in June 2018, the Committee approved LTIP target award amounts for all Named Executive Officers for the fiscal 2019-2021 performance period. The Committee set these targets based on its judgment of what it believes to be a desirable mix of long-term compensation, the impact of the position in the Company, and what it finds to be competitive against market data as described in "Use of Market Survey Data", while maintaining internal pay equity for comparable positions. For the fiscal 2019-2021 performance period, the Committee increased the target for Mr. Parker to \$5,000,000. Targets for each of Messrs. Campion and Sprunk remained the same. Mr. Hill's target was set at \$1,000,000. Ms. Krane's target was increased to \$1,000,000. The target awards for the fiscal 2019-2021 performance period are as follows:

NAMED EXECUTIVE OFFICER	FISCAL 2019-2021 LTIP AWARD TARGET (\$)
Mark G. Parker	5,000,000
Andrew Campion	1,000,000
Eric D. Sprunk	1,000,000
Elliott J. Hill	1,000,000
Hilary K. Krane	1,000,000

In June 2018, the Committee also established performance goals for the fiscal 2019-2021 LTIP. The Committee considered our long-term financial goals of high single-digit revenue growth and continued EPS growth in setting performance goals for the target award payout level. Additionally, goals were set to provide appropriate stretch to drive growth while balancing sustained engagement over the performance period. The total payout percentage will be the average of the payout percentages determined for cumulative revenues and cumulative EPS, respectively. Payout below the threshold payout level may occur if either the revenue or EPS related percentage achievement is less than 50%. If both revenue and EPS fall below the threshold level, there is no payout. The table below summarizes the fiscal 2019-2021 LTIP performance goals.

FISCAL 2019-2021 PERFORMANCE GOALS

(Dollars in millions, except per share data)

% PAYOUT	THRESHOLD 50%	TARGET 100%	MAXIMUM 200%
Revenue			
	\$118,162	\$122,826	\$132,521
EPS			
	\$7.51	\$8.11	\$9.40

For fiscal 2019, the Named Executive Officers were eligible to receive LTIP award payouts based on performance targets set in June 2016 covering the fiscal 2017-2019 performance period. In June 2019, the Committee determined a payout of 0% under these awards was earned based on the average of the payout percentages for cumulative revenues and cumulative EPS for the performance period shown in the table below.

FISCAL 2017-2019 PERFORMANCE GOALS

(Dollars in millions, except per share data)

% PAYOUT	THRESHOLD 50%	TARGET 100%	MAXIMUM 200%	TOTAL PAYOUT: 0%
Revenue ¹				
	\$111,372	\$115,684	\$124,641	
	ACTUAL PERFORMANCE: 0% \$109,864			
EPS ²				
	\$7.72	\$8.32	\$9.60	
	ACTUAL PERFORMANCE: 0% \$5.96			

(1) Cumulative revenues for fiscal 2017, fiscal 2018, and fiscal 2019.

(2) Cumulative EPS for fiscal 2017, fiscal 2018, and fiscal 2019 adjusted for adoption of stock compensation accounting change in the first quarter of fiscal 2018 (FASB Accounting Standards Update 2016-09).

STOCK OPTIONS

The second component in our long-term portfolio mix is stock options. Stock options are designed to align the interests of the Company's executives with those of shareholders by encouraging executives to enhance the value of the Company and, hence, the price of the Class B Stock. This is true "pay for performance", executives are rewarded only if the market price of our stock rises, and they get nothing if the price does not rise or goes down. When determining the grants, the Committee generally focuses on the number of shares, while considering the value for accounting purposes. This approach is designed to manage fluctuations in grant levels due to share price changes and to enhance predictability of annual share usage. The Committee awards stock options to each executive based on its judgment. The Committee considers a number of factors including performance, viewed holistically, management succession, competitive market data as described in "Use of Market Survey Data", internal pay equity for comparable positions, and a desirable mix of long-term incentives. Our human resources staff periodically tests the reasonableness of our stock option grants against competitive market data and may make recommendations to the Committee. Options are generally granted in August to executive officers, including our Named Executive Officers, and in September to selected employees, under our shareholder-approved Stock Incentive Plan. Stock options for fiscal 2019 were granted by the Committee on August 1, 2018 with an exercise price equal to the closing market price of our stock on that date.

In August 2018, the Committee granted Mr. Parker 175,000 option shares, an increase of 10,000 shares from the stock options granted in July 2017. Mr. Campion received 80,000 option shares and Mr. Sprunk received 90,000 option shares, an increase of 5,000 shares to each from the stock options granted in July 2017. Mr. Hill received 90,000 option shares. Ms. Krane received 80,000 option shares, an increase of 10,000 shares from the stock options granted in July 2017. All stock options granted to our Named Executive Officers in fiscal 2019 vest in equal installments over four years. The Committee, in its judgment, set these award levels based on the factors described above.

Options granted to our Named Executive Officers have time-based vesting schedules that require continuous service over multiple years. To promote executive retention, unvested options generally are forfeited if the employee leaves the Company before vesting occurs and vested options must be exercised within three months after termination of employment. Options provide for a limited retirement provision designed to encourage employees to delay retirement, thus enhancing retention. Only those employees with a minimum of five years of service who are age 55 and above at the time of termination of employment are eligible for the provision. Under the provision, for employees between the ages of 55 to 59 at the time of termination of employment, unvested stock options that were granted at least one full year prior to termination will continue to vest, and vested options may be exercised for up to four years after termination. If an employee is age 60 or older and has at least five years of service at termination, unvested stock options that were granted at least one full year prior to termination will receive accelerated vesting, and vested options may be exercised for up to four years after termination. The features related to accelerated vesting are described in the section below titled "Executive Compensation Tables - Potential Payments upon Termination or Change-in-Control". Based on his age and years of service, as of May 31, 2019, Mr. Parker was eligible for accelerated vesting of his options granted in July 2015, 2016, and 2017. Based on their ages and years of service, Messrs. Sprunk and Hill and Ms. Krane were eligible for continued vesting of their options granted in July 2015, 2016, and 2017.

ANNUAL RESTRICTED STOCK UNIT (RSU) AWARDS

The third component in our long-term portfolio mix is RSU awards. Stock ownership and stock-based incentive awards align the interests of our Named Executive Officers with the interests of our shareholders, as the value of this incentive rises and falls with the stock price. RSUs are generally granted in August to executive officers, including our Named Executive Officers, and in September to selected employees, under our shareholder-approved Stock Incentive Plan. Awards granted to our Named Executive Officers have time-based vesting schedules that require continuous service over multiple years. The awards promote executive retention, as unvested shares held at the time the executive's employment is terminated are forfeited. These RSU awards accumulate dividend equivalents that are paid in cash only upon vesting.

The Committee, in its judgment, sets RSU award levels based on several factors, including what the Committee believes to be a desirable mix of long-term compensation, their determination of an appropriate weighing of potential future contribution to the Company, retention incentives, and competitive market data as described in "Use of Market Survey Data". In August 2018, the Committee granted RSUs to Mr. Parker valued at \$5,000,000, representing 64,483 shares of our Class B Stock based on the closing price on the grant date. This was an increase of \$1,500,000 for Mr. Parker. Messrs. Campion and Sprunk received RSUs valued at \$1,150,000 and \$1,250,000, respectively, representing 14,832 and 16,121 shares of our Class B Stock based on the closing price on the grant date. This was an increase of \$150,000 and \$250,000 for each of Messrs. Campion and Sprunk. Mr. Hill received an award valued at \$1,250,000, representing 16,121 of our Class B Stock based on the closing price on the grant date. Ms. Krane received an award valued at \$1,150,000, representing 14,832 of our Class B Stock based on the closing price on the grant date. This was an increase of \$300,000 for Ms. Krane. All RSUs granted to our Named Executive Officers in fiscal 2019 vest in equal installments over three years.

RESTRICTED STOCK UNIT (RSU) RETENTION AWARDS

From time to time, the Committee also grants RSUs that vest based on continued service with the Company through a future service date, for the specific purpose of further promoting retention. These RSU awards accumulate dividend equivalents that are paid in cash only upon full vesting. The awards have no value to the executive unless the executive remains employed with the Company for the full vesting period, and will be forfeited if the executive terminates or retires within the vesting period. While RSU awards are intended as a retention incentive, as equity-based awards they have the additional benefit of further aligning the interests of our Named Executive Officers with the interests of our shareholders, as the value of these awards rises and falls with the stock price. None of our Named Executive Officers received RSU retention awards in fiscal 2019.

PROFIT SHARING AND RETIREMENT PLANS

Our 401(k) Savings and Profit Sharing Plan is a U.S. tax qualified retirement savings plan pursuant to which all eligible U.S. employees, including the Named Executive Officers, are able to make pre-tax contributions and after-tax contributions from their cash compensation. We make matching contributions for all participants each year equal to 100% of their pre-tax contributions up to 5% of their total eligible compensation. We also make annual profit sharing contributions to the accounts of eligible U.S. employees under the 401(k) Savings and Profit Sharing Plan. The contributions are allocated among eligible employees based on a percentage of their total salary and annual cash incentive award for the year. The total profit sharing contribution and the percentage of salary and annual cash incentive award contributed for each employee is determined each year by the Board of Directors. For fiscal 2019, the Board of Directors approved a profit sharing contribution for each eligible employee equal to 1.8% of the employee's total eligible salary and annual cash incentive award.

The Internal Revenue Code limits the amount of compensation that can be deferred under our 401(k) Savings and Profit Sharing Plan, and also limits the amount of salary and annual cash incentive award (\$275,000 for fiscal 2019) that may be taken into account when determining contributions under that plan. Accordingly, we provide our Named Executive Officers and other highly compensated employees with the opportunity to defer their compensation, including amounts in excess of the tax law limit, under our nonqualified Deferred Compensation Plan. We also make profit sharing contributions under the Deferred Compensation Plan with respect to salary and annual cash incentive award of any eligible employee that exceeds the tax law limit, and for fiscal 2019 these contributions were equal to 1.8% of the total salary and annual cash incentive award of each Named Executive Officer in excess of \$275,000. These contributions under the Deferred Compensation Plan allow our Named Executive Officers and other highly compensated employees to receive profit sharing contributions in the same percentage as our other employees. We do not match deferrals to the Deferred Compensation Plan. Balances in the Deferred Compensation Plan, including the balances of the Named Executive Officers, are unsecured and at-risk, meaning the balances may be forfeited in the event of the Company's financial distress such as bankruptcy. Our matching and profit sharing contributions for fiscal 2019 to the accounts of the Named Executive Officers under the qualified and nonqualified plans are included in the All Other Compensation column in the Summary Compensation Table on page 49.

EMPLOYEE STOCK PURCHASE PLAN

Our Employee Stock Purchase Plan allows all employees who work at least 20 hours per week in the United States and in many countries outside of the United States to purchase NIKE Class B Stock, through payroll deductions, at a 15% discount to the market price on the first or last trading day of the six-month purchase period, depending on which day the stock price was lower. No plan participant is allowed to purchase more than \$25,000 in market value of our stock under the plan in any calendar year or more than 500 shares in any six-month offering period. In fiscal 2019, all Named Executive Officers participated in our Employee Stock Purchase Plan, with the exception of Messrs. Parker and Campion.

POST-TERMINATION PAYMENTS UNDER NON-COMPETITION AGREEMENTS

In exchange for non-competition agreements from all of our Named Executive Officers, we have agreed to provide, during the non-competition period, the monthly payments described in the section below titled "Executive Compensation Tables - Potential Payments upon Termination or Change-in-Control", some of which are at the election of the Company. We believe that it is appropriate to compensate individuals to refrain from working with competitors following termination, and that compensation enhances the enforceability of such agreements.

STOCK OWNERSHIP GUIDELINES

NIKE maintains the following stock ownership guidelines for executive officers. These guidelines are designed to further align the long-term interests of our executive officers with those of our shareholders. Under the guidelines, the CEO and other executive officers are required to hold NIKE stock valued at the following multiple of their annual base salary:

POSITION	OWNERSHIP LEVEL
Chief Executive Officer	6X Base Salary
Other Named Executive Officers	3X Base Salary
Other Executive Officers	2X Base Salary

New officers are required to attain these ownership levels within five years of their appointment. As of May 31, 2019, each of our executive officers has met or is on track to meet the applicable ownership guideline within the requisite period.

HEDGING AND PLEDGING

The Company's Blackout and Pre-clearance Policy (which supplements our Insider Trading Policy) prohibits directors, executive officers, and other designated insiders from engaging in transactions involving hedging, monetization or short sales of NIKE stock, including zero-cost collars and forward sale contracts. The policy also requires directors, executive officers, and designated insiders to obtain pre-approval from the Company's Clearance Director before pledging NIKE stock. Before granting approval of any pledge, the Clearance Director considers the size of the pledge relative to the individual's other holdings, both direct and indirect, and NIKE's shares outstanding; the risk of foreclosure given the nature of the associated transaction; protections against the appearance of insider trading, including prohibitions on sales during trading black-outs; and the ability to timely report sales on Form 4.

CHANGE-IN-CONTROL PROVISIONS

LTIP awards are not subject to accelerated change-in-control vesting. All unvested stock option, restricted stock, and RSU awards are subject to accelerated change-in-control vesting only when two events (a "double-trigger") occur. Vesting of grants is generally accelerated only if there is a change-in-control of the Company and either the acquiring entity fails to assume the awards or the employee's employment is terminated by the acquirer without cause or by the employee for good reason within two years following a change-in-control. This double-trigger was adopted to encourage executive retention through a period of uncertainty and a subsequent integration with an acquirer. The Committee believes that this approach will enhance shareholder value in the context of an acquisition, and align executives with the interests of investors. The effects of change-in-control transactions on stock option, restricted stock, and RSU awards are described further in the section below titled "Executive Compensation Tables - Potential Payments Upon Termination or Change-in-Control".

CLAWBACK POLICY

The Company maintains a policy for recoupment of incentive compensation (the "clawback policy"), and through its incentive compensation plans, addresses additional circumstances under which the Company may clawback awards. Under the clawback policy, an executive officer who is involved in wrongful conduct that results in a restatement of the Company's financial statements must repay to the Company up to the full amount of any incentive compensation based on the financial statements that were subsequently restated. The clawback policy covers the annual cash incentive award, long-term cash incentive award, profit sharing contributions to the Deferred Compensation Plan, and excess proceeds from sales of stock acquired under stock option, restricted stock, and RSU awards that occurred prior to the restatement. Our Executive Performance Sharing Plan, Long-Term Incentive Plan and Stock Incentive Plan contain provisions that clarify that for all participants in those plans the Committee may apply additional clawback policies to awards, or add clawback terms to award agreements or notices, and that any clawback requirements of applicable law and regulation will apply to the plans.

RISK ASSESSMENT

At the Committee's request, in fiscal 2019 management prepared and discussed with the Committee an assessment of potential risk associated with the Company's compensation programs, including any risk that would be reasonably likely to have a material adverse effect on the Company. This included an assessment of risks associated with each element of employee compensation. The assessment considered certain design features of the compensation programs that reduce the likelihood of excessive risk taking, such as reasonable performance targets, capped payouts of incentive compensation, a balance of short-and long-term incentives, a balance of cash and equity incentives, vesting of awards over time, and the potential for clawback of incentive compensation. In addition, for equity compensation, the Committee and the Board have adopted stock ownership guidelines, limited accelerated vesting of stock options upon termination of employment, and implemented double-trigger accelerated vesting for all equity awards upon change-in-control (each as described above).

TAX DEDUCTIBILITY OF EXECUTIVE COMPENSATION

Section 162(m) of the Internal Revenue Code generally places a \$1 million limit on the amount of compensation a company can deduct in any one year on compensation paid to "covered employees". Prior to the adoption of the Tax Cuts and Jobs Act, which was enacted on December 22, 2017 (the "TCJA"), the Internal Revenue Code provided an exception that generally excluded performance-based compensation from the calculation of the \$1 million limit on deductible compensation to the extent that such compensation was based upon the attainment of pre-established, objective performance goals established under a shareholder-approved plan. The TCJA repealed this exclusion, and, as a result, compensation paid to "covered employees" in excess of \$1 million will no longer be deductible, even if performance-based, other than with respect to certain arrangements in place on November 2, 2017. Prior to the TCJA, the Committee considered, among other things, the impact of the exclusion for performance-based compensation when developing and implementing our executive compensation programs. Annual cash incentive awards under our Executive Performance Sharing Plan, long-term cash incentive awards under our Long-Term Incentive Plan, and stock options under our Stock Incentive Plan were designed in a manner intended to meet the requirements under the exclusion, although we could not guarantee such treatment given the complex nature of the performance-based compensation requirements.

While the Committee seeks to preserve tax deductibility in developing and implementing our compensation program, the Committee also believes that it is important to maintain flexibility in administering compensation programs in a manner designed to promote varying corporate goals. Accordingly, we have not adopted a policy that all compensation must qualify as deductible for tax purposes and retain the ability to provide compensation that may not qualify as deductible under Section 162(m).

COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board of Directors (the "Committee") has reviewed and discussed with management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K. Based on the review and discussions, the Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement.

Members of the Compensation Committee:

- Timothy D. Cook, Chair
- Cathleen A. Benko
- Elizabeth J. Comstock

EXECUTIVE COMPENSATION TABLES

SUMMARY COMPENSATION TABLE

The following table sets forth information concerning compensation for fiscal 2017-2019 paid to or earned by our Named Executive Officers.

NAME AND PRINCIPAL POSITION	YEAR	SALARY (\$)	BONUS ⁽¹⁾ (\$)	STOCK AWARDS ⁽²⁾ (\$)	OPTION AWARDS ⁽³⁾ (\$)	NON-EQUITY INCENTIVE PLAN COMPENSATION ⁽⁴⁾ (\$)	ALL OTHER COMPENSATION ⁽⁵⁾ (\$)	TOTAL (\$)
Mark G. Parker Chairman, President and Chief Executive Officer	2019	1,676,923	—	5,000,012	3,052,000	4,091,695	147,392	13,968,022
	2018	1,550,000	1,295,000	3,500,020	1,618,650	1,295,000	208,790	9,467,460
	2017	1,550,000	—	3,500,035	1,542,750	6,261,144	997,570	13,851,499
Andrew Campion Executive Vice President and Chief Financial Officer	2019	1,038,461	—	1,150,073	1,395,200	1,266,925	32,049	4,882,708
	2018	963,462	277,500	7,000,040	735,750	277,500	63,514	9,317,766
	2017	889,231	—	750,053	701,250	1,513,176	92,546	3,946,256
Eric D. Sprunk Chief Operating Officer	2019	1,142,308	—	1,250,022	1,569,600	1,393,620	33,879	5,389,429
	2018	1,092,308	277,500	7,000,040	833,850	277,500	80,560	9,561,758
	2017	1,042,308	—	750,053	794,750	1,603,277	253,713	4,444,101
Elliott J. Hill⁽⁶⁾ President, Consumer & Marketplace	2019	1,119,738	—	1,250,022	1,569,600	1,366,085	69,968	5,375,413
Hilary K. Krane⁽⁶⁾ Executive Vice President, Chief Administrative Officer & General Counsel	2019	1,026,923	—	1,150,073	1,395,200	1,252,850	31,846	4,856,892
	2018	892,308	185,000	4,850,042	686,700	185,000	58,524	6,857,574

- (1) Represents one-time, discretionary cash bonuses awarded to certain executive officers for fiscal 2018 to normalize their compensation to that of non-executive officers. The non-executive officers had received a higher payout under the 2016-2018 LTIP because their payout was able to be adjusted for the impact of the Tax Cuts and Jobs Act.
- (2) Represents the grant date fair value of restricted stock and restricted stock unit awards granted in the applicable fiscal year computed in accordance with accounting guidance applicable to stock-based compensation. The grant date fair value is based on the closing market price of our Class B Stock on the grant date.
- (3) Represents the grant date fair value of options granted in the applicable fiscal year computed in accordance with accounting guidance applicable to stock-based compensation. The grant date fair value of the options was estimated using the Black-Scholes option pricing model. The assumptions made in determining the grant date fair values of options under applicable accounting guidance are disclosed in Note 11 of Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended May 31, 2019.
- (4) Non-Equity Incentive Compensation consists of the following:

NAME	FISCAL YEAR	ANNUAL INCENTIVE COMPENSATION ^(a) (\$)	LONG-TERM INCENTIVE COMPENSATION ^(b) (\$)	TOTAL (\$)
Mark G. Parker	2019	4,091,695	—	4,091,695
	2018	—	1,295,000	1,295,000
	2017	1,642,194	4,618,950	6,261,144
Andrew Campion	2019	1,266,925	—	1,266,925
	2018	—	277,500	277,500
	2017	523,401	989,775	1,513,176
Eric D. Sprunk	2019	1,393,620	—	1,393,620
	2018	—	277,500	277,500
	2017	613,502	989,775	1,603,277
Elliott J. Hill	2019	1,366,085	—	1,366,085
Hilary K. Krane	2019	1,252,850	—	1,252,850
	2018	—	185,000	185,000

(a) Amounts shown were earned for performance in the applicable fiscal year under our Executive Performance Sharing Plan.

(b) Amounts shown were earned for performance during the three-year period ending with the applicable fiscal year under our Long-Term Incentive Plan.

- (5) For fiscal 2019 for each of the Named Executive Officers, this includes (a) profit-sharing contributions by us to the 401(k) Savings and Profit Sharing Plan in the amount of \$4,846; (b) matching contributions by us to the 401(k) Savings and Profit Sharing Plan in the amount of \$13,750, and (c) profit-sharing contributions by us to the Deferred Compensation Plan in the following amounts: \$24,704 for Mr. Parker, \$13,453 for Mr. Campion, \$15,283 for Mr. Sprunk, \$25,764 for Mr. Hill, and \$13,250 for Ms. Krane. For Mr. Hill also includes \$10,000 in compensation in recognition of 30 years of service with the Company, and associated tax reimbursement in the amount of \$5,004, pursuant to our Valued Service Award Program, under which all employees receive cash awards and associated tax reimbursements in recognition of their significant service anniversaries with the Company. The amount for Mr. Hill also includes spousal travel and attendance at a Company-sponsored function, Company-related merchandise, and financial advisory services. For Mr. Parker, includes the cost of daily residential security, including monitoring, patrols, and installation at primary residence provided by the

Company of \$34,188. The amount for Mr. Parker also includes \$69,904 in aggregate incremental cost to the Company for his personal use of the Company's aircraft and actual cost of chartered flights for travel to and from the board and shareholder meetings of an outside company for which Mr. Parker serves as a director. The aggregate incremental cost is determined based on the variable operating cost to the Company including the cost of fuel, maintenance, crew travel expenses, landing fees, parking fees, in-flight food and beverage, and other smaller variable costs associated with each flight. This amount excludes the aggregate incremental cost to the Company for Mr. Parker's personal use of the Company's aircraft for which Mr. Parker reimbursed the Company in accordance with a time sharing agreement and as allowed under Federal Aviation Regulation 91.501(c) and (d).

- (6) Because Mr. Hill was only a Named Executive Officer for fiscal 2019 and Ms. Krane was only a Named Executive Officer for fiscal 2019 and 2018, no disclosure is included as to Mr. Hill for fiscal 2018 or fiscal 2017 or as to Ms. Krane for fiscal 2017.

GRANTS OF PLAN-BASED AWARDS IN FISCAL 2019

The following table sets forth information concerning the performance-based annual cash incentive opportunities, performance-based long-term cash incentive opportunities, restricted stock and restricted stock unit awards, and stock options granted to the Named Executive Officers in fiscal 2019.

NAME	GRANT DATE	ESTIMATED FUTURE PAYOUTS UNDER NON-EQUITY INCENTIVE PLAN AWARDS			ALL OTHER STOCK AWARDS: NUMBER OF SHARES OF STOCK OR UNITS ⁽³⁾	ALL OTHER OPTION AWARDS: NUMBER OF SECURITIES UNDERLYING OPTIONS ⁽⁴⁾	EXERCISE OR BASE PRICE OF OPTION AWARDS	GRANT DATE FAIR VALUE OF STOCK AND OPTION AWARDS ⁽⁵⁾
		THRESHOLD	TARGET	MAXIMUM				
		(\$)	(\$)	(\$)				
Mark G. Parker	6/20/2018	1,700,000 ⁽¹⁾	3,400,000 ⁽¹⁾	5,100,000 ⁽¹⁾	64,483	175,000	77.54	5,000,012 3,052,000
	6/20/2018	2,500,000 ⁽²⁾	5,000,000 ⁽²⁾	10,000,000 ⁽²⁾				
	8/1/2018							
	8/1/2018							
	8/1/2018							
Andrew Campion	6/20/2018	525,000 ⁽¹⁾	1,050,000 ⁽¹⁾	1,575,000 ⁽¹⁾	14,832	80,000	77.54	1,150,073 1,395,200
	6/20/2018	500,000 ⁽²⁾	1,000,000 ⁽²⁾	2,000,000 ⁽²⁾				
	8/1/2018							
	8/1/2018							
Eric D. Sprunk	6/20/2018	575,000 ⁽¹⁾	1,150,000 ⁽¹⁾	1,725,000 ⁽¹⁾	16,121	90,000	77.54	1,250,022 1,569,600
	6/20/2018	500,000 ⁽²⁾	1,000,000 ⁽²⁾	2,000,000 ⁽²⁾				
	8/1/2018							
	8/1/2018							
Elliott J. Hill	6/20/2018	575,000 ⁽¹⁾	1,150,000 ⁽¹⁾	1,725,000 ⁽¹⁾	16,121	90,000	77.54	1,250,022 1,569,600
	6/20/2018	500,000 ⁽²⁾	1,000,000 ⁽²⁾	2,000,000 ⁽²⁾				
	8/1/2018							
	8/1/2018							
Hilary K. Krane	6/20/2018	525,000 ⁽¹⁾	1,050,000 ⁽¹⁾	1,575,000 ⁽¹⁾	14,832	80,000	77.54	1,150,073 1,395,200
	6/20/2018	500,000 ⁽²⁾	1,000,000 ⁽²⁾	2,000,000 ⁽²⁾				
	8/1/2018							
	8/1/2018							

(1) These amounts represent the potential performance-based annual cash incentive awards payable for performance during fiscal 2019 under our Executive Performance Sharing Plan. Under this plan, the Compensation Committee approved target awards for fiscal 2019 based on a percentage of the executive's base salary paid during fiscal 2019 as follows: Mr. Parker, 200%; Mr. Campion, 100%; Mr. Sprunk, 100%; Mr. Hill, 100%; and Ms. Krane, 100%. The Committee also established a series of performance targets based on our earnings before interest and taxes ("EBIT") for fiscal 2019 (excluding the effect of acquisitions, divestitures, or accounting changes not reflected in our business plan at the time of approval of the target awards) corresponding to award payouts ranging from 50% to 150% of the target awards. The EBIT for fiscal 2019 required to earn the target award payout was \$4,685 million. The EBIT for fiscal 2019 required to earn the 150% maximum payout was \$5,060 million. The EBIT for fiscal 2019 required to earn the 50% threshold payout was \$4,310 million. Participants receive a payout at the percentage level at which the performance target is met, subject to the Committee's discretion to reduce or eliminate any award based on Company or individual performance, viewed holistically. Actual award payouts earned in fiscal 2019 and paid in fiscal 2020 are shown in footnote 4 to the Non-Equity Incentive Plan Compensation column in the Summary Compensation Table.

(2) These amounts represent the potential performance-based long-term cash incentive awards payable for performance during the three-year period consisting of fiscal 2019-2021 under our Long-Term Incentive Plan. Under this plan, the Compensation Committee approved target awards for the performance period and also established a series of performance targets based on our cumulative revenues and cumulative diluted earnings per common share ("EPS") for the performance period (excluding the effect of acquisitions, divestitures, and accounting changes not reflected in our business plan at the time of approval of the target awards) corresponding to award payouts ranging from 50% to 200% of the target awards. Participants will receive a payout at the average of the percentage levels at which the two performance targets are met, subject to the Committee's discretion to reduce or eliminate any award based on Company or individual performance, viewed holistically. For cumulative revenues over the performance period, the target payout requires revenues of \$122,826 million, the 50% threshold payout requires revenues of \$118,162 million, and the 200% maximum payout requires revenues of \$132,521 million. For cumulative EPS over the performance period, the target payout requires EPS of \$8.11, the 50% threshold payout requires EPS of \$7.51, and the 200% maximum payout requires EPS of \$9.40. Under the terms of the awards, on the first payroll period ending in August 2021 we will issue the award payout to each participant, provided that the participant is employed by us on the last day of the performance period.

(3) These amounts represent grants of restricted stock units under our Stock Incentive Plan which vest in three equal installments on the first three anniversaries of the grant date. Vesting will be accelerated in certain circumstances as described in the section below titled "Potential Payments Upon Termination or Change-in-Control". Dividends are payable on restricted stock units only upon vesting.

- (4) All amounts reported in this column represent options granted under our Stock Incentive Plan which become exercisable for option shares in four equal installments on the first four anniversaries of the grant date. Options will become fully exercisable in certain circumstances as described in the section below titled "Potential Payments Upon Termination or Change-in-Control". Each option has a maximum term of 10 years, subject to earlier termination in the event of the optionee's termination of employment.
- (5) For stock awards, represents the value of restricted stock units granted based on the closing market price of our Class B Stock on the grant date. For option awards, represents the grant date fair value of options granted based on a value of \$17.44 per share calculated using the Black-Scholes option pricing model. These are the same values for these equity awards used under accounting guidance applicable to stock-based compensation. The assumptions made in determining option values are disclosed in Note 11 of Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended May 31, 2019.

OUTSTANDING EQUITY AWARDS AT MAY 31, 2019

The following table sets forth information concerning outstanding stock options and unvested restricted stock and restricted stock units held by the Named Executive Officers at May 31, 2019.

NAME	OPTION AWARDS				STOCK AWARDS			
	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS EXERCISABLE (#)	NUMBER OF SECURITIES UNDERLYING UNEXERCISABLE OPTIONS (#) ⁽¹⁾	OPTION EXERCISE PRICE (\$)	OPTION EXPIRATION DATE	NUMBER OF SHARES OR UNITS OF STOCK THAT HAVE NOT VESTED (#)	MARKET VALUE OF SHARES OR UNITS OF STOCK THAT HAVE NOT VESTED (\$)	EQUITY INCENTIVE PLAN AWARDS: NUMBER OF UNEARNED SHARES, UNITS OR OTHER RIGHTS THAT HAVE NOT VESTED (#)	EQUITY INCENTIVE PLAN AWARDS: MARKET OR PAYOUT VALUE OF UNEARNED SHARES, UNITS OR OTHER RIGHTS THAT HAVE NOT VESTED (\$)
Mark G. Parker	660,000	—	17.2400	7/16/2020				
	660,000	—	22.9250	7/15/2021				
	660,000	—	23.2700	7/20/2022				
	330,000	—	31.6750	7/19/2023				
	330,000	—	38.7600	7/18/2024				
	247,500	82,500 ⁽²⁾	56.4000	7/17/2025				
	82,500	82,500 ⁽³⁾	57.8700	7/15/2026				
	41,250	123,750 ⁽⁴⁾	59.1000	7/20/2027				
	—	175,000 ⁽⁵⁾	77.5400	8/1/2028	346,306 ⁽⁶⁾	26,714,045	166,636 ⁽¹¹⁾	12,854,301
Andrew Campion	120,000	—	23.2700	7/20/2022				
	60,000	—	31.6750	7/19/2023				
	80,000	—	38.7600	7/18/2024				
	90,000	30,000 ⁽²⁾	56.4000	7/17/2025				
	37,500	37,500 ⁽³⁾	57.8700	7/15/2026				
	18,750	56,250 ⁽⁴⁾	59.1000	7/20/2027				
	—	80,000 ⁽⁵⁾	77.5400	8/1/2028	131,955 ⁽⁷⁾	10,179,009		
Eric D. Sprunk	120,000	—	38.7600	7/18/2024				
	120,000	40,000 ⁽²⁾	56.4000	7/17/2025				
	42,500	42,500 ⁽³⁾	57.8700	7/15/2026				
	21,250	63,750 ⁽⁴⁾	59.1000	7/20/2027				
	—	90,000 ⁽⁵⁾	77.5400	8/1/2028	133,244 ⁽⁸⁾	10,278,442		
Elliott J. Hill	34,100	—	23.2700	7/20/2022				
	90,000	—	31.6750	7/19/2023				
	90,000	—	38.7600	7/18/2024				
	67,500	22,500 ⁽²⁾	56.4000	7/17/2025				
	25,000	25,000 ⁽³⁾	57.8700	7/15/2026				
	12,500	37,500 ⁽⁴⁾	59.1000	7/20/2027				
Hilary K. Krane	—	90,000 ⁽⁵⁾	77.5400	8/1/2028	114,423 ⁽⁹⁾	8,826,590		
	110,000	—	31.6750	7/19/2023				
	110,000	—	38.7600	7/18/2024				
	97,500	32,500 ⁽²⁾	56.4000	7/17/2025				
	35,000	35,000 ⁽³⁾	57.8700	7/15/2026				
	17,500	52,500 ⁽⁴⁾	59.1000	7/20/2027				
	—	80,000 ⁽⁵⁾	77.5400	8/1/2028	95,270 ⁽¹⁰⁾	7,349,128		

(1) Stock options generally become exercisable for option shares in four equal installments on each of the first four anniversaries of the grant date.

- (2) 100% of these options vested on July 17, 2019.
- (3) 50% of these options vested on July 15, 2019 and 50% will vest on July 15, 2020.
- (4) 33.3% of these options vested on July 20, 2019, 33.3% will vest on July 20, 2020, and 33.3% will vest on July 20, 2021.
- (5) 25% of these options will vest on August 1, 2019, 25% will vest on August 1, 2020, 25% will vest on August 1, 2021, and 25% will vest on August 1, 2022.
- (6) 20,160 of these restricted shares vested on July 15, 2019. An additional 19,741 of these restricted shares vested on July 20, 2019 and 19,740 of these restricted shares will vest on July 20, 2020. 21,495 of these RSUs will vest on August 1, 2019, 21,494 of these RSUs will vest on August 1, 2020, and 21,494 of these RSUs will vest on August 1, 2021. An additional 222,182 of these RSUs will vest on June 30, 2020.
- (7) 4,320 of these restricted shares vested on July 15, 2019. An additional 5,640 of these restricted shares vested on July 20, 2019 and 5,640 of these restricted shares will vest on July 20, 2020. 4,944 of these RSUs will vest on August 1, 2019, 4,944 of these RSUs will vest on August 1, 2020, and 4,944 of these RSUs will vest on August 1, 2021. An additional 101,523 of these RSUs will vest on July 20, 2020.
- (8) 4,320 of these restricted shares vested on July 15, 2019. An additional 5,640 of these restricted shares vested on July 20, 2019 and 5,640 of these restricted shares will vest on July 20, 2020. 5,374 of these RSUs will vest on August 1, 2019, 5,374 of these RSUs will vest on August 1, 2020, and 5,373 of these RSUs will vest on August 1, 2021. An additional 101,523 of these RSUs will vest on July 20, 2020.
- (9) 2,880 of these restricted shares vested on July 15, 2019. An additional 3,384 of these restricted shares vested on July 20, 2019 and 3,384 of these restricted shares will vest on July 20, 2020. 5,374 of these RSUs will vest on August 1, 2019, 5,374 of these RSUs will vest on August 1, 2020, and 5,373 of these RSUs will vest on August 1, 2021. An additional 88,654 of these RSUs will vest on July 17, 2020.
- (10) 3,168 of these restricted shares vested on July 15, 2019. An additional 4,794 of these restricted shares vested on July 20, 2019 and 4,794 of these restricted shares will vest on July 20, 2020. 4,944 of these RSUs will vest on August 1, 2019, 4,944 of these RSUs will vest on August 1, 2020, and 4,944 of these RSUs will vest on August 1, 2021. An additional 67,682 of these RSUs will vest on July 20, 2020.
- (11) This figure represents performance at threshold, 50% of target. These RSUs may vest on June 30, 2020, subject to performance vesting based on cumulative revenue growth and cumulative EPS growth over a five-year performance period. Actual payout will depend on actual performance, which could range from 0 to 100%.

OPTION EXERCISES AND STOCK VESTED DURING FISCAL 2019

The following table sets forth information concerning stock option exercises and vesting of restricted stock during fiscal 2019 for each of the Named Executive Officers on an aggregated basis.

NAME	OPTION AWARDS		STOCK AWARDS	
	NUMBER OF SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED ON EXERCISE (\$)	NUMBER OF SHARES ACQUIRED ON VESTING (#)	VALUE REALIZED ON VESTING (\$)
Mark G. Parker	735,000	47,080,061	60,587	4,687,585
Andrew Campion	103,000	5,879,392	13,655	1,055,621
Eric D. Sprunk	235,000	11,354,503	14,393	1,113,001
Elliott J. Hill	—	—	8,629	667,165
Hilary K. Krane	—	—	11,213	866,851

EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes information regarding outstanding options and shares available for future issuance under equity compensation plans approved by shareholders and equity compensation plans that were not approved by shareholders as of May 31, 2019. The table does not reflect issuances made during fiscal 2020.

PLAN CATEGORY	NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS	WEIGHTED-AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS ⁽¹⁾	NUMBER OF SECURITIES REMAINING AVAILABLE FOR FUTURE ISSUANCE UNDER EQUITY COMPENSATION PLANS (EXCLUDING SECURITIES REFLECTED IN COLUMN (a))
(a)	(b)	(c)	
Equity compensation plans approved by shareholders	95,526,269 ⁽²⁾	\$50.5684	76,725,162 ⁽³⁾
Equity compensation plans not approved by shareholders	—	—	6,108,688 ⁽⁴⁾
Total	95,526,269	\$50.5684	82,833,850

(1) Weighted-average exercise prices do not reflect the shares that will be used upon the payment of outstanding awards of restricted stock units.

(2) Includes 95,526,269 shares subject to awards of options, restricted stock units, and stock appreciation rights outstanding under the Stock Incentive Plan (including the maximum number of Performance-Based RSUs granted to Mr. Parker).

(3) Includes 67,321,612 shares available for future issuance under the Stock Incentive Plan and 9,403,550 shares available for future issuance under the Employee Stock Purchase Plan.

(4) Includes 6,108,688 shares available for future issuance under the Foreign Subsidiary Employee Stock Purchase Plan, pursuant to which shares are offered and sold to employees of selected non-U.S. subsidiaries of the Company on substantially the same terms as those offered to U.S. employees under the shareholder-approved Employee Stock Purchase Plan as described above under "Elements of Our Compensation Program - Employee Stock Purchase Plan".

NON-QUALIFIED DEFERRED COMPENSATION IN FISCAL 2019

NAME	PLAN NAME	EXECUTIVE CONTRIBUTIONS IN FISCAL 2019 ⁽¹⁾	NIKE CONTRIBUTIONS IN FISCAL 2019 ⁽¹⁾	AGGREGATE EARNINGS IN FISCAL 2019	AGGREGATE WITHDRAWALS/ DISTRIBUTIONS IN FISCAL 2019	AGGREGATE BALANCE AT 5/31/2019 ⁽¹⁾
Mark G. Parker	DCP	\$ 937,231	\$ 98,296	\$ 299,041	—	\$ 19,067,838
Andrew Campion	DCP	\$ 259,615	\$ 40,932	\$ 82,398	—	\$ 1,747,982
Eric D. Sprunk	DCP	\$ 277,500	\$ 48,297	\$ 72,040	—	\$ 12,489,567
Elliott J. Hill	DCP	\$ —	\$ 40,978	\$ 455,295	—	\$ 7,866,496
Hilary K. Krane	DCP	\$ 279,385	\$ 35,942	\$ 96,234	—	\$ 4,864,672

(1) All amounts reported in the Executive Contributions column are also included in amounts reported in the Summary Compensation Table. The amounts reported in the NIKE Contributions column represent profit sharing contributions made by us in early fiscal 2019 based on fiscal 2018 results; these amounts are also included in amounts reported for fiscal 2018 in the All Other Compensation column of the Summary Compensation Table. Of the amounts reported in the Aggregate Balance column, the following amounts have been reported in the Summary Compensation Tables in this proxy statement or in prior year proxy statements: Mr. Parker, \$16,556,232; Mr. Campion, \$1,010,825; Mr. Sprunk, \$5,070,662; Mr. Hill, \$40,978; and Ms. Krane, \$762,566.

NON-QUALIFIED DEFERRED COMPENSATION PLANS

The Named Executive Officers are eligible to participate in our Deferred Compensation Plan (the "DCP"). Participants in the DCP may elect in advance to defer up to 100 percent of their annual base salary, bonus, and long-term incentive payments.

Each year, we share profits with our employees in the form of profit sharing contributions to defined contribution retirement plans. The contributions are allocated among eligible employees based on a percentage of their total salary and bonus for the year. To the fullest extent permitted under Internal Revenue Code limitations, these contributions are made to employees' accounts under our qualified 401(k) Savings and Profit Sharing Plan. Contributions based on salary and bonus in excess of the tax law limit (\$275,000 for fiscal 2019) are made as NIKE contributions under the DCP.

Amounts deferred under the DCP are credited to a participant's account under the DCP. Each participant may allocate his or her account among any combination of the investment funds available under the DCP. Participants' accounts are adjusted to reflect the investment performance of the funds selected by the participants. Participants can change the allocation of their account balances daily. The funds available under the DCP consist of 18 mutual funds with a variety of investment objectives. The investment funds had annual returns in fiscal 2019 ranging from -11.58% to 14.70%. Amounts credited to participants' accounts are invested by us in actual investments matching the investment options selected by the participants to ensure that we do not bear any investment risk related to participants' investment choices.

The portion of a participant's account attributable to elective deferrals, including investment returns, is fully vested at all times. The portion of a participant's account attributable to NIKE contributions, including investment returns, is fully vested after the participant has been employed by us for five years. All of the Named Executive Officers are fully vested in their NIKE contributions.

Each time they elect to defer compensation, participants make an election regarding distribution of the compensation deferred under the election (as adjusted to reflect investment performance). A participant may elect for distribution to be made in a lump sum at the beginning of a predetermined year while the participant is still employed or in service (but no sooner than the fourth year after the year in which the distribution election is submitted). Alternatively, a participant may elect for distribution to be made in a lump sum or in quarterly installments over five, ten or fifteen years after termination of employment or service. Participants have limited rights to change their distribution elections. Participants may make a hardship withdrawal under certain circumstances. Subject to certain limitations, a participant may also at any time request to withdraw amounts from his or her account balance that were vested as of December 31, 2004 (and any subsequent investment returns on such amount). If such request is approved, the participant may withdraw 90% of the amount requested, and the remaining 10% will be permanently forfeited.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE-IN-CONTROL

CHANGE-IN-CONTROL COMPENSATION – ACCELERATION OF EQUITY AWARDS

All unvested stock option, restricted stock, and restricted stock unit (“RSU”) awards are subject to accelerated vesting upon the occurrence of two events (a “double-trigger”): there is a “change-in-control”; and the Named Executive Officer’s employment is terminated by us without “cause” or by the Named Executive Officer for “good reason”, in each case on or before the second anniversary of the change in control. Double-trigger accelerated vesting of all awards will also occur if the Named Executive Officer’s employment is terminated without “cause” or for “good reason” between shareholder approval of the change-in-control and the occurrence of the change-in-control (and, for restricted stock and RSUs, the change-in-control occurs within one year following the termination). In addition, for stock options granted since July 2010, the standard period for exercising options following termination of employment is extended from three months to four years, but not beyond each option’s original 10-year term. Accelerated vesting of stock options and RSUs will also occur if we are acquired and the acquiring company does not assume the outstanding options or RSUs. In our agreements, “change-in-control” is generally defined to include:

- the acquisition by any person of 50% or more of our outstanding Class A Stock or, if the Class A Stock no longer elects a majority of directors, the acquisition by any person of 30% or more of our total outstanding Common Stock,
- the nomination (and subsequent election) in a two-year period of a majority of our directors by persons other than the incumbent directors,
- a sale of all or substantially all of our assets, and
- an acquisition of NIKE through a merger, consolidation or share exchange.

In our agreements, “cause” generally includes willful and continued failure to substantially perform assigned duties and willful engagement in illegal conduct materially injurious to us. In our agreements, “good reason” generally includes a material diminution in position or duties, a salary reduction or material reduction in other benefits, and a home office relocation of over 50 miles.

The following table shows the estimated benefits that would have been received by the Named Executive Officers if double-trigger accelerated vesting had occurred on May 31, 2019, when the closing price of our Class B Stock was \$77.14 per share.

NAME	STOCK AWARD ACCELERATION ⁽¹⁾	STOCK OPTION ACCELERATION ⁽²⁾	TOTAL
Mark G. Parker	\$ 52,422,647	\$ 5,533,275	\$ 57,955,922
Andrew Campion	\$ 10,179,009	\$ 2,359,575	\$ 12,538,584
Eric D. Sprunk	\$ 10,278,442	\$ 2,798,625	\$ 13,077,067
Elliott J. Hill	\$ 8,826,590	\$ 1,624,900	\$ 10,451,490
Hilary K. Krane	\$ 7,349,128	\$ 2,295,600	\$ 9,644,728

(1) Information regarding unvested restricted stock and restricted stock units held by each Named Executive Officer is set forth in the Outstanding Equity Awards table above. The award agreements provide for full double-trigger accelerated vesting as described above (for Performance-Based RSUs granted to Mr. Parker, assuming such awards are earned at 100%). The amounts in the table above represent the number of unvested restricted shares and RSUs multiplied by the closing price of our Class B Stock on May 31, 2019.

(2) Information regarding outstanding unvested options held by each Named Executive Officer is set forth in the Outstanding Equity Awards table above. The agreements governing unvested stock options provide for full double-trigger accelerated vesting and an extended post-termination exercise period as described above. Amounts in the table above represent the aggregate value as of May 31, 2019 of those options using the excess of the per share closing price of our Class B Stock on May 31, 2019 over the per share exercise price, multiplied by the number of unvested option shares for each Named Executive Officer.

BENEFITS TRIGGERED ON CERTAIN EMPLOYMENT TERMINATIONS

STOCK OPTION ACCELERATION AND EXTENSION

As of May 31, 2019, each Named Executive Officer held options to purchase Class B Stock as listed in the Outstanding Equity Awards table above. Under the terms of the stock options granted to each Named Executive Officer, upon the death or disability of the officer, all unvested options become fully exercisable and the standard three-month period for exercising options following termination of employment is extended to four years, but not beyond each option’s original 10-year term. If death or disability of a Named Executive Officer had occurred on May 31, 2019, the aggregate value of those options would have been \$5,533,275 for Mr. Parker, \$2,359,575 for Mr. Campion, \$2,798,625 for Mr. Sprunk, \$1,624,900 for Mr. Hill, and \$2,295,600 for Ms. Krane.

Under the terms of the unvested stock options granted to Named Executive Officers, vesting of options that have been outstanding for at least one year will be accelerated if the holder retires after reaching age 60 with at least 5 years of service, and vesting of options that have been outstanding for at least one year will continue notwithstanding termination of employment if the holder retires after reaching age 55 with at least 5 years of service. In addition, for any holder who retires after reaching age 55 (but before reaching age 60) with at least 5 years of service, the standard three-month period for exercising these options

following termination of employment will be extended to four years, but not beyond the option's original ten-year term. If termination of employment of a Named Executive Officer (other than due to death or disability) had occurred on May 31, 2019, the aggregate value of those options would have been \$5,533,275 for Mr. Parker, \$2,798,625 for Mr. Sprunk, \$1,624,900 for Mr. Hill, and \$2,295,600 for Ms. Krane. The value for Mr. Campion is zero because he has not reached age 55.

STOCK AWARD ACCELERATION

As of May 31, 2019, each Named Executive Officer held unvested restricted stock and/or restricted stock units as set forth in the Outstanding Equity Awards table above. Under the terms of their award agreements, all unvested restricted shares and restricted stock units will immediately vest fully upon the death or disability of the officer, except that Performance-Based RSUs held by Mr. Parker will vest at the threshold amount. The value of the unvested restricted shares and restricted stock units held by each Named Executive Officer as of May 31, 2019 that would have become vested if death or disability had occurred on that date is as set forth in the "Stock Award Acceleration" column of the Change-in-Control Compensation — Acceleration of Equity Awards table above, except that the amount for Mr. Parker would be \$39,568,346.

PAYMENTS UNDER NONCOMPETITION AGREEMENTS

We have an agreement with Mr. Parker that contains a covenant not to compete that extends for two years following the termination of his employment with us. The agreement provides that if Mr. Parker's employment is terminated by us, we will make monthly payments to him during the two-year noncompetition period in an amount equal to one-twelfth of his then current annual salary and target Executive Performance Sharing Plan bonus ("Annual NIKE Income"). The agreement provides further that if Mr. Parker voluntarily resigns, we will make monthly payments to him during the two-year noncompetition period in an amount equal to one-twenty-fourth of his then current Annual NIKE Income. However, commencement of the above-described monthly payments will be delayed until after the six-month period following Mr. Parker's separation from service, and all payments that he would otherwise have received during that period will be paid in a lump sum promptly following the end of the period, together with interest at the prime rate. If employment is terminated without "cause", the parties may mutually agree to waive the covenant not to compete, and if employment is terminated for "cause", we may unilaterally waive the covenant. Under Mr. Parker's noncompetition agreement, "cause" means continual and repeated neglect of duties or acts of dishonesty. If the covenant is waived, we will not be required to make the payments described above for the months as to which the waiver applies. If the employment of Mr. Parker had been terminated by us on May 31, 2019, and assuming the covenant is not waived, we would have been required to pay Mr. Parker \$425,000 per month for the 24-month period ending May 31, 2021. If Mr. Parker had voluntarily resigned on May 31, 2019, and assuming the covenant is not waived, we would have been required to pay Mr. Parker \$212,500 per month for the 24-month period ending May 31, 2021.

We have noncompetition agreements with Mr. Campion, Mr. Sprunk, Mr. Hill, and Ms. Krane on the same terms, except that the noncompetition period is one year instead of two years, payments may commence on termination, and we may unilaterally waive the covenant in all cases including termination without cause (in which case payments would cease). In addition, for Mr. Campion, Mr. Sprunk, Mr. Hill, and Ms. Krane, the monthly payments are one-twelfth or one-twenty-fourth of their then current annual salaries, instead of their Annual NIKE Income. If the employment of these officers had been terminated by us on May 31, 2019, and assuming the covenant is not waived, we would have been required to pay Mr. Campion \$87,500, Mr. Sprunk \$95,833, Mr. Hill \$95,833, and Ms. Krane \$87,500, each on a monthly basis for the 12-month period ending May 31, 2020. If these officers had voluntarily resigned on May 31, 2019, and assuming the covenant is not waived, we would have been required to pay Mr. Campion \$43,750, Mr. Sprunk \$47,917, Mr. Hill \$47,917, and Ms. Krane \$43,750, each on a monthly basis for the 12-month period ending May 31, 2020.

CEO PAY RATIO

NIKE strives to provide competitive base pay, market-leading benefits, and an exceptional work environment that collectively create a premium employee experience. Our pay and benefit programs are designed to attract and engage talent, and reward performance, viewed holistically across individual, team, and business results. Our programs are administered to be equitable relative to employees' performance, experience, and level within the Company.

The executive compensation program is highly incentive-based with Company performance determining a significant portion of total compensation. It is designed to maximize shareholder value by motivating executives to achieve both short- and long-term goals.

For fiscal 2019, our last completed fiscal year:

- The employee identified at the median of all NIKE employees (other than our CEO) was a retail store employee in the United States;
- The annual total compensation of the median employee was \$25,386;
- The annual total compensation of our CEO, Mr. Parker, was \$13,968,022; and
- The estimated ratio of the annual total compensation of our CEO to the median annual total compensation of all other NIKE employees was 550 to 1.

This pay ratio is a reasonable estimate calculated in a manner consistent with SEC rules based on the methodology described below. The SEC rules for identifying the median compensated employee and calculating the pay ratio allow companies to adopt a variety of methodologies, apply certain exclusions, and make reasonable estimates and assumptions that reflect their compensation practices. As such, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies may utilize different methodologies, exclusions, estimates, and assumptions in calculating their own pay ratios.

METHODOLOGY

We selected May 1, 2019 as the date to determine the median employee. At that time, we had approximately 75,109 employees globally. After applying the “de minimis exemption” under the SEC rules, which permits us to exclude non-U.S. employees accounting for 5% or less of our total employee population, we excluded the 3,752 employees in the jurisdictions identified below, and our employee population consisted of approximately 71,357 employees.

Slovakia	1	Hungary	74	Vietnam	193
Slovenia	1	Sweden	83	Greece	201
United Arab Emirates	5	Indonesia	88	Israel	204
Sri Lanka	6	Czech Republic	89	Austria	205
Philippines	23	Denmark	90	Portugal	209
Croatia	25	India	99	South Africa	212
Macao	34	Switzerland	112	Poland	238
New Zealand	53	Ireland	121	Turkey	445
Uruguay	67	Malaysia	167	Hong Kong	454
Norway	71	Thailand	182		

Of the 71,357 employees included in the CEO Pay Ratio calculation, approximately 72% were full-time, 53% were in retail jobs, and 51% were located in the United States.

To identify our median employee we calculated annual compensation for fiscal 2019 based on base salary or hourly wages, as applicable. For the majority of our employees, base salary or hourly wages comprise the majority of their compensation. To determine wages for hourly employees, we used each individual’s pay rate and estimated scheduled hours in the applicable Human Resources system of record.

After determining the annual compensation for our employee population as described above, we identified a subset of approximately 100 individuals representing the potential median employee population. For this subset, we calculated each employee’s annual total compensation in U.S. dollars for fiscal 2019 based on the Summary Compensation Table rules used for our Named Executive Officers (in accordance with Item 402(c)(2)(x) of Regulation S-K). Compensation for permanent employees hired during the fiscal year was annualized and the median employee was then selected from the subset to determine the CEO Pay Ratio.

AUDIT MATTERS

PROPOSAL 3

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit & Finance Committee of the Board of Directors has sole authority to retain, with shareholder ratification, the Company's independent registered public accounting firm. The Audit & Finance Committee directly oversees the firm's work with respect to the annual audit of the Company's consolidated financial statements and internal control over financial reporting and approves all audit engagement fees and terms. At least annually, the Audit & Finance Committee evaluates the independent registered public accounting firm's qualifications, performance, and independence, including a review and evaluation of its lead partner. The Audit & Finance Committee is also involved in the selection of the new lead engagement partner following mandated rotation of the firm's lead partner, and is responsible for considering the benefits of rotation of the Company's independent registered public accounting firm.

The Audit & Finance Committee has appointed PricewaterhouseCoopers LLP to audit the Company's consolidated financial statements and internal control over financial reporting for the fiscal year ending May 31, 2020 and to render other professional services as required.

PricewaterhouseCoopers LLP has served as the Company's independent registered public accounting firm for many years. The Audit & Finance Committee and the Board of Directors believe that the continued retention of PricewaterhouseCoopers LLP as the independent registered public accounting firm is in the best interests of the Company and its shareholders.

Accordingly, the Audit & Finance Committee is submitting the appointment of PricewaterhouseCoopers LLP to shareholders for ratification. If the appointment is not ratified by our shareholders, the Audit & Finance Committee may reconsider whether it should appoint another independent registered public accounting firm.

Representatives of PricewaterhouseCoopers LLP will be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so, and are expected to be available to respond to questions.

Aggregate fees billed by the Company's independent registered public accounting firm, PricewaterhouseCoopers LLP, for audit services related to the most recent two fiscal years, and for other professional services incurred in the most recent two fiscal years, were as follows:

TYPE OF SERVICE	2019	2018
Audit Fees ⁽¹⁾	\$22.1 million	\$20.3 million
Audit-Related Fees ⁽²⁾	0.1 million	— million
Tax Fees ⁽³⁾	1.4 million	1.3 million
All Other Fees ⁽⁴⁾	0.3 million	0.1 million
Total	\$23.9 million	\$21.7 million

(1) Comprises the audits of the Company's annual financial statements and internal controls over financial reporting, and reviews of the Company's quarterly financial statements, as well as statutory audits of Company subsidiaries, attest services and consents to SEC filings.

(2) Comprises services including consultations regarding financial accounting and reporting.

(3) Comprises services for tax compliance, tax planning and tax advice. Tax compliance includes services for compliance related tax advice, as well as the preparation and review of both original and amended tax returns for the Company and its consolidated subsidiaries. Tax compliance related fees represented \$0.2 million and \$0.1 million of the tax fees for fiscal 2019 and 2018, respectively. The remaining tax fees primarily include tax advice.

(4) Comprises other miscellaneous services.

In accordance with the Sarbanes-Oxley Act of 2002, the Audit & Finance Committee established policies and procedures under which all audit and non-audit services performed by the Company's independent registered public accounting firm must be approved in advance by the Audit & Finance Committee. During fiscal 2019, PricewaterhouseCoopers LLP was engaged to be paid fees totaling \$2,500, or less than 0.1% of total fees, for one service that was not pre-approved. During fiscal 2018, fees totaling \$2,500, or less than 0.1% of total fees, were paid to PricewaterhouseCoopers LLP for one engagement that was not pre-approved. All such services were approved by the Audit & Finance Committee promptly after their inadvertent omission from pre-approval was noticed.

BOARD RECOMMENDATION

-  The Board of Directors recommends that shareholders vote **FOR** ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending May 31, 2020.

REPORT OF THE AUDIT & FINANCE COMMITTEE

The Audit & Finance Committee has:

- Reviewed and discussed the audited financial statements with management.
- Discussed with the independent auditors the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (“PCAOB”) Statement on Auditing Standards No. 16 Communications with Audit Committees and the SEC.
- Received the written disclosures and the letter from the independent accountants required by applicable requirements of the PCAOB regarding the independent accountants’ communications concerning independence, and has discussed with the independent accountant the independent accountant’s independence.
- Based on the review and discussions above, recommended to the Board of Directors that the audited financial statements be included in the Company’s Annual Report on Form 10-K for the last fiscal year for filing with the Securities and Exchange Commission.

Members of the Audit & Finance Committee:

- Alan B. Graf, Jr., Chairman
- John G. Connors
- John J. Donahoe II

STOCK OWNERSHIP INFORMATION

STOCK HOLDINGS OF CERTAIN OWNERS AND MANAGEMENT

The following table sets forth the number of shares of the classes of NIKE securities beneficially owned, as of June 30, 2019, after giving effect to any transactions that occurred on such date, by (i) each person known to the Company to be the beneficial owner of more than 5 percent of any class of the Company's securities, (ii) each of the directors and nominees for director, (iii) each executive officer listed in the Summary Compensation Table ("Named Executive Officers"), and (iv) all directors, Named Executive Officers, and other executive officers as a group. Because Class A Stock is convertible into Class B Stock on a share-for-share basis, each beneficial owner of Class A Stock is deemed by the SEC to be a beneficial owner of the same number of shares of Class B Stock. Therefore, in indicating a person's beneficial ownership of shares of Class B Stock in the table, it has been assumed that such person has converted into Class B Stock all shares of Class A Stock of which such person is a beneficial owner. For these reasons the table contains substantial duplications in the numbers of shares and percentages of Class A and Class B Stock shown for Swoosh, LLC, Philip H. Knight, the Travis A. Knight 2009 Irrevocable Trust II, and Travis A. Knight in his capacity as the Trustee of such Trust. In addition, unless otherwise indicated, all persons named below can be reached c/o Ann M. Miller, Vice President, Corporate Secretary, and Chief Ethics & Compliance Officer, NIKE, Inc., One Bowerman Drive, Beaverton, Oregon 97005-6453.

	TITLE OF CLASS	SHARES BENEFICIALLY OWNED ⁽¹⁾	PERCENT OF CLASS ⁽²⁾
Cathleen A. Benko	Class B	4,312	—
Elizabeth J. Comstock	Class B	104,813 ⁽³⁾	—
John G. Connors	Class B	130,653 ⁽³⁾	—
Timothy D. Cook	Class B	110,813 ⁽³⁾	—
John J. Donahoe II	Class B	19,045	—
Alan B. Graf, Jr.	Class B	197,765	—
Peter B. Henry	Class B	4,466	—
Travis A. Knight	Class A	39,856,369 ⁽⁴⁾	12.7%
	Class B	39,876,642 ⁽⁴⁾	3.1%
John C. Lechleiter	Class B	153,051 ⁽³⁾	—
Mark G. Parker ⁽⁵⁾	Class B	4,528,704 ⁽³⁾⁽⁶⁾	0.4%
Michelle A. Peluso	Class B	19,149	—
John W. Rogers, Jr.	Class B	7,355	—
John R. Thompson, Jr.	Class B	80,347 ⁽⁷⁾	—
Andrew Campion ⁽⁵⁾	Class B	515,980 ⁽³⁾	—
Eric D. Sprunk ⁽⁵⁾	Class B	438,990 ⁽³⁾	—
Elliott J. Hill ⁽⁵⁾	Class B	406,590 ⁽³⁾	—
Hilary K. Krane ⁽⁵⁾	Class B	536,065 ⁽³⁾⁽⁶⁾	—

STOCK OWNERSHIP INFORMATION

	TITLE OF CLASS	SHARES BENEFICIALLY OWNED ⁽¹⁾	PERCENT OF CLASS ⁽²⁾
Sojitz Corporation of America 1211 S.W. 5th Ave, Pacwest Center, Ste. 2220, Portland, OR 97204	Preferred ⁽⁸⁾	300,000	100.0%
Philip H. Knight One Bowerman Drive, Beaverton, OR 97005	Class A Class B	21,054,487 ⁽⁹⁾ 32,440,174 ⁽¹⁰⁾	6.7% 2.6%
Swoosh, LLC 22990 NW Bennett Street, Hillsboro, OR 97124	Class A Class B	245,000,000 ⁽¹¹⁾ 245,000,000	77.7% 16.3%
Travis A. Knight 2009 Irrevocable Trust II 22990 NW Bennett Street, Hillsboro, OR 97124	Class A Class B	39,856,369 ⁽⁴⁾ 39,856,369 ⁽⁴⁾	12.7% 3.1%
The Vanguard Group 100 Vanguard Blvd., Malvern, PA 19355	Class B	104,935,348 ⁽¹²⁾	8.2%
BlackRock, Inc. 55 East 52nd Street, New York, NY 10055	Class B	86,268,224 ⁽¹³⁾	6.8%
Capital World Investors 333 South Hope Street, Los Angeles, CA 90071	Class B	63,881,684 ⁽¹⁴⁾	5.0%
All directors and executive officers as a group (19 persons)	Class A Class B	39,856,369 ⁽⁴⁾ 48,071,714 ⁽³⁾⁽⁴⁾	12.7% 3.8%

- (1) A person is considered to beneficially own any shares: (a) over which the person exercises sole or shared voting or investment power, or (b) of which the person has the right to acquire beneficial ownership at any time within 60 days (such as through conversion of securities or exercise of stock options). Unless otherwise indicated, voting and investment power relating to the above shares is exercised solely by the beneficial owner or shared by the owner and the owner's spouse or children.
- (2) Omitted if less than 0.1 percent.
- (3) These amounts include the right to acquire the following numbers of shares within 60 days after June 30, 2019 pursuant to the exercise of stock options: 90,000 shares for Ms. Comstock, 90,000 shares for Mr. Connors, 90,000 shares for Mr. Cook, 90,000 shares for Dr. Lechleiter, 3,011,250 shares for Mr. Parker, 406,250 shares for Mr. Campion, 303,750 shares for Mr. Sprunk, 319,100 shares for Mr. Hill, 370,000 shares for Ms. Krane, and 6,118,850 shares for the executive officer and director group.
- (4) Includes 20,713,989 shares of Class A Stock held directly by the Travis A. Knight 2009 Irrevocable Trust II (the "Trust"), of which Mr. Travis Knight is the Trustee, and 19,142,380 shares of Class A Stock held by an indirect subsidiary of the Trust. Mr. Knight and members of his immediate family are among the beneficiaries of the Trust. Mr. Knight disclaims beneficial ownership of the Company's securities held directly and indirectly by the Trust, except to the extent of his pecuniary interest therein. On June 30, 2016, a wholly owned subsidiary of the Trust acquired all of the voting units in Swoosh, LLC. Mr. Knight disclaims beneficial ownership of all securities held by Swoosh, LLC.
- (5) Named Executive Officer listed in the Summary Compensation Table.
- (6) Includes shares held in accounts under the NIKE, Inc. 401(k) Savings and Profit Sharing Plan for Mr. Parker and Ms. Krane in the amounts of 36,011 and 117, respectively.
- (7) Includes 33,534 shares credited to Mr. Thompson's account under the NIKE, Inc. Deferred Compensation Plan.
- (8) Preferred Stock does not have general voting rights except as provided by law, and under certain circumstances as provided in the Company's Restated Articles of Incorporation, as amended.
- (9) Does not include 521,792 shares of Class A Stock that are owned by Mr. Philip Knight's spouse. Mr. Philip Knight has disclaimed ownership of all such shares. Mr. Philip Knight holds the position Chairman Emeritus, and has a standing invitation to attend all meetings of the Board as a non-voting observer.
- (10) Does not include: (a) 521,792 shares of Class A Stock that are owned by Mr. Philip Knight's spouse, and (b) 22,336,056 shares of Class B Stock held by the Knight Foundation, a charitable foundation in which Mr. Philip Knight and his spouse are directors. Mr. Philip Knight has disclaimed ownership of all such shares. Mr. Philip Knight holds the position Chairman Emeritus, and has a standing invitation to attend all meetings of the Board as a non-voting observer.
- (11) Information provided as of July 18, 2018 in the Form 4 filed by the shareholder.
- (12) Information provided as of February 11, 2019 in Schedule 13G filed by the shareholder.
- (13) Information provided as of February 5, 2019 in Schedule 13G filed by the shareholder.
- (14) Information provided as of February 12, 2019 in Schedule 13B filed by the shareholder.

TRANSACTIONS WITH RELATED PERSONS

Mr. Parker's sibling Stephen Parker was employed by the Company in a non-executive role in fiscal 2019 as a Vice President with Converse. During fiscal 2019, the Company paid aggregate compensation to Stephen Parker in the amount of \$657,635, comprised of salary, matching contributions to Company-sponsored retirement plans, and \$556,708 paid in connection with his termination of service. Additionally, during fiscal 2019 the Company paid Mr. Parker's sibling Ann Parker, a former non-executive employee of the Company, \$133,207 in connection with her termination of service in fiscal 2018. The compensation and benefits, including separation benefits, received by each of Mr. Parker's siblings were consistent with compensation paid to other similarly situated employees.

Eric Sprunk's daughter, Nicole Sprunk, was employed by the Company in a non-executive role in fiscal 2019 as a Brand Director. During fiscal 2019, the Company paid aggregate compensation to Nicole Sprunk of \$243,774, comprised of salary, bonus, the value of stock granted, and profit sharing and matching contributions to the Company-sponsored retirement plan. The compensation and benefits received by Nicole Sprunk were consistent with compensation paid to other employees holding similar positions.

Philip H. Knight, the father of NIKE director Travis A. Knight, serves as Chairman Emeritus, which provides a standing invitation for Philip H. Knight to attend meetings of the Board and its committees as a non-voting observer. As Chairman Emeritus, Mr. Knight receives an annual salary of \$500,000, and medical and dental insurance coverage generally available to employees. In fiscal 2019, Philip H. Knight received \$508,811, comprised of salary and profit sharing contributions to Company-sponsored retirement plans.

The Company's written policy requires the Corporate Responsibility, Sustainability & Governance Committee to review any transaction or proposed transaction with a related person that would be required to be reported under Item 404(a) of Regulation S-K, and to determine whether to ratify or approve the transaction, with ratification or approval to occur only if the committee determines that the transaction is fair to the Company or that approval or ratification of the transaction is in the interest of the Company.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The members of the Compensation Committee of the Board of Directors during fiscal 2019 were Timothy D. Cook, Cathleen A. Benko, Elizabeth J. Comstock, and Johnathan A. Rodgers. The committee is composed solely of independent, non-employee directors. No member of the Compensation Committee has been an executive officer of the Company, and no member of the Compensation Committee had any relationships requiring disclosure by the Company under the SEC's rules requiring disclosure of certain relationships and related-party transactions. None of the Company's executive officers served as a director or member of a compensation committee (or other committee serving an equivalent function) of any other entity, the executive officers of which served as a director or member of the Compensation Committee of the Company during fiscal 2019.

OTHER MATTERS

As of the time this proxy statement was printed, management was unaware of any proposals to be presented for consideration at the Annual Meeting other than those set forth herein, but if other matters do properly come before the Annual Meeting, the persons named in the proxy will vote the shares represented by such proxy according to their best judgment.

SHAREHOLDER PROPOSALS

A proposal by a shareholder for inclusion in the Company's proxy statement and form of proxy for the 2020 annual meeting of shareholders must be received by Ann M. Miller, Vice President, Corporate Secretary, and Chief Ethics & Compliance Officer of NIKE, Inc. at One Bowerman Drive, Beaverton, Oregon 97005-6453, on or before April 11, 2020 to be eligible for inclusion. Rules under the Securities Exchange Act of 1934, as amended, describe standards as to the submission of shareholder proposals. In addition, the Company's Bylaws require that any shareholder wishing to make a nomination for director, or wishing to introduce a proposal or other business at a shareholder meeting must give the Company at least 60 days' advance written notice, which for the 2020 annual meeting of shareholders is July 19, 2020, and that notice must meet certain other requirements described in the Bylaws.

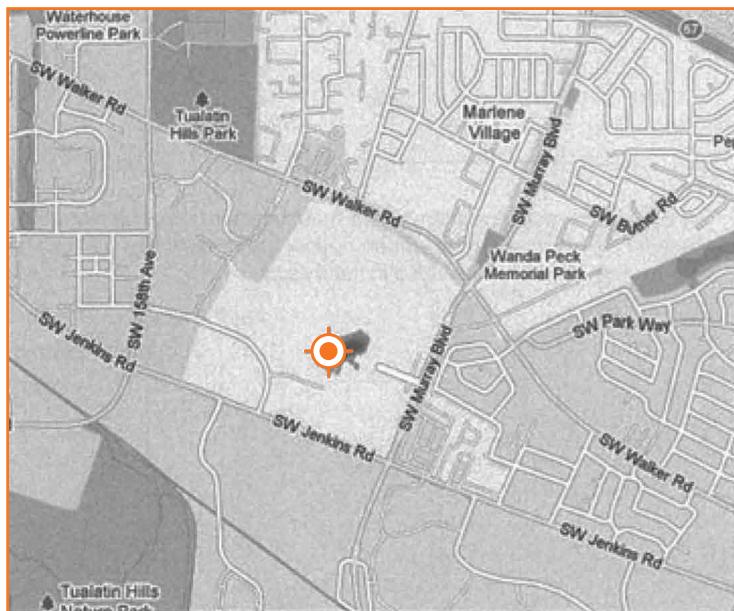
For the Board of Directors,

Ann M. Miller

Vice President, Corporate Secretary, and Chief Ethics & Compliance Officer

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IMPORTANT: Whether or not you intend to be present at the meeting, please sign and date the enclosed proxy and return it in the enclosed envelope, or vote by telephone or online following the instructions on the proxy.



NIKE, INC.

Tiger Woods Conference Center,
One Bowerman Drive,
Beaverton, OR 97005-6453
www.nike.com



**2019
FORM 10-K**

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

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED MAY 31, 2019

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 No. 1-10635



NIKE, Inc.

(Exact name of Registrant as specified in its charter)

OREGON

(State or other jurisdiction of incorporation)

One Bowerman Drive, Beaverton, Oregon

(Address of principal executive offices)

93-0584541

(IRS Employer Identification No.)

97005-6453

(Zip Code)

(503) 671-6453

(Registrant's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

Class B Common Stock

(Title of each class)

NKE

(Trading symbol)

New York Stock Exchange

(Name of each exchange on which registered)

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

NONE

Indicate by check mark:

- | | YES | NO |
|---|-------------------------------------|-------------------------------------|
| • if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| • if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| • 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. | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| • whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| • whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Large accelerated filer <input checked="" type="checkbox"/> Accelerated filer <input type="checkbox"/> Non-accelerated filer <input type="checkbox"/> Smaller reporting company <input type="checkbox"/> Emerging growth company <input type="checkbox"/> | | |
| • if an emerging growth company, 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. | <input type="checkbox"/> | |
| • whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

As of November 30, 2018, the aggregate market values of the Registrant's Common Stock held by non-affiliates were:

Class A	\$	5,260,259,370
Class B		94,690,612,760
	\$	99,950,872,130

As of July 19, 2019, the number of shares of the Registrant's Common Stock outstanding were:

Class A	315,024,752
Class B	1,251,863,621
	1,566,888,373

DOCUMENTS INCORPORATED BY REFERENCE:

Parts of Registrant's Proxy Statement for the Annual Meeting of Shareholders to be held on September 19, 2019 are incorporated by reference into Part III of this Report.

NIKE, INC.

ANNUAL REPORT ON FORM 10-K

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PART I

ITEM 1. BUSINESS

GENERAL

NIKE, Inc. was incorporated in 1967 under the laws of the State of Oregon. As used in this report, the terms "we," "us," "NIKE" and the "Company" refer to NIKE, Inc. and its predecessors, subsidiaries and affiliates, collectively, unless the context indicates otherwise. Our NIKE digital commerce website is located at www.nike.com. On our NIKE corporate website, located at investors.nike.com, we post the following filings as soon as reasonably practicable after they are electronically filed with, or furnished to, the United States Securities and Exchange Commission (the "SEC"): our annual report on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities and Exchange Act of 1934, as amended. Our definitive Proxy Statements are also posted on our corporate website. All such filings on our corporate website are available free of charge. Copies of these filings are also available on the SEC's website (www.sec.gov). Also available on our corporate website are the charters of the committees of our Board of Directors, as well as our corporate governance guidelines and code of ethics; copies of any of these documents will be provided in print to any shareholder who submits a request in writing to NIKE Investor Relations, One Bowerman Drive, Beaverton, Oregon 97005-6453.

Our principal business activity is the design, development and worldwide marketing and selling of athletic footwear, apparel, equipment, accessories and services. NIKE is the largest seller of athletic footwear and apparel in the world. We sell our products through NIKE-owned retail stores and through digital platforms (which we refer to collectively as our "NIKE Direct" operations), to retail accounts and a mix of independent distributors, licensees and sales representatives in virtually all countries around the world. Virtually all of our products are manufactured by independent contractors. Nearly all footwear and apparel products are produced outside the United States, while equipment products are produced both in the United States and abroad.

PRODUCTS

We focus our NIKE Brand product offerings in six key categories: Running, NIKE Basketball, the Jordan Brand, Football (Soccer), Training and Sportswear (our sports-inspired lifestyle products). We also market products designed for kids, as well as for other athletic and recreational uses such as American football, baseball, cricket, golf, lacrosse, skateboarding, tennis, volleyball, walking, wrestling and other outdoor activities.

NIKE's athletic footwear products are designed primarily for specific athletic use, although a large percentage of the products are worn for casual or leisure purposes. We place considerable emphasis on innovation and high-quality construction in the development and manufacturing of our products. Sportswear, Running and the Jordan Brand are currently our top-selling footwear categories and we expect them to continue to lead in footwear sales.

We also sell sports apparel covering the above-mentioned categories, which feature the same trademarks and are sold predominantly through the same marketing and distribution channels as athletic footwear. Our sports apparel, similar to our athletic footwear products, is designed primarily for athletic use and exemplifies our commitment to innovation and high-quality construction. Sportswear, Training and Running are currently our top-selling apparel categories and we expect them to continue to lead in apparel sales. We often market footwear, apparel and accessories in "collections" of similar use or by category. We also market apparel with licensed college and professional team and league logos.

We sell a line of performance equipment and accessories under the NIKE Brand name, including bags, socks, sport balls, eyewear, timepieces, digital devices, bats, gloves, protective equipment and other equipment designed for sports activities. We also sell small amounts of various plastic products to other manufacturers through our wholly-owned subsidiary, NIKE IHM, Inc., doing business as Air Manufacturing Innovation.

Our Jordan Brand designs, distributes and licenses athletic and casual footwear, apparel and accessories predominantly focused on basketball using the Jumpman trademark. Sales and operating results for Jordan Brand products are reported within the respective NIKE Brand geographic operating segments.

One of our wholly-owned subsidiary brands, Converse, headquartered in Boston, Massachusetts, designs, distributes and licenses casual sneakers, apparel and accessories under the Converse, Chuck Taylor, All Star, One Star, Star Chevron and Jack Purcell trademarks. Operating results of the Converse brand are reported on a stand-alone basis.

Another of our wholly-owned subsidiary brands, Hurley, headquartered in Costa Mesa, California, designs and distributes a line of action sports and youth lifestyle apparel and accessories under the Hurley trademark. Sales and operating results for Hurley products are included within the NIKE Brand's North America geographic operating segment.

In addition to the products we sell to our wholesale customers and directly to consumers through our NIKE Direct operations, we have also entered into license agreements that permit unaffiliated parties to manufacture and sell, using NIKE-owned trademarks, certain apparel, digital devices and applications and other equipment designed for sports activities.

SALES AND MARKETING

We experience moderate fluctuations in aggregate sales volume during the year. Historically, revenues in the first and fourth fiscal quarters have slightly exceeded those in the second and third quarters. However, the mix of product sales may vary considerably as a result of changes in seasonal and geographic demand for particular types of footwear, apparel and equipment, as well as other macroeconomic, operating and logistics-related factors.

Because NIKE is a consumer products company, the relative popularity of various sports and fitness activities and changing design trends affect the demand for our products. We must, therefore, respond to trends and shifts in consumer preferences by adjusting the mix of existing product offerings, developing new products, styles and categories and influencing sports and fitness preferences through extensive marketing. Failure to respond in a timely and adequate manner could have a material adverse effect on our sales and profitability. This is a continuing risk. Refer to Item 1A. Risk Factors.

We report our NIKE Brand operations based on our internal geographic organization. Each NIKE Brand geographic segment operates predominantly in one industry: the design, development, marketing and selling of athletic footwear, apparel and equipment. The Company's reportable operating segments for the NIKE Brand are: North America; Europe, Middle East & Africa (EMEA); Greater China; and Asia Pacific & Latin America (APLA), and include results for the NIKE, Jordan and Hurley brands. Sales through our NIKE Direct operations are managed within each geographic operating segment.

Converse is also a reportable operating segment and operates predominately in one industry: the design, marketing, licensing and selling of casual sneakers, apparel and accessories. Converse direct to consumer operations, including digital commerce, are reported within the Converse operating segment results.

UNITED STATES MARKET

For fiscal 2019, NIKE Brand and Converse sales in the United States accounted for approximately 41% of total revenues, compared to 42% and 46% for fiscal 2018 and fiscal 2017, respectively. We sell our NIKE Brand, Jordan Brand, Hurley and Converse products to thousands of retail accounts in the United States, including a mix of footwear stores, sporting goods stores, athletic specialty stores, department stores, skate, tennis and golf shops and other retail accounts. In the United States, we utilize NIKE sales offices to solicit such sales. During fiscal 2019, our three largest United States customers accounted for approximately 24% of sales in the United States.

Our NIKE Direct and Converse direct to consumer operations sell NIKE Brand, Jordan Brand, Hurley and Converse products to consumers through various digital platforms. In addition, our NIKE Direct and Converse direct to consumer operations sell through the following number of retail stores in the United States:

U.S. RETAIL STORES	NUMBER
NIKE Brand factory stores	217
NIKE Brand in-line stores (including employee-only stores)	29
Converse stores (including factory stores)	109
Hurley stores (including factory and employee-only stores)	29
TOTAL	384

In the United States, NIKE has six significant distribution centers. Four are located in Memphis, Tennessee, two of which are owned and two of which are leased. Two other distribution centers, one located in Indianapolis, Indiana and one located in Dayton, Tennessee, are leased and operated by third-party logistics providers. NIKE Brand apparel and equipment are also shipped from our Foothill Ranch, California distribution center, which we lease. Smaller leased and third-party leased and operated distribution facilities are located in various parts of the United States.

INTERNATIONAL MARKETS

For fiscal 2019, non-U.S. NIKE Brand and Converse sales accounted for approximately 59% of total revenues, compared to 58% and 54% for fiscal 2018 and fiscal 2017, respectively. We sell our products to retail accounts, through our own NIKE Direct operations and through a mix of independent distributors, licensees and sales representatives around the world. We sell to thousands of retail accounts and ship products from 67 distribution centers outside of the United States. During fiscal 2019, NIKE's three largest customers outside of the United States accounted for approximately 14% of total non-U.S. sales.

In addition to NIKE and Converse owned digital commerce platforms in over 45 countries, our NIKE Direct and Converse direct to consumer businesses operate the following number of retail stores outside the United States:

NON-U.S. RETAIL STORES	NUMBER
NIKE Brand factory stores	648
NIKE Brand in-line stores (including employee-only stores)	57
Converse stores (including factory stores)	63
TOTAL	768

International branch offices and subsidiaries of NIKE are located in Argentina, Australia, Austria, Belgium, Bermuda, Brazil, Canada, Chile, China, Croatia, the Czech Republic, Denmark, Finland, France, Germany, Greece, Hong Kong, Hungary, India, Indonesia, Ireland, Israel, Italy, Japan, Korea, Macau, Malaysia, Mexico, the Netherlands, New Zealand, Norway, Panama, the Philippines, Poland, Portugal, Russia, Singapore, Slovakia, Slovenia, South Africa, Spain, Sri Lanka, Sweden, Switzerland, Taiwan, Thailand, Turkey, the United Arab Emirates, the United Kingdom, Uruguay and Vietnam.

SIGNIFICANT CUSTOMER

No customer accounted for 10% or more of our worldwide net revenues during fiscal 2019.

PRODUCT RESEARCH, DESIGN AND DEVELOPMENT

We believe our research, design and development efforts are key factors in our success. Technical innovation in the design and manufacturing process of footwear, apparel and athletic equipment receives continued emphasis as we strive to produce products that help to enhance athletic performance, reduce injury and maximize comfort, while reducing waste.

In addition to our own staff of specialists in the areas of biomechanics, chemistry, exercise physiology, engineering, industrial design, sustainability and related fields, we also utilize research committees and advisory boards made up of athletes, coaches, trainers, equipment managers, orthopedists, podiatrists and other experts who consult with us and review designs, materials, concepts for product and manufacturing process improvements and compliance with product safety regulations around the world. Employee athletes, athletes engaged under sports marketing contracts and other athletes wear-test and evaluate products during the design and development process.

As we continue to develop new technologies, we are simultaneously focused on the design of innovative products incorporating such technologies throughout our product categories. Using market intelligence and research, our various design teams identify opportunities to leverage new technologies in existing categories responding to consumer preferences. The proliferation of NIKE Air, Lunar, Zoom, Free, Flywire, Dri-Fit, Flyknit, Flyweave, ZoomX, React, Adaptive and NIKE+ technologies, among others, throughout our Running, NIKE Basketball, Jordan Brand, Football (Soccer), Training and Sportswear categories typifies our dedication to designing innovative products.

MANUFACTURING

We are supplied by 112 footwear factories located in 12 countries. The largest single footwear factory accounted for approximately 9% of total fiscal 2019 NIKE Brand footwear production. Virtually all of our footwear is manufactured outside of the United States by independent contract manufacturers which often operate multiple factories. For fiscal 2019, contract factories in Vietnam, China and Indonesia manufactured approximately 49%, 23% and 21% of total NIKE Brand footwear, respectively. We also have manufacturing agreements with independent contract manufacturers in Argentina and India to manufacture footwear for sale primarily within those countries. For fiscal 2019, four footwear contract manufacturers each accounted for greater than 10% of footwear production and in the aggregate accounted for approximately 61% of NIKE Brand footwear production.

We are supplied by 334 apparel factories located in 36 countries. The largest single apparel factory accounted for approximately 14% of total fiscal 2019 NIKE Brand apparel production. Virtually all of our apparel is manufactured outside of the United States by independent contract manufacturers which often operate multiple factories. For fiscal 2019, contract factories in China, Vietnam and Thailand produced approximately 27%, 22% and 10% of total NIKE Brand apparel, respectively. For fiscal 2019, one apparel contract manufacturer accounted for more than 10% of apparel production, and the top five contract manufacturers in the aggregate accounted for approximately 49% of NIKE Brand apparel production.

The principal materials used in our footwear products are natural and synthetic rubber, plastic compounds, foam cushioning materials, natural and synthetic leather, nylon, polyester and canvas, as well as polyurethane films used to make NIKE Air-Sole cushioning components. During fiscal 2019, Air Manufacturing Innovation, a wholly-owned subsidiary, with facilities near Beaverton, Oregon and in St. Charles, Missouri, as well as independent contractors in China and Vietnam, were our suppliers of the Air-Sole cushioning components used in footwear. The principal materials used in our apparel products are natural and synthetic fabrics and threads (both virgin and recycled); specialized performance fabrics designed to efficiently wick moisture away from the body, retain heat and repel rain and/or snow; and plastic and metal hardware. NIKE's independent contractors and suppliers buy raw materials for the manufacturing of our footwear, apparel and equipment products. Most raw materials are available and purchased by those independent contractors and suppliers in the countries where manufacturing takes place. NIKE's independent contract manufacturers and suppliers have thus far experienced little difficulty in satisfying raw material requirements for the production of our products.

Since 1972, Sojitz Corporation of America ("Sojitz America"), a large Japanese trading company and the sole owner of our redeemable preferred stock, has performed import-export financing services for us. During fiscal 2019, Sojitz America provided financing and purchasing services for NIKE Brand products sold in certain NIKE markets including Argentina, Brazil, Canada, India, South Africa and Uruguay, excluding products produced and sold in the same country. Approximately 5% of NIKE Brand sales occurred in those countries. Any failure of Sojitz America to provide these services or any failure of Sojitz America's banks could disrupt our ability to acquire products from our suppliers and to deliver products to our customers in those markets. Such a disruption could result in canceled orders that would adversely affect sales and profitability. However, we believe that any such disruption would be short-term in duration due to the ready availability of alternative sources of financing at competitive rates.

INTERNATIONAL OPERATIONS AND TRADE

Our international operations and sources of supply are subject to the usual risks of doing business abroad, such as the implementation of, or potential changes in, foreign and domestic trade policies, increases in import duties, anti-dumping measures, quotas, safeguard measures, trade restrictions, restrictions on the transfer of funds and, in certain parts of the world, political instability and terrorism. We have not, to date, been materially affected by any such risk, but cannot predict the likelihood of such material effects occurring in the future.

In recent years, uncertain global and regional economic and political conditions have affected international trade and increased protectionist actions around the world. These trends are affecting many global manufacturing and service sectors, and the footwear and apparel industries, as a whole, are not immune. Companies in our industry are facing trade protectionism in many different regions, and in nearly all cases we are working together with industry groups to address trade issues and reduce the impact to the industry, while observing applicable competition laws. Notwithstanding our efforts, protectionist measures have resulted in increases in the cost of our products, and additional measures, if implemented, could adversely affect sales and/or profitability for NIKE, as well as the imported footwear and apparel industry as a whole.

We monitor protectionist trends and developments throughout the world that may materially impact our industry, and we engage in administrative and judicial processes to mitigate trade restrictions. We are actively monitoring actions that may result in additional anti-dumping measures and could affect our industry. We are also monitoring for and advocating against other impediments that may limit or delay customs clearance for imports of footwear, apparel and equipment. NIKE also advocates for trade liberalization for footwear and apparel in a number of regional and bilateral free trade agreements. Changes in U.S. trade policies, including new and potential tariffs or penalties on imported goods, may negatively affect U.S. corporations with production activities outside the U.S., including NIKE. There have also been discussions and commentary regarding retaliatory actions by countries affected by the new tariffs and other changes in U.S. trade policy, and certain foreign governments have instituted or are considering imposing retaliatory measures on certain U.S. goods, which could negatively affect U.S. corporations with business operations and/or consumer markets in those countries. Depending on the extent that certain new or proposed reforms are implemented by the U.S. government and the manner in which foreign governments respond to such reforms, it may become necessary for us to change the way we conduct business, which may adversely affect our results of operations. In addition, with respect to proposed trade restrictions targeting China, which represents an important sourcing country and consumer market for us, we are working with a broad coalition of global businesses and trade associations representing a wide variety of sectors to help ensure that any legislation enacted and implemented (i) addresses legitimate and core concerns, (ii) is consistent with international trade rules and (iii) reflects and considers China's domestic economy and the important role it has in the global economic community.

Where trade protection measures are implemented, we believe that we have the ability to develop, over a period of time, adequate alternative sources of supply for the products obtained from our present suppliers. If events prevented us from acquiring products from our suppliers in a particular country, our operations could be temporarily disrupted and we could experience an adverse financial impact. However, we believe we could abate any such disruption, and that much of the adverse impact on supply would, therefore, be of a short-term nature, although alternate sources of supply might not be as cost-effective and could have an ongoing adverse impact on profitability.

Our international operations are also subject to compliance with the U.S. Foreign Corrupt Practices Act, or "FCPA", and other anti-bribery laws applicable to our operations. We source a significant portion of our products from, and have important consumer markets, outside of the United States, and we have an ethics and compliance program to address compliance with the FCPA and similar laws by us, our employees, agents, suppliers and other partners.

COMPETITION

The athletic footwear, apparel and equipment industry is highly competitive on a worldwide basis. We compete internationally with a significant number of athletic and leisure footwear companies, athletic and leisure apparel companies, sports equipment companies and large companies having diversified lines of athletic and leisure footwear, apparel and equipment, including adidas, Anta, ASICS, Li Ning, lululemon athletica, Puma, Under Armour and V.F. Corporation, among others. The intense competition and the rapid changes in technology and consumer preferences in the markets for athletic and leisure footwear and apparel and athletic equipment, constitute significant risk factors in our operations.

NIKE is the largest seller of athletic footwear and apparel in the world. Important aspects of competition in this industry are:

- Product attributes such as quality; performance and reliability; new product innovation and development and consumer price/value.
- Consumer connection and affinity for brands and products, developed through marketing and promotion; social media interaction; customer support and service; identification with prominent and influential athletes, public figures, coaches, teams, colleges and sports leagues who endorse our brands and use our products and active engagement through sponsored sporting events and clinics.
- Effective sourcing and distribution of products, with attractive merchandising and presentation at retail, both in-store and digital platforms.

We believe that we are competitive in all of these areas.

TRADEMARKS AND PATENTS

We believe that our intellectual property rights are important to our brand, our success and our competitive position. We pursue available protections of these rights and vigorously protect them against third-party theft and infringement.

We use trademarks on nearly all of our products and believe having distinctive marks that are readily identifiable is an important factor in creating a market for our goods, in identifying our brands and the Company, and in distinguishing our goods from the goods of others. We consider our NIKE and Swoosh Design trademarks to be among our most valuable assets and we have registered these trademarks in almost 170 jurisdictions worldwide. In addition, we own many other trademarks that we use in marketing our products. We own common law rights in the trade dress of several significant shoe designs and elements. For certain trade dress, we have sought and obtained trademark registrations.

We have copyright protection in our design, graphics and other original works. In some instances, we also obtain registered copyrights.

We file for, own and maintain many U.S. and foreign utility and design patents protecting components, technologies, materials, manufacturing techniques, features, functionality, and industrial and aesthetic designs used in and for the manufacture of various athletic and leisure footwear and apparel, athletic equipment and digital devices and related software applications. These patents expire at various times.

We believe our success depends upon our capabilities in areas such as design, research and development, production and marketing and is supported by our intellectual property rights, such as trademarks, patents and trade secrets, among others.

We have followed a policy of applying for and registering intellectual property rights in the United States and select foreign countries on trademarks, inventions, innovations and designs that we deem valuable. We also continue to vigorously protect our intellectual property, including trademarks, patents and trade secrets against third-party infringement.

EMPLOYEES

As of May 31, 2019, we had approximately 76,700 employees worldwide, including retail and part-time employees. Management is committed to maintaining an environment where all NIKE employees have the opportunity to reach their full potential. None of our employees are represented by a union, except for certain employees in the APLA geography, where local law requires those employees to be represented by a trade union. Also, in some countries outside of the United States, local laws require employee representation by works councils (which may be entitled to information and consultation on certain Company decisions) or by organizations similar to a union. In certain European countries, we are required by local law to enter into and/or comply with industry-wide or national collective bargaining agreements. NIKE has never experienced a material interruption of operations due to labor disagreements.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS

The executive officers of NIKE, Inc. as of July 23, 2019 are as follows:



Mark G. Parker, Chairman, President and Chief Executive Officer — Mr. Parker, 63, was appointed President and Chief Executive Officer in January 2006 and named Chairman of the Board in 2016. He has been employed by NIKE since 1979 with primary responsibilities in product research, design and development, marketing and brand management. Mr. Parker was appointed divisional Vice President in charge of product development in 1987, corporate Vice President in 1989, General Manager in 1993, Vice President of Global Footwear in 1998 and President of the NIKE Brand in 2001.



Andrew Campion, Executive Vice President and Chief Financial Officer — Mr. Campion, 47, joined NIKE in 2007 as Vice President of Global Planning and Development, leading strategic and financial planning. He was appointed Chief Financial Officer of the NIKE Brand in 2010, responsible for leading all aspects of financial management for the Company's flagship brand. In 2014, he was appointed Senior Vice President, Strategy, Finance and Investor Relations in addition to his role as Chief Financial Officer of NIKE Brand. Mr. Campion assumed the role of Executive Vice President and Chief Financial Officer in August 2015. Prior to joining NIKE, he held leadership roles in strategic planning, mergers and acquisitions, financial planning and analysis, operations and planning, investor relations and tax at The Walt Disney Company from 1996 to 2007.



Elliott Hill, President, Consumer and Marketplace — Mr. Hill, 55, joined NIKE in 1988, with primary responsibilities in sales and retail. He has served as Apparel Sales Director in Europe, Retail Development Director in Europe, Vice President of Sales and Retail in EMEA, General Manager of US Retail, Vice President of US Sales, Retail and NIKE.com, and Vice President of Global Retail. Most recently, Mr. Hill served as President of Geographies and Sales and Vice President and General Manager of North America. Mr. Hill was appointed President, Consumer and Marketplace in 2018.



Hilary K. Krane, Executive Vice President, Chief Administrative Officer and General Counsel — Ms. Krane, 55, joined NIKE as Vice President and General Counsel in 2010. In 2011, her responsibilities expanded, and she became Vice President, General Counsel and Corporate Affairs. Ms. Krane was appointed Executive Vice President, Chief Administrative Officer and General Counsel in 2013. Prior to joining NIKE, Ms. Krane was General Counsel and Senior Vice President for Corporate Affairs at Levi Strauss & Co. from 2006 to 2010. From 1996 to 2006, she was a Partner and Assistant General Counsel at PricewaterhouseCoopers LLP.



Monique S. Matheson, Executive Vice President, Global Human Resources — Ms. Matheson, 52, joined NIKE in 1998, with primary responsibilities in the human resources function. She was appointed as Vice President and Senior Business Partner in 2011 and Vice President, Chief Talent and Diversity Officer in 2012. Ms. Matheson was appointed Executive Vice President, Global Human Resources in 2017.



John F. Slusher, Executive Vice President, Global Sports Marketing — Mr. Slusher, 50, joined NIKE in 1998, with primary responsibilities in global sports marketing. Mr. Slusher was appointed Director of Sports Marketing for Asia Pacific and Americas in 2006, divisional Vice President of Asia Pacific & Americas Sports Marketing in September 2007 and Vice President, Global Sports Marketing in November 2007. Prior to joining NIKE, Mr. Slusher was an attorney at the law firm of O'Melveny & Myers from 1995 to 1998.



Eric D. Sprunk, Chief Operating Officer — Mr. Sprunk, 55, joined NIKE in 1993. He was appointed Finance Director and General Manager of the Americas in 1994, Finance Director for NIKE Europe in 1995, Regional General Manager of NIKE Europe Footwear in 1998 and Vice President & General Manager of the Americas in 2000. Mr. Sprunk was appointed Vice President of Global Footwear in 2001, Vice President of Merchandising and Product in 2009 and Chief Operating Officer in 2013. Prior to joining NIKE, Mr. Sprunk was a certified public accountant with Price Waterhouse from 1987 to 1993.

ITEM 1A. RISK FACTORS

Special Note Regarding Forward-Looking Statements and Analyst Reports

Certain written and oral statements, other than purely historic information, including estimates, projections, statements relating to NIKE's business plans, objectives and expected operating results and the assumptions upon which those statements are based, made or incorporated by reference from time to time by NIKE or its representatives in this report, other reports, filings with the SEC, press releases, conferences or otherwise, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain the words "believe," "anticipate," "expect," "estimate," "project," "will be," "will continue," "will likely result" or words or phrases of similar meaning. Forward-looking statements involve risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. The risks and uncertainties are detailed from time to time in reports filed by NIKE with the SEC, including reports filed on Forms 8-K, 10-Q and 10-K, and include, among others, the following: international, national and local general economic and market conditions; the size and growth of the overall athletic footwear, apparel and equipment markets; intense competition among designers, marketers, distributors and sellers of athletic footwear, apparel and equipment for consumers and endorsers; demographic changes; changes in consumer preferences; popularity of particular designs, categories of products and sports; seasonal and geographic demand for NIKE products; difficulties in anticipating or forecasting changes in consumer preferences, consumer demand for NIKE products and the various market factors described above; difficulties in implementing, operating and maintaining NIKE's increasingly complex information technology systems and controls, including, without limitation, the systems related to demand and supply planning and inventory control; interruptions in data and information technology systems; consumer data security; fluctuations and difficulty in forecasting operating results, including, without limitation, the fact that advance orders may not be indicative of future revenues due to changes in shipment timing, the changing mix of orders with shorter lead times, and discounts, order cancellations and returns; the ability of NIKE to sustain, manage or forecast its growth and inventories; the size, timing and mix of purchases of NIKE's products; increases in the cost of materials, labor and energy used to manufacture products; new product development and introduction; the ability to secure and protect trademarks, patents and other intellectual property; product performance and quality; customer service; adverse publicity, including without limitation, through social media or in connection with brand damaging events; the loss of significant customers or suppliers; dependence on distributors and licensees; business disruptions; increased costs of freight and transportation to meet delivery deadlines; increases in borrowing costs due to any decline in NIKE's debt ratings; changes in business strategy or development plans; general risks associated with doing business outside of the United States, including, without limitation, exchange rate fluctuations, inflation, import duties, tariffs, quotas, political and economic instability and terrorism; the impact of U.S. tax reform legislation on our results of operations; the potential impact of new laws, regulations or policy, including, without limitation, tariffs, import/export, trade and immigration regulations or policies; changes in government regulations; the impact of, including business and legal developments relating to, climate change and natural disasters; litigation, regulatory proceedings, sanctions or any other claims asserted against NIKE; the ability to attract and retain qualified employees, and any negative public perception with respect to key personnel; the effects of NIKE's decision to invest in or divest of businesses and other factors referenced or incorporated by reference in this report and other reports.

The risks included here are not exhaustive. Other sections of this report may include additional factors which could adversely affect NIKE's business and financial performance. Moreover, NIKE operates in a very competitive and rapidly changing environment. New risks emerge from time to time and it is not possible for management to predict all such risks, nor can it assess the impact of all such risks on NIKE's business or the extent to which any risk, or combination of risks, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results.

Investors should also be aware that while NIKE does, from time to time, communicate with securities analysts, it is against NIKE's policy to disclose to them any material non-public information or other confidential commercial information. Accordingly, shareholders should not assume that NIKE agrees with any statement or report issued by any analyst irrespective of the content of the statement or report. Furthermore, NIKE has a policy against confirming financial forecasts or projections issued by others. Thus, to the extent that reports issued by securities analysts contain any projections, forecasts or opinions, such reports are not the responsibility of NIKE.

Our products face intense competition.

NIKE is a consumer products company and the relative popularity of various sports and fitness activities and changing design trends affect the demand for our products. The athletic footwear, apparel and equipment industry is highly competitive both in the United States and worldwide. We compete internationally with a significant number of athletic and leisure footwear companies, athletic and leisure apparel companies, sports equipment companies and large companies having diversified lines of athletic and leisure footwear, apparel and equipment. We also compete with other companies for the production capacity of independent manufacturers that produce our products. Our NIKE Direct operations, both through our digital commerce operations and retail stores, also compete with multi-brand retailers selling our products.

Product offerings, technologies, marketing expenditures (including expenditures for advertising and endorsements), pricing, costs of production, customer service, digital commerce platforms and social media presence are areas of intense competition. This, in addition to rapid changes in technology and consumer preferences in the markets for athletic and leisure footwear and apparel and athletic equipment, constitute significant risk factors in our operations. In addition, the competitive nature of retail including shifts in the ways in which consumers are shopping, and the rising trend of digital commerce, constitutes a risk factor implicating our NIKE Direct and wholesale operations. If we do not adequately and timely anticipate and respond to our competitors, our costs may increase or the consumer demand for our products may decline significantly.

Failure to maintain our reputation and brand image could negatively impact our business.

Our iconic brands have worldwide recognition, and our success depends on our ability to maintain and enhance our brand image and reputation. Maintaining, promoting and growing our brands will depend on our design and marketing efforts, including advertising and consumer campaigns, product innovation and product quality. Our commitment to product innovation and quality and our continuing investment in design (including materials) and marketing may not have the desired impact on our brand image and reputation. In addition, our success in maintaining, extending and expanding our brand image depends on our ability to adapt to a rapidly changing media environment, including our increasing reliance on social media and digital dissemination of advertising campaigns. We could be adversely impacted if we fail to achieve any of these objectives.

Our brand value also depends on our ability to maintain a positive consumer perception of our corporate integrity and brand culture. Negative claims or publicity involving us, our products, consumer data, or any of our key employees, endorsers, sponsors or suppliers could seriously damage our reputation and brand image, regardless of whether such claims are accurate. For example, while we require our suppliers of our products to operate their business in compliance with applicable laws and regulations, we do not control their practices. Negative publicity relating to a violation or an alleged violation of policies or laws by such suppliers could damage our brand image. Social media, which accelerates and potentially amplifies the scope of negative publicity, can increase the challenges of responding to negative claims. Adverse publicity about regulatory or legal action against us, or by us, could also damage our reputation and brand image, undermine consumer confidence in us and reduce long-term demand for our products, even if the regulatory or legal action is unfounded or not material to our operations. If the reputation or image of any of our brands is tarnished or if we receive negative publicity, then our sales, financial condition and results of operations could be materially and adversely affected.

If we are unable to anticipate consumer preferences and develop new products, we may not be able to maintain or increase our revenues and profits.

Our success depends on our ability to identify, originate and define product trends as well as to anticipate, gauge and react to changing consumer demands in a timely manner. However, lead times for many of our products may make it more difficult for us to respond rapidly to new or changing product trends or consumer preferences. All of our products are subject to changing consumer preferences that cannot be predicted with certainty. Our new products may not receive consumer acceptance as consumer preferences could shift rapidly to different types of performance products or away from these types of products altogether, and our future success depends in part on our ability to anticipate and respond to these changes. If we fail to anticipate accurately and respond to trends and shifts in consumer preferences by adjusting the mix of existing product offerings, developing new products, designs, styles and categories, and influencing sports and fitness preferences through extensive marketing, we could experience lower sales, excess inventories or lower profit margins, any of which could have an adverse effect on our results of operations and financial condition. In addition, we market our products globally through a diverse spectrum of advertising and promotional programs and campaigns, including social media, mobile applications and online advertising. If we do not successfully market our products or if advertising and promotional costs increase, these factors could have an adverse effect on our business, financial condition and results of operations.

We rely on technical innovation and high-quality products to compete in the market for our products.

Technical innovation and quality control in the design and manufacturing process of footwear, apparel and athletic equipment is essential to the commercial success of our products. Research and development play a key role in technical innovation. We rely upon specialists in the fields of biomechanics, chemistry, exercise physiology, engineering, industrial design, sustainability and related fields, as well as research committees and advisory boards made up of athletes, coaches, trainers, equipment managers, orthopedists, podiatrists and other experts to develop and test cutting-edge performance products. While we strive to produce products that help to enhance athletic performance, reduce injury and maximize comfort, if we fail to introduce technical innovation in our products, consumer demand for our products could decline, and if we experience problems with the quality of our products, we may incur substantial expense to remedy the problems.

Failure to continue to obtain or maintain high-quality endorsers of our products could harm our business.

We establish relationships with professional athletes, sports teams and leagues, as well as other public figures, including artists, designers and influencers, to develop, evaluate and promote our products, as well as establish product authenticity with consumers. However, as competition in our industry has increased, the costs associated with establishing and retaining such sponsorships and other relationships have increased. If we are unable to maintain our current associations with professional

athletes, sports teams and leagues, or other public figures, or to do so at a reasonable cost, we could lose the high visibility or on-field authenticity associated with our products, and we may be required to modify and substantially increase our marketing investments. As a result, our brands, net revenues, expenses and profitability could be harmed.

Furthermore, if certain endorsers were to stop using our products contrary to their endorsement agreements, our business could be adversely affected. In addition, actions taken by athletes, teams or leagues, or other endorsers, associated with our products that harm the reputations of those athletes, teams or leagues, or endorsers, could also seriously harm our brand image with consumers and, as a result, could have an adverse effect on our sales and financial condition. In addition, poor performance by our endorsers, a failure to continue to correctly identify promising athletes, public figures or sports organizations, to use and endorse our products or a failure to enter into cost-effective endorsement arrangements with prominent athletes, public figures, and sports organizations could adversely affect our brand, sales and profitability.

General economic factors beyond our control, and changes in the global economic environment, including fluctuations in inflation and currency exchange rates, could result in lower revenues, higher costs and decreased margins and earnings.

A majority of our products are manufactured and sold outside of the United States, and we conduct purchase and sale transactions in various currencies, which increases our exposure to the volatility of global economic conditions, including fluctuations in inflation and foreign currency exchange rates. Additionally, there has been, and may continue to be, volatility in currency exchange rates as a result of the United Kingdom's impending exit from the European Union, commonly referred to as "Brexit" or new or proposed U.S. policy changes that impact the U.S. Dollar value relative to other international currencies. Our international revenues and expenses generally are derived from sales and operations in foreign currencies, and these revenues and expenses could be affected by currency fluctuations, specifically amounts recorded in foreign currencies and translated into U.S. Dollars for consolidated financial reporting, as weakening of foreign currencies relative to the U.S. Dollar adversely affects the U.S. Dollar value of the Company's foreign currency-denominated sales and earnings. Currency exchange rate fluctuations could also disrupt the business of the independent manufacturers that produce our products by making their purchases of raw materials more expensive and more difficult to finance. Foreign currency fluctuations have adversely affected and could continue to have an adverse effect on our results of operations and financial condition.

We may hedge certain foreign currency exposures to lessen and delay, but not to completely eliminate, the effects of foreign currency fluctuations on our financial results. Since the hedging activities are designed to lessen volatility, they not only reduce the negative impact of a stronger U.S. Dollar or other trading currency, but they also reduce the positive impact of a weaker U.S. Dollar or other trading currency. Our future financial results could be significantly affected by the value of the U.S. Dollar in relation to the foreign currencies in which we conduct business. The degree to which our financial results are affected for any given time period will depend in part upon our hedging activities.

Global economic conditions could have a material adverse effect on our business, operating results and financial condition.

The uncertain state of the global economy continues to impact businesses around the world, most acutely in emerging markets and developing economies. If global economic and financial market conditions do not improve or deteriorate, the following factors could have a material adverse effect on our business, operating results and financial condition:

- Slower consumer spending may result in reduced demand for our products, reduced orders from retailers for our products, order cancellations, lower revenues, higher discounts, increased inventories and lower gross margins.
- In the future, we may be unable to access financing in the credit and capital markets at reasonable rates in the event we find it desirable to do so.
- We conduct transactions in various currencies, which increases our exposure to fluctuations in foreign currency exchange rates relative to the U.S. Dollar. Continued volatility in the markets and exchange rates for foreign currencies and contracts in foreign currencies, including in response to certain policies advocated or implemented by the U.S. presidential administration, could have a significant impact on our reported operating results and financial condition.
- Continued volatility in the availability and prices for commodities and raw materials we use in our products and in our supply chain (such as cotton or petroleum derivatives) could have a material adverse effect on our costs, gross margins and profitability.
- If retailers of our products experience declining revenues or experience difficulty obtaining financing in the capital and credit markets to purchase our products, this could result in reduced orders for our products, order cancellations, late retailer payments, extended payment terms, higher accounts receivable, reduced cash flows, greater expense associated with collection efforts and increased bad debt expense.
- If retailers of our products experience severe financial difficulty, some may become insolvent and cease business operations, which could negatively impact the sale of our products to consumers.

- If contract manufacturers of our products or other participants in our supply chain experience difficulty obtaining financing in the capital and credit markets to purchase raw materials or to finance capital equipment and other general working capital needs, it may result in delays or non-delivery of shipments of our products.

Our business is affected by seasonality, which could result in fluctuations in our operating results.

We experience moderate fluctuations in aggregate sales volume during the year. Historically, revenues in the first and fourth fiscal quarters have slightly exceeded those in the second and third fiscal quarters. However, the mix of product sales may vary considerably from time to time as a result of changes in seasonal and geographic demand for particular types of footwear, apparel and equipment and in connection with the timing of significant sporting events, such as the NBA Finals, Olympics or the World Cup, among others. In addition, our customers may cancel orders, change delivery schedules or change the mix of products ordered with minimal notice. As a result, we may not be able to accurately predict our quarterly sales. Accordingly, our results of operations are likely to fluctuate significantly from period to period. This seasonality, along with other factors that are beyond our control, including general economic conditions, changes in consumer preferences, weather conditions, availability of import quotas, transportation disruptions and currency exchange rate fluctuations, could adversely affect our business and cause our results of operations to fluctuate. Our operating margins are also sensitive to a number of additional factors that are beyond our control, including manufacturing and transportation costs, shifts in product sales mix and geographic sales trends, all of which we expect to continue. Results of operations in any period should not be considered indicative of the results to be expected for any future period.

We may be adversely affected by the financial health of our customers.

We extend credit to our customers based on an assessment of a customer's financial condition, generally without requiring collateral. To assist in the scheduling of production and the shipping of our products, we offer certain customers the opportunity to place orders five to six months ahead of delivery under our futures ordering program. These advance orders may be canceled under certain conditions, and the risk of cancellation may increase when dealing with financially unstable retailers or retailers struggling with economic uncertainty. In the past, some customers have experienced financial difficulties up to and including bankruptcies, which have had an adverse effect on our sales, our ability to collect on receivables and our financial condition. When the retail economy weakens or as consumer behavior shifts, retailers may be more cautious with orders. A slowing or changing economy in our key markets could adversely affect the financial health of our customers, which in turn could have an adverse effect on our results of operations and financial condition. In addition, product sales are dependent in part on high quality merchandising and an appealing retail environment to attract consumers, which requires continuing investments by retailers. Retailers that experience financial difficulties may fail to make such investments or delay them, resulting in lower sales and orders for our products.

Failure to accurately forecast consumer demand could lead to excess inventories or inventory shortages, which could result in decreased operating margins, reduced cash flows and harm to our business.

To meet anticipated demand for our products, we purchase products from manufacturers outside of our futures ordering program and in advance of customer orders, which we hold in inventory and resell to customers. There is a risk we may be unable to sell excess products ordered from manufacturers. Inventory levels in excess of customer demand may result in inventory write-downs, and the sale of excess inventory at discounted prices could significantly impair our brand image and have an adverse effect on our operating results, financial condition and cash flows. Conversely, if we underestimate consumer demand for our products or if our manufacturers fail to supply products we require at the time we need them, we may experience inventory shortages. Inventory shortages might delay shipments to customers, negatively impact retailer, distributor and consumer relationships and diminish brand loyalty. The difficulty in forecasting demand also makes it difficult to estimate our future results of operations, financial condition and cash flows from period to period. A failure to accurately predict the level of demand for our products could adversely affect our net revenues and net income, and we are unlikely to forecast such effects with any certainty in advance.

Consolidation of retailers or concentration of retail market share among a few retailers may increase and concentrate our credit risk and impair our ability to sell products.

The athletic footwear, apparel and equipment retail markets in some countries are dominated by a few large athletic footwear, apparel and equipment retailers with many stores. These retailers have in the past increased their market share by expanding through acquisitions and construction of additional stores. These situations concentrate our credit risk with a relatively small number of retailers, and, if any of these retailers were to experience a shortage of liquidity or consumer behavior shifts away from traditional retail, it would increase the risk that their outstanding payables to us may not be paid. In addition, increasing market share concentration among one or a few retailers in a particular country or region increases the risk that if any one of them substantially reduces their purchases of our products, we may be unable to find a sufficient number of other retail outlets for our products to sustain the same level of sales and revenues.

Our NIKE Direct operations have required and will continue to require a substantial investment and commitment of resources and are subject to numerous risks and uncertainties.

Our NIKE Direct stores have required substantial fixed investment in equipment and leasehold improvements, information systems and personnel. We have entered into substantial operating lease commitments for retail space. Certain stores have been designed and built to serve as high-profile venues to promote brand awareness and marketing activities. Because of their unique design elements, locations and size, these stores require substantially more investment than other stores. Due to the high fixed-cost structure associated with our NIKE Direct operations, a decline in sales, a shift in consumer behavior away from brick-and-mortar retail, or the closure or poor performance of individual or multiple stores could result in significant lease termination costs, write-offs of equipment and leasehold improvements and employee-related costs.

Many factors unique to retail operations, some of which are beyond the Company's control, pose risks and uncertainties. Risks include, but are not limited to: credit card fraud; mismanagement of existing retail channel partners; and inability to manage costs associated with store construction and operation. In addition, extreme weather conditions in the areas in which our stores are located could adversely affect our business.

If the technology-based systems that give our consumers the ability to shop with us online do not function effectively, our operating results, as well as our ability to grow our digital commerce business globally, could be materially adversely affected.

Many of our consumers shop with us through our digital platforms. Increasingly, consumers are using mobile-based devices and applications to shop online with us and with our competitors, and to do comparison shopping. We are increasingly using social media and proprietary mobile applications to interact with our consumers and as a means to enhance their shopping experience. Any failure on our part to provide attractive, effective, reliable, user-friendly digital commerce platforms that offer a wide assortment of merchandise with rapid delivery options and that continually meet the changing expectations of online shoppers could place us at a competitive disadvantage, result in the loss of digital commerce and other sales, harm our reputation with consumers, have a material adverse impact on the growth of our digital commerce business globally and could have a material adverse impact on our business and results of operations.

Risks specific to our digital commerce business also include diversion of sales from our and our retailers' brick and mortar stores, difficulty in recreating the in-store experience through direct channels and liability for online content. Our failure to successfully respond to these risks might adversely affect sales in our digital commerce business, as well as damage our reputation and brands.

Failure to adequately protect or enforce our intellectual property rights could adversely affect our business.

We periodically discover counterfeit reproductions of our products or products that otherwise infringe our intellectual property rights. If we are unsuccessful in enforcing our intellectual property rights, continued sales of these products could adversely affect our sales and our brand and could result in a shift of consumer preference away from our products.

The actions we take to establish and protect our intellectual property rights may not be adequate to prevent imitation of our products by others. We also may be unable to prevent others from seeking to block sales of our products as violations of proprietary rights.

We may be subject to liability if third parties successfully claim we infringe on their intellectual property rights. Defending infringement claims could be expensive and time-consuming and might result in our entering into costly license agreements. We also may be subject to significant damages or injunctions against development, use, importation and/or sale of certain products.

We take various actions to prevent the unauthorized use and/or disclosure of our confidential information and intellectual property rights. These actions include contractual measures such as entering into non-disclosure and non-compete agreements and agreements relating to our collaborations with third parties and providing confidential information awareness training. Our controls and efforts to prevent unauthorized use and/or disclosure of confidential information and intellectual property rights might not always be effective. For example, confidential information related to business strategy, new technologies, mergers and acquisitions, unpublished financial results or personal data could be prematurely, inadvertently, or improperly used and/or disclosed, resulting in a loss of reputation, a decline in our stock price and/or a negative impact on our market position, and could lead to damages, fines, penalties or injunctions.

In addition, the laws of certain countries may not protect or allow enforcement of intellectual property rights to the same extent as the laws of the United States. We may face significant expenses and liability in connection with the protection of our intellectual property rights, including outside the United States, and if we are unable to successfully protect our rights or resolve intellectual property conflicts with others, our business or financial condition may be adversely affected.

We are subject to data security and privacy risks that could negatively affect our results, operations or reputation.

In addition to our own sensitive and proprietary business information, we handle transactional and personal information about our customers and users of our digital experiences, which include online distribution channels and product engagement, adaptive products and personal fitness applications. Hackers and data thieves are increasingly sophisticated and operate social

engineering, such as phishing, and large-scale, complex automated attacks that can evade detection for long periods of time. Any breach of our or our service providers' network, or other vendor systems, may result in the loss of confidential business and financial data, misappropriation of our consumers', users' or employees' personal information or a disruption of our business. Any of these outcomes could have a material adverse effect on our business, including unwanted media attention, impairment of our consumer and customer relationships, damage to our reputation; resulting in lost sales and consumers, fines, lawsuits, or significant legal and remediation expenses. We also may need to expend significant resources to protect against, respond to and/or redress problems caused by any breach.

In addition, we must comply with increasingly complex and rigorous regulatory standards enacted to protect business and personal data in the U.S., Europe and elsewhere. For example, the European Union adopted the General Data Protection Regulation (the "GDPR"), which became effective on May 25, 2018; and California passed the California Consumer Privacy Act (the "CCPA") which will go into effect in 2020. These laws impose additional obligations on companies regarding the handling of personal data and provides certain individual privacy rights to persons whose data is stored. Compliance with existing, proposed and recently enacted laws (including implementation of the privacy and process enhancements called for under GDPR and CCPA) and regulations can be costly; any failure to comply with these regulatory standards could subject us to legal and reputational risks. Misuse of or failure to secure personal information could also result in violation of data privacy laws and regulations, proceedings against the Company by governmental entities or others, damage to our reputation and credibility and could have a negative impact on revenues and profits.

We are subject to the risk our licensees may not generate expected sales or maintain the value of our brands.

We currently license, and expect to continue licensing, certain of our proprietary rights, such as trademarks or copyrighted material, to third parties. If our licensees fail to successfully market and sell licensed products, or fail to obtain sufficient capital or effectively manage their business operations, customer relationships, labor relationships, supplier relationships or credit risks, it could adversely affect our revenues, both directly from reduced royalties received and indirectly from reduced sales of our other products.

We also rely on our licensees to help preserve the value of our brands. Although we attempt to protect our brands through approval rights over the design, production processes, quality, packaging, merchandising, distribution, advertising and promotion of our licensed products, we cannot completely control the use of our licensed brands by our licensees. The misuse of a brand by or negative publicity involving a licensee could have a material adverse effect on that brand and on us.

Failure of our contractors or our licensees' contractors to comply with our code of conduct, local laws and other standards could harm our business.

We work with hundreds of contractors outside of the United States to manufacture our products, and we also have license agreements that permit unaffiliated parties to manufacture or contract for the manufacture of products using our intellectual property. We require the contractors that directly manufacture our products and our licensees that make products using our intellectual property (including, indirectly, their contract manufacturers) to comply with a code of conduct and other environmental, health and safety standards for the benefit of workers. We also require these contractors to comply with applicable standards for product safety. Notwithstanding their contractual obligations, from time to time contractors may not comply with such standards or applicable local law or our licensees may fail to enforce such standards or applicable local law on their contractors. Significant or continuing noncompliance with such standards and laws by one or more contractors could harm our reputation or result in a product recall and, as a result, could have an adverse effect on our sales and financial condition. Negative publicity regarding production methods, alleged practices or workplace or related conditions of any of our suppliers, manufacturers or licensees could adversely affect our brand image and sales and force us to locate alternative suppliers, manufacturers or licenses.

Our international operations involve inherent risks which could result in harm to our business.

Virtually all of our athletic footwear and apparel is manufactured outside of the United States, and the majority of our products are sold outside of the United States. Accordingly, we are subject to the risks generally associated with global trade and doing business abroad, which include foreign laws and regulations, varying consumer preferences across geographic regions, political unrest, disruptions or delays in cross-border shipments and changes in economic conditions in countries in which our products are manufactured or where we sell products. This includes, for example, the uncertainty surrounding the effect of Brexit, including changes to the legal and regulatory framework that apply to the United Kingdom and its relationship with the European Union, as well as new and proposed changes affecting tax laws and trade policy in the U.S. and elsewhere as further described below under "*We could be subject to changes in tax rates, adoption of new tax laws, additional tax liabilities or increased volatility in our effective tax rate*" and "*Changes to U.S. trade policy, tariff and import/export regulations may have a material adverse effect on our business, financial condition and results of operations.*" The U.S. presidential administration has indicated a focus on policy reforms that discourage U.S. corporations from outsourcing manufacturing and production activities to foreign jurisdictions, including through tariffs or penalties on goods manufactured outside the U.S., which may require us to change the way we conduct business and adversely affect our results of operations. The administration has also targeted the specific practices of certain U.S. multinational corporations in public statements which, if directed at us, could harm our reputation or otherwise negatively impact our business.

In addition, disease outbreaks, terrorist acts and military conflict have increased the risks of doing business abroad. These factors, among others, could affect our ability to manufacture products or procure materials, our ability to import products, our ability to sell products in international markets and our cost of doing business. If any of these or other factors make the conduct of business in a particular country undesirable or impractical, our business could be adversely affected. In addition, many of our imported products are subject to duties, tariffs or quotas that affect the cost and quantity of various types of goods imported into the United States and other countries. Any country in which our products are produced or sold may eliminate, adjust or impose new quotas, duties, tariffs, safeguard measures, anti-dumping duties, cargo restrictions to prevent terrorism, restrictions on the transfer of currency, climate change legislation, product safety regulations or other charges or restrictions, any of which could have an adverse effect on our results of operations and financial condition.

We could be subject to changes in tax rates, adoption of new tax laws, additional tax liabilities or increased volatility in our effective tax rate.

We are subject to the tax laws in the United States and numerous foreign jurisdictions. Current economic and political conditions make tax laws and regulations, or their interpretation and application, in any jurisdiction subject to significant change. On December 22, 2017, the U.S. enacted the Tax Cuts and Jobs Act (the "Tax Act"), which includes a number of significant changes to previous U.S. tax laws that impact us, including provisions for a one-time transition tax on deemed repatriation of undistributed foreign earnings, and a reduction in the corporate tax rate from 35% to 21% for tax years beginning after December 31, 2017, among other changes. The Tax Act also transitions U.S. international taxation from a worldwide system to a modified territorial system and includes base erosion prevention measures on non-U.S. earnings, which has the effect of subjecting certain earnings of our foreign subsidiaries to U.S. taxation.

Implementation of the Tax Act required us to record incremental provisional tax expense in fiscal 2018, which increased our effective tax rate in fiscal 2018. We completed our analysis of the Tax Act in the second quarter of fiscal 2019 and no adjustments were made to the provisional amounts recorded.

We earn a substantial portion of our income in foreign countries and are subject to the tax laws of those jurisdictions. There have been proposals to reform foreign tax laws that could significantly impact how U.S. multinational corporations are taxed on foreign earnings. Although we cannot predict whether or in what form these proposals will pass, several of the proposals considered, if enacted into law, could have an adverse impact on our income tax expense and cash flows.

Portions of our operations are subject to a reduced tax rate or are free of tax under various tax holidays and rulings. We also utilize tax rulings and other agreements to obtain certainty in treatment of certain tax matters. These holidays and rulings expire in whole or in part from time to time and may be extended when certain conditions are met, or terminated if certain conditions are not met. The impact of any changes in conditions would be the loss of certainty in treatment thus potentially impacting our effective income tax rate. For example, in January 2019, the European Commission opened a formal investigation to examine whether the Netherlands has breached State Aid rules when granting certain tax rulings to the Company. If this matter is adversely resolved, the Netherlands may be required to assess additional amounts with respect to current and prior periods and the Company's Netherlands income taxes in the future could increase.

We are also subject to the examination of our tax returns by the United States Internal Revenue Service ("IRS") and other tax authorities. We regularly assess the likelihood of an adverse outcome resulting from these examinations to determine the adequacy of its provision for income taxes. Although we believe our tax provisions are adequate, the final determination of tax audits and any related disputes could be materially different from our historical income tax provisions and accruals. The results of audits or related disputes could have an adverse effect on our financial statements for the period or periods for which the applicable final determinations are made. For example, we and our subsidiaries are also engaged in a number of intercompany transactions across multiple tax jurisdictions. Although we believe we have clearly reflected the economics of these transactions and the proper local transfer pricing documentation is in place, tax authorities may propose and sustain adjustments that could result in changes that may impact our mix of earnings in countries with differing statutory tax rates.

Changes to U.S. trade policy, tariff and import/export regulations or our failure to comply with such regulations may have a material adverse effect on our reputation, business, financial condition and results of operations.

Changes in U.S. or international social, political, regulatory and economic conditions or in laws and policies governing foreign trade, manufacturing, development and investment in the territories or countries where we currently sell our products or conduct our business, as well as any negative sentiment toward the U.S. as a result of such changes, could adversely affect our business. The U.S. presidential administration has instituted or proposed changes in trade policies that include the negotiation or termination of trade agreements, the imposition of higher tariffs on imports into the U.S., economic sanctions on individuals, corporations or countries, and other government regulations affecting trade between the U.S. and other countries where we conduct our business. It may be time-consuming and expensive for us to alter our business operations in order to adapt to or comply with any such changes.

As a result of recent policy changes of the U.S. presidential administration and recent U.S. government proposals, there may be greater restrictions and economic disincentives on international trade. The new tariffs and other changes in U.S. trade policy has in the past and could continue to trigger retaliatory actions by affected countries, and certain foreign governments have instituted

or are considering imposing retaliatory measures on certain U.S. goods. The Company, similar to many other multinational corporations, does a significant amount of business that would be impacted by changes to the trade policies of the U.S. and foreign countries (including governmental action related to tariffs, international trade agreements, or economic sanctions). Such changes have the potential to adversely impact the U.S. economy or certain sectors thereof, our industry and the global demand for our products, and as a result, could have a material adverse effect on our business, financial condition and results of operations.

If one or more of our counterparty financial institutions default on their obligations to us or fail, we may incur significant losses.

As part of our hedging activities, we enter into transactions involving derivative financial instruments, which may include forward contracts, commodity futures contracts, option contracts, collars and swaps with various financial institutions. In addition, we have significant amounts of cash, cash equivalents and other investments on deposit or in accounts with banks or other financial institutions in the United States and abroad. As a result, we are exposed to the risk of default by or failure of counterparty financial institutions. The risk of counterparty default or failure may be heightened during economic downturns and periods of uncertainty in the financial markets. If one of our counterparties were to become insolvent or file for bankruptcy, our ability to recover losses incurred as a result of default, or our assets deposited or held in accounts with such counterparty, may be limited by the counterparty's liquidity or the applicable laws governing the insolvency or bankruptcy proceedings. In the event of default or failure of one or more of our counterparties, we could incur significant losses, which could negatively impact our results of operations and financial condition.

We rely on a concentrated source base of contract manufacturers to supply a significant portion of our footwear products.

NIKE is supplied by 112 footwear factories located in 12 countries. We do not own or operate any of the footwear manufacturing facilities and depend upon independent contract manufacturers to manufacture all of the footwear products we sell. In fiscal 2019, four footwear contract manufacturers each accounted for greater than 10% of fiscal 2019 footwear production and in aggregate accounted for approximately 61% of NIKE Brand footwear production in fiscal 2019. Our ability to meet our customers' needs depends on our ability to maintain a steady supply of products from our independent contract manufacturers. If one or more of our significant suppliers were to sever their relationship with us or significantly alter the terms of our relationship, including due to changes in applicable trade policies, we may not be able to obtain replacement products in a timely manner, which could have a material adverse effect on our sales, financial condition or results of operations. Additionally, if any of our primary contract manufacturers fail to make timely shipments, do not meet our quality standards or otherwise fail to deliver us product in accordance with our plans, there could be a material adverse effect on our results of operations.

Our products are subject to risks associated with overseas sourcing, manufacturing and financing.

The principal materials used in our apparel products — natural and synthetic fabrics and threads, specialized performance fabrics designed to efficiently wick moisture away from the body, retain heat or repel rain and/or snow as well as plastic and metal hardware — are available in countries where our manufacturing takes place. The principal materials used in our footwear products — natural and synthetic rubber, plastic compounds, foam cushioning materials, natural and synthetic leather, natural and synthetic fabrics and threads, nylon, canvas and polyurethane films — are also locally available to manufacturers. Both our apparel and footwear products are dependent upon the ability of our unaffiliated contract manufacturers to locate, train, employ and retain adequate personnel. NIKE contractors and suppliers buy raw materials and are subject to wage rates that are oftentimes regulated by the governments of the countries in which our products are manufactured.

There could be a significant disruption in the supply of fabrics or raw materials from current sources or, in the event of a disruption, our contract manufacturers might not be able to locate alternative suppliers of materials of comparable quality at an acceptable price or at all. Further, our unaffiliated contract manufacturers have experienced and may continue to experience in the future, unexpected increases in work wages, whether government mandated or otherwise and increases in compliance costs due to governmental regulation concerning certain metals used in the manufacturing of our products. In addition, we cannot be certain that our unaffiliated manufacturers will be able to fill our orders in a timely manner. If we experience significant increases in demand, or reductions in the availability of materials, or need to replace an existing manufacturer, there can be no assurance additional supplies of fabrics or raw materials or additional manufacturing capacity will be available when required on terms acceptable to us, or at all, or that any supplier or manufacturer would allocate sufficient capacity to us in order to meet our requirements. In addition, even if we are able to expand existing or find new manufacturing or sources of materials, we may encounter delays in production and added costs as a result of the time it takes to train suppliers and manufacturers in our methods, products, quality control standards and labor, health and safety standards. Any delays, interruption or increased costs in labor or wages, or the supply of materials or manufacture of our products could have an adverse effect on our ability to meet retail customer and consumer demand for our products and result in lower revenues and net income both in the short- and long-term.

Because independent manufacturers make a majority of our products outside of our principal sales markets, our products must be transported by third parties over large geographic distances. Delays in the shipment or delivery of our products due to the availability of transportation, work stoppages, port strikes, infrastructure congestion or other factors, and costs and delays associated with consolidating or transitioning between manufacturers, could adversely impact our financial performance. In addition, manufacturing delays or unexpected demand for our products may require us to use faster, but more expensive, transportation methods such as air freight, which could adversely affect our profit margins. The cost of oil is a significant component in manufacturing and transportation costs, so increases in the price of petroleum products can adversely affect our profit margins. Changes in U.S. trade policies, including new and potential changes to import tariffs and existing trade policies and agreements, could also have a significant impact on our activities in foreign jurisdictions, and could adversely affect our results of operations.

In addition, Sojitz America performs significant import-export financing services for the Company. During fiscal 2019, Sojitz America provided financing and purchasing services for NIKE Brand products sold in certain NIKE markets including Argentina, Brazil, Canada, India, South Africa and Uruguay (collectively the "Sojitz Markets"), excluding products produced and sold in the same country. Any failure of Sojitz America to provide these services or any failure of Sojitz America's banks could disrupt our ability to acquire products from our suppliers and to deliver products to our customers in the Sojitz Markets. Such a disruption could result in canceled orders that would adversely affect sales and profitability.

Our success depends on our global distribution facilities.

We distribute our products to customers directly from the factory and through distribution centers located throughout the world. Our ability to meet customer expectations, manage inventory, complete sales and achieve objectives for operating efficiencies and growth, particularly in emerging markets, depends on the proper operation of our distribution facilities, the development or expansion of additional distribution capabilities and the timely performance of services by third parties (including those involved in shipping product to and from our distribution facilities). Our distribution facilities could be interrupted by information technology problems and disasters such as earthquakes or fires. Any significant failure in our distribution facilities could result in an adverse effect on our business. We maintain business interruption insurance, but it may not adequately protect us from adverse effects caused by significant disruptions in our distribution facilities.

We rely significantly on information technology to operate our business, including our supply chain and retail operations, and any failure, inadequacy or interruption of that technology could harm our ability to effectively operate our business.

We are heavily dependent on information technology systems and networks, including the Internet and third-party services ("Information Technology Systems"), across our supply chain, including product design, production, forecasting, ordering, manufacturing, transportation, sales and distribution, as well as for processing financial information for external and internal reporting purposes, retail operations and other business activities. Information Technology Systems are critical to many of our operating activities and our business processes and may be negatively impacted by any service interruption or shutdown. For example, our ability to effectively manage and maintain our inventory and to ship products to customers on a timely basis depends significantly on the reliability of these Information Technology Systems. Over a number of years, we have implemented Information Technology Systems in all of the geographical regions in which we operate. Our work to integrate, secure and enhance these systems and related processes in our global operations is ongoing and NIKE will continue to invest in these efforts. The failure of these systems to operate effectively, including as a result of security breaches, viruses, hackers, malware, natural disasters, vendor business interruptions or other causes, or failure to properly maintain, protect, repair or upgrade systems, or problems with transitioning to upgraded or replacement systems could cause delays in product fulfillment and reduced efficiency of our operations, could require significant capital investments to remediate the problem which may not be sufficient to cover all eventualities, and may have an adverse effect on our reputation, results of operations and financial condition.

We also use Information Technology Systems to process financial information and results of operations for internal reporting purposes and to comply with regulatory financial reporting, legal and tax requirements. If Information Technology Systems suffer severe damage, disruption or shutdown and our business continuity plans, or those of our vendors, do not effectively resolve the issues in a timely manner, we could experience delays in reporting our financial results, which could result in lost revenues and profits, as well as reputational damage. Furthermore, we depend on Information Technology Systems and personal data collection for digital marketing, digital commerce, consumer engagement and the marketing and use of our digital products and services. We also rely on our ability to engage in electronic communications throughout the world between and among our employees as well as with other third parties, including customers, suppliers, vendors and consumers. Any interruption in Information Technology Systems may impede our ability to engage in the digital space and result in lost revenues, damage to our reputation, and loss of users.

The market for prime real estate is competitive.

Our ability to effectively obtain real estate to open new retail stores and otherwise conduct our operations, both domestically and internationally, depends on the availability of real estate that meets our criteria for traffic, square footage, co-tenancies, lease

economics, demographics and other factors. We also must be able to effectively renew our existing real estate leases. In addition, from time to time, we seek to downsize, consolidate, reposition or close some of our real estate locations, which may require modification of an existing lease. Failure to secure adequate new locations or successfully modify leases for existing locations, or failure to effectively manage the profitability of our existing fleet of retail stores, could have an adverse effect on our operating results and financial condition.

Additionally, the economic environment may make it difficult to determine the fair market rent of real estate properties domestically and internationally. This could impact the quality of our decisions to exercise lease options at previously negotiated rents and to renew expiring leases at negotiated rents. Any adverse effect on the quality of these decisions could impact our ability to retain real estate locations adequate to meet our targets or efficiently manage the profitability of our existing fleet of stores, which could have an adverse effect on our operating results and financial condition.

Extreme weather conditions and natural disasters could negatively impact our operating results and financial condition.

Extreme weather conditions in the areas in which our retail stores, suppliers, customers, distribution centers, headquarters and vendors are located could adversely affect our operating results and financial condition. Moreover, natural disasters such as earthquakes, hurricanes and tsunamis, whether occurring in the United States or abroad, and their related consequences and effects, including energy shortages and public health issues, could disrupt our operations, the operations of our vendors and other suppliers or result in economic instability that may negatively impact our operating results and financial condition.

Our financial results may be adversely affected if substantial investments in businesses and operations fail to produce expected returns.

From time to time, we may invest in technology, business infrastructure, new businesses, product offering and manufacturing innovation and expansion of existing businesses, such as our digital commerce operations, which require substantial cash investments and management attention. We believe cost-effective investments are essential to business growth and profitability; however, significant investments are subject to typical risks and uncertainties inherent in developing a new business or expanding an existing business. The failure of any significant investment to provide expected returns or profitability could have a material adverse effect on our financial results and divert management attention from more profitable business operations.

We are subject to a complex array of laws and regulations and litigation and other legal and regulatory proceedings, which could have an adverse effect on our business, financial condition and results of operations.

As a multinational corporation with operations and distribution channels throughout the world, we are subject to and must comply with extensive laws and regulations in the U.S. and other jurisdictions in which we have operations and distribution channels. If we or our employees, agents, suppliers, and other partners fail to comply with any of these laws or regulations, such failure could subject us to fines, sanctions or other penalties that could negatively affect our reputation, business, financial condition and results of operations. We are involved in various types of claims, lawsuits, regulatory proceedings and government investigations relating to our business, our products and the actions of our employees and representatives, including contractual and employment relationships, product liability, antitrust, trademark rights and a variety of other matters. It is not possible to predict with certainty the outcome of any such legal or regulatory proceedings or investigations, and we could in the future incur judgments, fines or penalties, or enter into settlements of lawsuits and claims that could have a material adverse effect on our business, financial condition and results of operations and negatively impact our reputation. The global nature of our business means legal and compliance risks, such as anti-bribery, anti-corruption, fraud, trade, environmental, competition, privacy and other regulatory matters, will continue to exist and additional legal proceedings and other contingencies will arise from time to time, which could adversely affect us. In addition, the adoption of new laws or regulations, or changes in the interpretation of existing laws or regulations, may result in significant unanticipated legal and reputational risks. Any current or future legal or regulatory proceedings could divert management's attention from our operations and result in substantial legal fees.

The success of our business depends, in part, on high-quality employees, including key personnel.

Our success depends in part on the continued service of high-quality employees, including key executive officers and personnel. The loss of the services of key individuals, or any negative perception with respect to these individuals, could harm our business. Our success also depends on our ability to recruit, retain and engage our personnel sufficiently, both to maintain our current business and to execute our strategic initiatives. Competition for employees in our industry is intense and we may not be successful in attracting and retaining such personnel. In addition, shifts in U.S. immigration policy could negatively impact our ability to attract, hire and retain highly skilled employees who are from outside the U.S.

The sale of a large number of shares of common stock by our principal stockholder could depress the market price of our common stock.

As of June 30, 2019, Swoosh, LLC beneficially owned approximately 78% of our Class A Common Stock. If, on June 30, 2019, all of these shares were converted into Class B Common Stock, the commensurate ownership percentage of our Class B Common Stock would be approximately 16%. The shares are available for resale, subject to the requirements of the U.S. securities laws and the terms of the limited liability company agreement governing Swoosh, LLC. The sale or prospect of a sale of a substantial

number of these shares could have an adverse effect on the market price of our common stock. Swoosh, LLC was formed by Philip H. Knight, our Chairman Emeritus, to hold the majority of his shares of Class A Common Stock. Swoosh, LLC is controlled by Mr. Knight's son and NIKE director, Travis Knight.

Changes in our credit ratings or macroeconomic conditions may affect our liquidity, increasing borrowing costs and limiting our financing options.

Our long-term debt is currently rated Investment Grade by Standard & Poor's and Moody's Investors Service. If our credit ratings are lowered, borrowing costs for future long-term debt or short-term credit facilities may increase and our financing options, including our access to the unsecured credit market, could be limited. We may also be subject to restrictive covenants that would reduce our flexibility to, among other things, incur additional indebtedness, make restricted payments, pledge assets as security, make investments, loans, advances, guarantees and acquisitions, undergo fundamental changes and enter into transactions with affiliates. Failure to comply with such covenants could result in a default, and as a result, the commitments of our lenders under our credit agreements may be terminated and the maturity of amounts owed may be accelerated. In addition, macroeconomic conditions, such as increased volatility or disruption in the credit markets, could adversely affect our ability to refinance existing debt.

If our internal controls are ineffective, our operating results could be adversely affected.

Our internal control over financial reporting may not prevent or detect misstatements because of its inherent limitations, including the possibility of human error, the circumvention or overriding of controls or fraud. Even effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. If we fail to maintain the adequacy of our internal controls, including any failure to implement required new or improved controls, or if we experience difficulties in their implementation, our business and operating results could be harmed and we could fail to meet our financial reporting obligations.

If our estimates or judgments relating to our critical accounting policies prove to be incorrect, our operating results could be adversely affected.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions we believe to be reasonable under the circumstances, as provided in "Management's Discussion and Analysis of Financial Condition and Results of Operations." The results of these estimates form the basis for making judgments about the carrying values of assets, liabilities and equity, and the amount of revenue and expenses that are not readily apparent from other sources.

Significant assumptions and estimates used in preparing our consolidated financial statements include those related to revenue recognition, inventory reserves, contingent payments under endorsement contracts, accounting for property, plant and equipment and definite-lived assets, hedge accounting for derivatives, stock-based compensation, income taxes and other contingencies. Our operating results may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our operating results to fall below the expectations of securities analysts and investors, resulting in a decline in the price of our Class B Common Stock.

Anti-takeover provisions may impair an acquisition of the Company or reduce the price of our common stock.

There are provisions within our articles of incorporation and Oregon law intended to protect shareholder interests by providing the Board of Directors a means to attempt to deny coercive takeover attempts or to negotiate with a potential acquirer in order to obtain more favorable terms. Such provisions include a control share acquisition statute, a freeze-out statute, two classes of stock that vote separately on certain issues, and the fact that holders of Class A Common Stock elect three-quarters of the Board of Directors rounded down to the next whole number. However, such provisions could discourage, delay or prevent an unsolicited merger, acquisition or other change in control of our company that some shareholders might believe to be in their best interests or in which shareholders might receive a premium for their common stock over the prevailing market price. These provisions could also discourage proxy contests for control of the Company.

We may fail to meet market expectations, which could cause the price of our stock to decline.

Our Class B Common Stock is traded publicly, and at any given time various securities analysts follow our financial results and issue reports on us. These reports include information about our historical financial results as well as analysts' opinions of our future performance, which may, in part, be based upon any guidance we have provided. Analysts' estimates are often different from our estimates or expectations. If our operating results are below the estimates or expectations of public market analysts and investors, our stock price could decline. In the past, securities class action litigation has been brought against NIKE and other companies following a decline in the market price of their securities. If our stock price is volatile for any reason, we may become involved in this type of litigation in the future. Any litigation could result in reputational damage, substantial costs and a diversion of management's attention and resources needed to successfully run our business.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The following is a summary of principal properties owned or leased by NIKE:

The NIKE World Campus, owned by NIKE and located near Beaverton, Oregon, USA, is an approximately 400-acre site consisting of over 40 buildings which, together with adjacent leased properties, functions as our world headquarters and is occupied by approximately 12,600 employees engaged in management, research, design, development, marketing, finance and other administrative functions serving nearly all of our segments. We lease a similar, but smaller, administrative facility in Hilversum, the Netherlands, which serves as the headquarters for the Europe, Middle East & Africa geography and management of certain brand functions for our non-U.S. operations. We also lease an office complex in Shanghai, China, our headquarters for Greater China, occupied by employees focused on implementing our wholesale, NIKE Direct and merchandising strategies in the region, among other functions.

In the United States, NIKE has six significant distribution centers. Four are located in Memphis, Tennessee, two of which are owned and two of which are leased. Two other distribution centers, one located in Indianapolis, Indiana and one located in Dayton, Tennessee, are leased and operated by third-party logistics providers. NIKE Brand apparel and equipment are also shipped from our Foothill Ranch, California distribution center, which we lease. NIKE has several distribution facilities outside the United States, some of which are leased and operated by third-party logistics providers. The most significant distribution facilities outside the United States are located in Laakdal, Belgium; Taicang, China; Tomisato, Japan and Incheon, Korea, all of which we own.

Air Manufacturing Innovation manufactures Air-Sole cushioning components at NIKE-owned facilities and one leased facility located near Beaverton, Oregon and in St. Charles, Missouri. Air Manufacturing Innovation also manufactures and sells small amounts of various other plastic products to other manufacturers.

Aside from the principal properties described above, we lease many offices worldwide for sales and administrative purposes. We lease 1,147 retail stores worldwide, which primarily consist of factory stores. See "United States Market" and "International Markets" in Part I of this Report for additional information regarding our retail stores. Our leases expire at various dates through the year 2043.

ITEM 3. LEGAL PROCEEDINGS

There are no material pending legal proceedings, other than ordinary routine litigation incidental to our business, to which we are a party or of which any of our property is the subject.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

NIKE's Class B Common Stock is listed on the New York Stock Exchange and trades under the symbol NKE. At July 19, 2019, there were 23,305 holders of record of NIKE's Class B Common Stock and 13 holders of record of NIKE's Class A Common Stock. These figures do not include beneficial owners who hold shares in nominee name. The Class A Common Stock is not publicly traded, but each share is convertible upon request of the holder into one share of Class B Common Stock. Refer to Selected Quarterly Financial Data in Part II, Item 6 of this Report for dividends declared on the Class A and Class B Common Stock.

During the third quarter of fiscal 2019, the Company completed the previous four-year, \$12 billion share repurchase program authorized by the Board of Directors in November 2015. Throughout this program the Company purchased a total of 192.1 million shares at an average price of \$62.47 per share. Upon completion of this program, the Company began purchasing shares under the new four-year, \$15 billion share repurchase program authorized by the Board of Directors in June 2018. As of May 31, 2019, the Company had repurchased 11.6 million shares at an average price of \$84.72 per share for a total approximate cost of \$986 million under this new program.

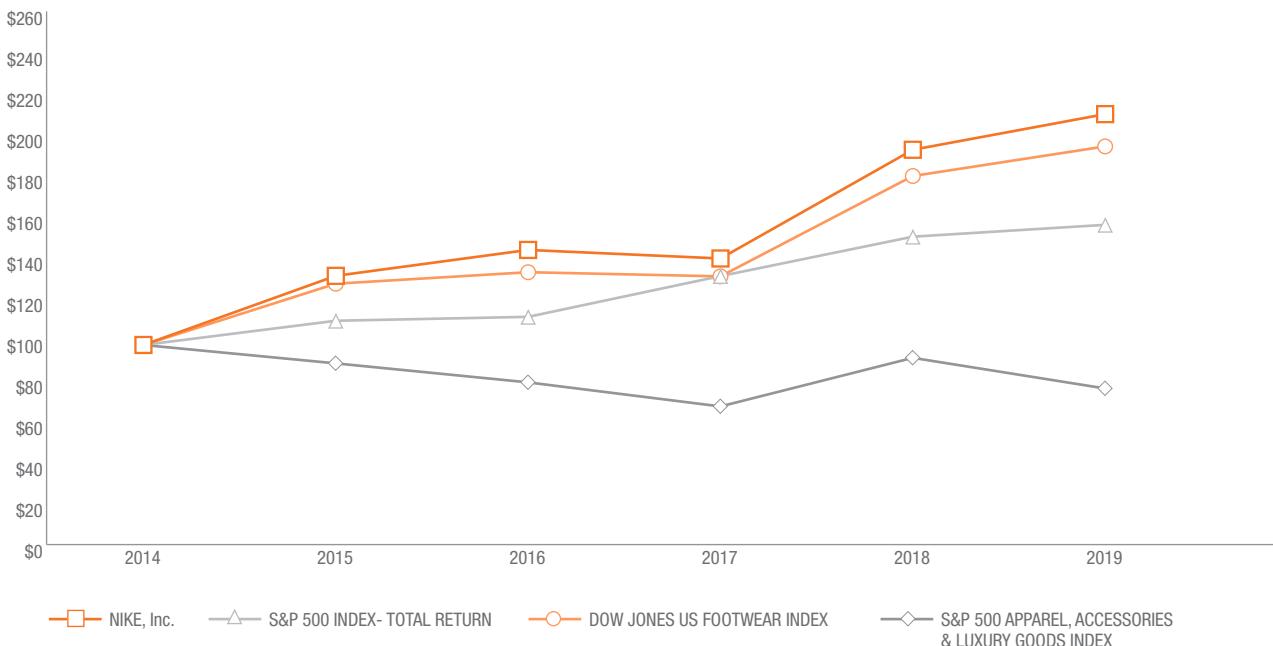
All share repurchases were made under NIKE's publicly announced program and there are no other programs under which the Company repurchases shares. The following table presents a summary of share repurchases made during the quarter ended May 31, 2019:

PERIOD	TOTAL NUMBER OF SHARES PURCHASED	AVERAGE PRICE PAID PER SHARE	APPROXIMATE DOLLAR VALUE OF SHARES THAT MAY YET BE PURCHASED UNDER THE PLANS OR PROGRAMS (IN MILLIONS)
March 1 — March 31, 2019	2,939,869	\$ 85.33	\$ 14,660
April 1 — April 30, 2019	3,303,884	\$ 86.53	\$ 14,374
May 1 — May 31, 2019	4,346,128	\$ 82.85	\$ 14,014
	10,589,881	\$ 84.69	

PERFORMANCE GRAPH

The following graph demonstrates a five-year comparison of cumulative total returns for NIKE's Class B Common Stock; the Standard & Poor's 500 Stock Index; the Standard & Poor's Apparel, Accessories & Luxury Goods Index; and the Dow Jones U.S. Footwear Index. The graph assumes an investment of \$100 on May 31, 2014 in each of the indices and our Class B Common Stock. Each of the indices assumes that all dividends were reinvested on the day of issuance.

COMPARISON OF 5-YEAR CUMULATIVE TOTAL RETURN AMONG NIKE, INC.; S&P 500 INDEX; THE DOW JONES U.S. FOOTWEAR INDEX; AND S&P APPAREL, ACCESSORIES & LUXURY GOODS INDEX



The Dow Jones U.S. Footwear Index consists of NIKE, Deckers Outdoor Corporation, Skechers U.S.A., Inc., Steven Madden, Ltd. and Wolverine World Wide, Inc. Because NIKE is part of the Dow Jones U.S. Footwear Index, the price and returns of NIKE stock have a substantial effect on this index. The Standard & Poor's Apparel, Accessories & Luxury Goods Index consists of Capri Holdings Limited, Hanesbrands Inc., PVH Corporation, Ralph Lauren Corporation, Tapestry, Inc., Under Armour, Inc. and V.F. Corporation. The Dow Jones U.S. Footwear Index and the Standard & Poor's Apparel, Accessories & Luxury Goods Index include companies in two major lines of business in which the Company competes. The indices do not encompass all of the Company's competitors, nor all product categories and lines of business in which the Company is engaged.

The stock performance shown on the performance graph above is not necessarily indicative of future performance. The Company will not make or endorse any predictions as to future stock performance.

The performance graph above is being furnished solely to accompany this Report pursuant to Item 201(e) of Regulation S-K, is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

ITEM 6. SELECTED FINANCIAL DATA

All share and per share amounts are reflective of the two-for-one stock split that began trading at the split-adjusted price on December 24, 2015.

(In millions, except per share data and financial ratios)	FINANCIAL HISTORY				
	2019	2018	2017	2016	2015
Year Ended May 31,					
Revenues	\$ 39,117	\$ 36,397	\$ 34,350	\$ 32,376	\$ 30,601
Gross profit	17,474	15,956	15,312	14,971	14,067
Gross margin	44.7%	43.8%	44.6%	46.2%	46.0%
Net income ⁽¹⁾	4,029	1,933	4,240	3,760	3,273
Earnings per common share: ⁽¹⁾					
Basic	2.55	1.19	2.56	2.21	1.90
Diluted	2.49	1.17	2.51	2.16	1.85
Weighted average common shares outstanding	1,579.7	1,623.8	1,657.8	1,697.9	1,723.5
Diluted weighted average common shares outstanding	1,618.4	1,659.1	1,692.0	1,742.5	1,768.8
Cash dividends declared per common share	0.86	0.78	0.70	0.62	0.54
Cash provided by operations	5,903	4,955	3,846	3,399	4,906
At May 31,					
Cash and equivalents	\$ 4,466	\$ 4,249	\$ 3,808	\$ 3,138	\$ 3,852
Short-term investments	197	996	2,371	2,319	2,072
Inventories	5,622	5,261	5,055	4,838	4,337
Working capital	8,659	9,094	10,587	9,667	9,255
Total assets ⁽²⁾⁽³⁾	23,717	22,536	23,259	21,379	21,590
Long-term debt	3,464	3,468	3,471	1,993	1,072
Capital lease obligations	60	75	27	15	5
Redeemable preferred stock	0.3	0.3	0.3	0.3	0.3
Shareholders' equity ⁽³⁾	9,040	9,812	12,407	12,258	12,707
Market capitalization	120,951	114,983	87,084	92,867	87,044
Financial Ratios:					
Return on equity ⁽¹⁾⁽³⁾	42.7%	17.4%	34.4%	30.1%	27.8%
Return on assets ⁽¹⁾⁽²⁾⁽³⁾	17.4%	8.4%	19.0%	17.5%	16.3%
Inventory turns	4.0	4.0	3.8	3.8	4.0
Current ratio at May 31	2.1	2.5	2.9	2.8	2.5
Price/Earnings ratio at May 31 ⁽¹⁾	31.0	61.4	21.1	25.6	27.5

- (1) Fiscal 2018 reflects the impact from the enactment of the Tax Cuts and Jobs Act. Refer to Note 9 — Income Taxes in the accompanying Notes to the Consolidated Financial Statements for additional information.
- (2) Fiscal 2019 reflects the impact from the adoption of Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers (Topic 606). Refer to Note 1 — Summary of Significant Accounting Policies in the accompanying Notes to the Consolidated Financial Statements for additional information.
- (3) Fiscal 2019 reflects the impact from the adoption of ASU No. 2016-16, Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory. Refer to Note 1 — Summary of Significant Accounting Policies in the accompanying Notes to the Consolidated Financial Statements for additional information.

SELECTED QUARTERLY FINANCIAL DATA

(UNAUDITED) (In millions, except per share data)	1ST QUARTER		2ND QUARTER		3RD QUARTER		4TH QUARTER	
	2019	2018	2019	2018	2019	2018 ⁽¹⁾	2019	2018
Revenues	\$ 9,948	\$ 9,070	\$ 9,374	\$ 8,554	\$ 9,611	\$ 8,984	\$10,184	\$ 9,789
Gross profit	4,397	3,962	4,105	3,678	4,339	3,938	4,633	4,378
Gross margin	44.2%	43.7%	43.8%	43.0%	45.1 %	43.8 %	45.5%	44.7%
Net income (loss)	1,092	950	847	767	1,101	(921)	989	1,137
Earnings (loss) per common share:								
Basic	0.69	0.58	0.54	0.47	0.70	(0.57)	0.63	0.71
Diluted	0.67	0.57	0.52	0.46	0.68	(0.57)	0.62	0.69
Weighted average common shares outstanding	1,594.0	1,639.1	1,581.4	1,627.0	1,572.8	1,623.5	1,570.2	1,605.7
Diluted weighted average common shares outstanding	1,634.4	1,676.9	1,620.7	1,660.9	1,609.6	1,623.5	1,607.5	1,641.2
Cash dividends declared per common share	0.20	0.18	0.22	0.20	0.22	0.20	0.22	0.20

(1) The third quarter of fiscal 2018 reflects the impact from the enactment of the Tax Cuts and Jobs Act. Refer to Note 9 — Income Taxes in the accompanying Notes to the Consolidated Financial Statements for additional information.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

NIKE designs, develops, markets and sells athletic footwear, apparel, equipment, accessories and services worldwide. We are the largest seller of athletic footwear and apparel in the world. We sell our products through NIKE-owned retail stores and through digital platforms (which we refer to collectively as our “NIKE Direct” operations), to retail accounts and to a mix of independent distributors, licensees and sales representatives in virtually all countries around the world. Our goal is to deliver value to our shareholders by building a profitable global portfolio of branded footwear, apparel, equipment and accessories businesses. Our strategy is to achieve long-term revenue growth by creating innovative, “must-have” products, building deep personal consumer connections with our brands and delivering compelling consumer experiences through digital platforms and at retail.

Through the Consumer Direct Offense, we are focusing on our Triple Double strategy, with the objective of doubling the impact of innovation, increasing our speed to market and growing our direct connections with consumers. As a result of the execution of this strategy, our long-term financial goals through fiscal 2023, on average, per year, are as follows:

- High single-digit revenue growth;
- Gross margin expansion of as much as 50 basis points;
- Slight selling and administrative expense leverage;
- Mid-teens earnings per share growth; and
- Low-thirties percentage rate of return on invested capital.

Fiscal 2019 was our first full year executing against our new strategy and our results demonstrated the power of the NIKE, Inc. portfolio to generate revenue growth, while investing in capabilities to fuel our next phase of long-term growth and profitability. We achieved record revenues in fiscal 2019, growing 7% to \$39.1 billion. The NIKE Brand, which represents over 90% of NIKE, Inc. Revenues, delivered 8% revenue growth fueled by investments in innovative products and digital platforms. On a currency-neutral basis, NIKE Brand revenues grew 11%, driven by growth across all geographies, NIKE Direct and wholesale, nearly all key categories and double-digit growth across footwear and apparel. Within our NIKE Direct business, digital outpaced all other channels, growing at 35% in fiscal 2019. Revenues for Converse increased 1% and 3% on a reported and currency-neutral basis, respectively, primarily driven by double-digit growth in Asia and digital, which was partially offset by declines in the U.S. and Europe.

Income before income taxes increased 11% for fiscal 2019, as revenue growth and gross margin expansion were partially offset by higher selling and administrative expense. NIKE, Inc. gross margin increased 90 basis points primarily due to higher full-price average selling price (ASP), on a wholesale equivalent basis, favorable changes in foreign currency exchange rates and growth in NIKE Direct. These benefits were partially offset by higher product costs. Selling and administrative expense was higher as a percent of revenues, reflecting investments in data and analytics capabilities, digital commerce platforms and an initial investment in a new enterprise resource planning tool to accelerate our end-to-end digital transformation. Additionally, we prioritized investments in global brand campaigns aimed at deepening our connection with consumers.

Diluted earnings per common share reflects a 2% decline in the weighted average diluted common shares outstanding, driven by our share repurchase program.

While foreign currency markets remain volatile, in part due to geopolitical dynamics leading to a stronger U.S. Dollar, we continue to see opportunities to drive future growth and profitability, and remain committed to effectively managing our business to achieve our financial goals over the long-term by executing against the operational strategies outlined above.

For discussion related to the results of operations and changes in financial condition for fiscal 2018 compared to fiscal 2017 refer to Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our fiscal 2018 Form 10-K, which was filed with the United States Securities and Exchange Commission on July 25, 2018.

USE OF NON-GAAP FINANCIAL MEASURES

Throughout this Annual Report on Form 10-K, we discuss non-GAAP financial measures, including references to wholesale equivalent revenues and currency-neutral revenues, which should be considered in addition to, and not in lieu of, the financial measures calculated and presented in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). References to wholesale equivalent revenues are intended to provide context as to the total size of our NIKE Brand market footprint if we had no NIKE Direct operations. NIKE Brand wholesale equivalent revenues consist of (1) sales to external wholesale customers and (2) internal sales from our wholesale operations to our NIKE Direct operations, which are charged at prices comparable to those charged to external wholesale customers. Additionally, currency-neutral revenues are calculated using actual exchange rates in use during the comparative prior year period to enhance the visibility of the underlying business trends excluding the impact of translation arising from foreign currency exchange rate fluctuations.

Management uses these non-GAAP financial measures when evaluating the Company's performance, including when making financial and operating decisions. Additionally, management believes these non-GAAP financial measures provide investors with additional financial information that should be considered when assessing our underlying business performance and trends. However, references to wholesale equivalent revenues and currency-neutral revenues should not be considered in isolation or as a substitute for other financial measures calculated and presented in accordance with U.S. GAAP and may not be comparable to similarly titled non-GAAP measures used by other companies.

RESULTS OF OPERATIONS

(Dollars in millions, except per share data)	FISCAL 2019	FISCAL 2018 ⁽¹⁾	% CHANGE	FISCAL 2017	% CHANGE
Revenues	\$ 39,117	\$ 36,397	7%	\$ 34,350	6%
Cost of sales	21,643	20,441	6%	19,038	7%
Gross profit	17,474	15,956	10%	15,312	4%
<i>Gross margin</i>	<i>44.7%</i>	<i>43.8%</i>		<i>44.6%</i>	
Demand creation expense	3,753	3,577	5%	3,341	7%
Operating overhead expense	8,949	7,934	13%	7,222	10%
Total selling and administrative expense	12,702	11,511	10%	10,563	9%
<i>% of revenues</i>	<i>32.5%</i>	<i>31.6%</i>		<i>30.8%</i>	
Interest expense (income), net	49	54	—	59	—
Other (income) expense, net	(78)	66	—	(196)	—
Income before income taxes	4,801	4,325	11%	4,886	-11%
Income tax expense	772	2,392	-68%	646	270%
<i>Effective tax rate</i>	<i>16.1%</i>	<i>55.3%</i>		<i>13.2%</i>	
NET INCOME	\$ 4,029	\$ 1,933	108%	\$ 4,240	-54%
Diluted earnings per common share	\$ 2.49	\$ 1.17	113%	\$ 2.51	-53%

(1) Fiscal 2018 reflects the impact from the enactment of the Tax Cuts and Jobs Act. Refer to Note 9 — Income Taxes in the accompanying Notes to the Consolidated Financial Statements for additional information.

CONSOLIDATED OPERATING RESULTS

REVENUES

(Dollars in millions)	FISCAL 2019	FISCAL 2018 ⁽¹⁾	% CHANGE	% CHANGE EXCLUDING CURRENCY CHANGES ⁽²⁾	FISCAL 2017 ⁽¹⁾	% CHANGE	% CHANGE EXCLUDING CURRENCY CHANGES ⁽²⁾
NIKE, Inc. Revenues:							
NIKE Brand Revenues by:							
Footwear	\$ 24,222	\$ 22,268	9%	12%	\$ 21,081	6%	4%
Apparel	11,550	10,733	8%	11%	9,654	11%	9%
Equipment	1,404	1,396	1%	4%	1,425	-2%	-4%
Global Brand Divisions ⁽³⁾	42	88	-52%	-53%	73	21%	12%
Total NIKE Brand Revenues	37,218	34,485	8%	11%	32,233	7%	5%
Converse	1,906	1,886	1%	3%	2,042	-8%	-11%
Corporate ⁽⁴⁾	(7)	26	—	—	75	—	—
TOTAL NIKE, INC. REVENUES	\$ 39,117	\$ 36,397	7%	11%	\$ 34,350	6%	4%
<i>Supplemental NIKE Brand Revenues Details:</i>							
NIKE Brand Revenues by:							
Sales to Wholesale Customers	\$ 25,423	\$ 23,969	6%	10%	\$ 23,078	4%	2%
Sales through NIKE Direct	11,753	10,428	13%	16%	9,082	15%	12%
Global Brand Divisions ⁽³⁾	42	88	-52%	-53%	73	21%	12%
TOTAL NIKE BRAND REVENUES	\$ 37,218	\$ 34,485	8%	11%	\$ 32,233	7%	5%
NIKE Brand Revenues on a Wholesale Equivalent Basis:⁽²⁾							
Sales to Wholesale Customers	\$ 25,423	\$ 23,969	6%	10%	\$ 23,078	4%	2%
Sales from our Wholesale Operations to NIKE Direct Operations	7,127	6,332	13%	16%	5,616	13%	10%
TOTAL NIKE BRAND WHOLESALE EQUIVALENT REVENUES	\$ 32,550	\$ 30,301	7%	11%	\$ 28,694	6%	4%
NIKE Brand Wholesale Equivalent Revenues by:⁽²⁾							
Men's	\$ 17,737	\$ 16,698	6%	10%	\$ 15,819	6%	4%
Women's	7,380	6,913	7%	11%	6,637	4%	2%
NIKE Kids'	5,283	4,906	8%	11%	4,838	1%	-1%
Others ⁽⁵⁾	2,150	1,784	21%	25%	1,400	27%	14%
TOTAL NIKE BRAND WHOLESALE EQUIVALENT REVENUES	\$ 32,550	\$ 30,301	7%	11%	\$ 28,694	6%	4%
NIKE Brand Wholesale Equivalent Revenues by:⁽²⁾							
Running	\$ 4,488	\$ 4,496	0%	4%	\$ 4,576	-2%	-4%
NIKE Basketball	1,597	1,494	7%	9%	1,292	16%	14%
Jordan Brand	3,138	2,856	10%	12%	3,098	-8%	-9%
Football (Soccer)	1,894	2,146	-12%	-6%	1,984	8%	5%
Training	3,137	3,126	0%	3%	3,080	1%	0%
Sportswear	12,442	10,720	16%	21%	9,272	16%	13%
Others ⁽⁶⁾	5,854	5,463	7%	9%	5,392	1%	0%
TOTAL NIKE BRAND WHOLESALE EQUIVALENT REVENUES	\$ 32,550	\$ 30,301	7%	11%	\$ 28,694	6%	4%

(1) Certain prior year amounts have been reclassified to conform to fiscal 2019 presentation. These changes had no impact on previously reported consolidated results of operations or shareholders' equity.

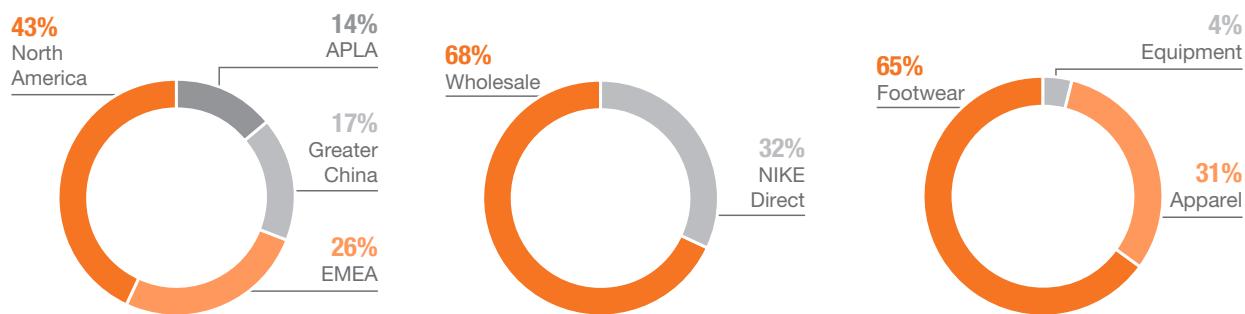
(2) The percent change excluding currency changes and the presentation of wholesale equivalent revenues represent non-GAAP financial measures. See "Use of Non-GAAP Financial Measures" for further information.

(3) Global Brand Divisions revenues are primarily attributable to NIKE Brand licensing businesses that are not part of a geographic operating segment.

- (4) Corporate revenues primarily consist of foreign currency hedge gains and losses related to revenues generated by entities within the NIKE Brand geographic operating segments and Converse, but managed through our central foreign exchange risk management program.
- (5) Others include all unisex products, equipment and other products not allocated to Men's, Women's and NIKE Kids', as well as certain adjustments that are not allocated to products designated by gender or age.
- (6) Others include all other categories and certain adjustments that are not allocated at the category level.

FISCAL 2019 NIKE BRAND REVENUE HIGHLIGHTS

The following tables present NIKE Brand revenues disaggregated by reportable operating segment, distribution channel and major product line:



FISCAL 2019 COMPARED TO FISCAL 2018

On a currency-neutral basis, NIKE, Inc. Revenues grew 11% for fiscal 2019, driven by growth in both the NIKE Brand and Converse. All NIKE Brand geographies delivered higher revenues for fiscal 2019 as our Consumer Direct Offense continued to deliver innovative products, deep brand connections and compelling retail experiences to consumers through NIKE.com and related mobile applications, digital partner platforms, NIKE-owned and partner stores, as well as through our wholesale customers. Revenue growth was broad-based as Greater China, North America and EMEA each contributed approximately 3 percentage points of growth to NIKE, Inc. Revenues, with APLA contributing approximately 2 percentage points of growth.

On a currency-neutral basis, NIKE Brand footwear and apparel revenues increased 12% and 11%, respectively, for fiscal 2019, while NIKE Brand equipment revenues grew 4%. On a category basis, the increase in NIKE Brand footwear revenues was driven by growth in nearly all key categories, led by Sportswear and, to a lesser extent, the Jordan Brand and Running. Unit sales of footwear increased 8% and higher ASP per pair contributed approximately 4 percentage points of footwear revenue growth, primarily due to higher full-price and NIKE Direct ASPs.

The currency-neutral increase in NIKE Brand apparel revenues for fiscal 2019 was fueled by growth in nearly all key categories, most notably Sportswear. Unit sales of apparel increased 6% and higher ASP per unit contributed approximately 5 percentage points of apparel revenue growth, primarily due to higher full-price ASP, in part reflecting lower discounts, as well as higher NIKE Direct ASP.

On a reported basis, NIKE Direct revenues represented approximately 32% of our total NIKE Brand revenues for fiscal 2019 compared to 30% for fiscal 2018. Digital commerce sales were \$3.8 billion for fiscal 2019 compared to \$2.8 billion for fiscal 2018. On a currency-neutral basis, NIKE Direct revenues increased 16% for fiscal 2019, driven by strong digital commerce sales growth of 35%, comparable store sales growth of 6% and the addition of new stores. Comparable store sales, which exclude digital commerce sales, comprises revenue from NIKE-owned in-line and factory stores for which all three of the following requirements have been met: (1) the store has been open at least one year, (2) square footage has not changed by more than 15% within the past year and (3) the store has not been permanently repositioned within the past year.

On a wholesale equivalent and currency-neutral basis, fiscal 2019 NIKE Brand Men's and Women's revenues increased 10% and 11%, respectively, both driven by growth in nearly all key categories, led by Sportswear. During fiscal 2019, the growth in Women's was fueled by our focus on compelling design, creating female-focused brand campaigns globally and a shift towards digital-led distribution. Revenues for our NIKE Kids' business increased 11%, as all key categories, except Football (Soccer), experienced growth.

GROSS MARGIN

FISCAL 2019 COMPARED TO FISCAL 2018

For fiscal 2019, our consolidated gross profit increased 10% to \$17,474 million compared to \$15,956 million for fiscal 2018. Gross margin increased 90 basis points to 44.7% for fiscal 2019 compared to 43.8% for fiscal 2018 due to the following:



*Wholesale equivalent

Higher NIKE Brand product costs are primarily due to shifts in mix to higher-cost products and an increase in labor rates compared to fiscal 2018. Additionally, gross margin was favorably impacted by growth in our higher-margin NIKE Direct business.

TOTAL SELLING AND ADMINISTRATIVE EXPENSE

(Dollars in millions)	FISCAL 2019	FISCAL 2018	% CHANGE	FISCAL 2017	% CHANGE
Demand creation expense ⁽¹⁾	\$ 3,753	\$ 3,577	5%	\$ 3,341	7%
Operating overhead expense	8,949	7,934	13%	7,222	10%
Total selling and administrative expense	\$ 12,702	\$ 11,511	10%	\$ 10,563	9%
% of revenues	32.5%	31.6%	90 bps	30.8%	80 bps

(1) Demand creation expense consists of advertising and promotion costs, including costs of endorsement contracts, complimentary product, television, digital and print advertising and media costs, brand events and retail brand presentation.

FISCAL 2019 COMPARED TO FISCAL 2018

Demand creation expense increased 5% for fiscal 2019 compared to fiscal 2018, due to sports marketing investments, as well as higher advertising and marketing expenses to support global brand campaigns, key sports moments and new product launches. Changes in foreign currency exchange rates decreased *Demand creation expense* by approximately 2 percentage points for fiscal 2019.

Operating overhead expense increased 13% for fiscal 2019 compared to fiscal 2018, driven primarily by higher wage-related and administrative expenses, which reflect critical investments in innovation, data and analytics capabilities, digital commerce platforms and an initial investment in a new enterprise resource planning tool to accelerate our end-to-end digital transformation. Changes in foreign currency exchange rates decreased *Operating overhead expense* by approximately 2 percentage points for fiscal 2019.

OTHER (INCOME) EXPENSE, NET

(Dollars In millions)	FISCAL 2019	FISCAL 2018	FISCAL 2017
Other (income) expense, net	\$ (78)	\$ 66	\$ (196)

Other (income) expense, net comprises foreign currency conversion gains and losses from the re-measurement of monetary assets and liabilities denominated in non-functional currencies and the impact of certain foreign currency derivative instruments, as well as unusual or non-operating transactions that are outside the normal course of business.

FISCAL 2019 COMPARED TO FISCAL 2018

Other (income) expense, net changed from \$66 million of other expense, net for fiscal 2018 to \$78 million of other income, net for fiscal 2019, primarily due to a \$136 million net beneficial change in foreign currency conversion gains and losses, including hedges.

We estimate the combination of the translation of foreign currency-denominated profits from our international businesses and the year-over-year change in foreign currency-related gains and losses included in *Other (income) expense, net* had an unfavorable impact on our *Income before income taxes* of \$97 million for fiscal 2019.

INCOME TAXES

	FISCAL 2019	FISCAL 2018	% CHANGE	FISCAL 2017	% CHANGE
Effective tax rate	16.1%	55.3%	(3,920) bps	13.2%	4,210 bps

FISCAL 2019 COMPARED TO FISCAL 2018

Our effective tax rate was 16.1% for fiscal 2019, compared to 55.3% for fiscal 2018 due to significant changes related to the enactment of the U.S. Tax Cuts and Jobs Act (the “Tax Act”) in the prior year and a reduction in the U.S. federal statutory rate to 21% in the current year. These decreases were partially offset by an increase in U.S. tax on foreign earnings due to the impact of global intangible low-taxed income (GILTI).

Refer to Note 9 — Income Taxes in the accompanying Notes to the Consolidated Financial Statements for additional information on the impact of the Tax Act.

OPERATING SEGMENTS

Our operating segments are evidence of the structure of the Company's internal organization. The NIKE Brand segments are defined by geographic regions for operations participating in NIKE Brand sales activity.

Each NIKE Brand geographic segment operates predominantly in one industry: the design, development, marketing and selling of athletic footwear, apparel and equipment. The Company's reportable operating segments for the NIKE Brand are: North America; Europe, Middle East & Africa (EMEA); Greater China; and Asia Pacific & Latin America (APLA), and include results for the NIKE, Jordan and Hurley brands. The Company's NIKE Direct operations are managed within each geographic operating segment. Converse is also a reportable operating segment for the Company, and operates predominately in one industry: the design, marketing, licensing and selling of casual sneakers, apparel and accessories.

As part of our centrally managed foreign exchange risk management program, standard foreign currency exchange rates are assigned twice per year to each NIKE Brand entity in our geographic operating segments and Converse. These rates are set approximately nine and twelve months in advance of the future selling seasons to which they relate (specifically, for each currency, one standard rate applies to the fall and holiday selling seasons and one standard rate applies to the spring and summer selling seasons) based on average market spot rates in the calendar month preceding the date they are established. Inventories and Cost of sales for geographic operating segments and Converse reflect the use of these standard rates to record non-functional currency product purchases into the entity's functional currency. Differences between assigned standard foreign currency exchange rates and actual market rates are included in Corporate, together with foreign currency hedge gains and losses generated from our centrally managed foreign exchange risk management program and other conversion gains and losses.

The breakdown of revenues is as follows:

(Dollars in millions)	FISCAL 2019	FISCAL 2018	% CHANGE	% CHANGE EXCLUDING CURRENCY CHANGES ⁽¹⁾	FISCAL 2017	% CHANGE	% CHANGE EXCLUDING CURRENCY CHANGES ⁽¹⁾
North America	\$ 15,902	\$ 14,855	7%	7%	\$ 15,216	-2%	-2%
Europe, Middle East & Africa	9,812	9,242	6%	11%	7,970	16%	9%
Greater China	6,208	5,134	21%	24%	4,237	21%	18%
Asia Pacific & Latin America	5,254	5,166	2%	13%	4,737	9%	10%
Global Brand Divisions ⁽²⁾	42	88	-52%	-53%	73	21%	12%
TOTAL NIKE BRAND	37,218	34,485	8%	11%	32,233	7%	5%
Converse	1,906	1,886	1%	3%	2,042	-8%	-11%
Corporate ⁽³⁾	(7)	26	—	—	75	—	—
TOTAL NIKE, INC. REVENUES	\$ 39,117	\$ 36,397	7%	11%	\$ 34,350	6%	4%

(1) The percent change excluding currency changes represents a non-GAAP financial measure. See "Use of Non-GAAP Financial Measures" for further information.

(2) Global Brand Divisions revenues are primarily attributable to NIKE Brand licensing businesses that are not part of a geographic operating segment.

(3) Corporate revenues primarily consist of foreign currency hedge gains and losses related to revenues generated by entities within the NIKE Brand geographic operating segments and Converse, but managed through our central foreign exchange risk management program.

The primary financial measure used by the Company to evaluate performance of individual operating segments is earnings before interest and taxes (commonly referred to as "EBIT"), which represents *Net income before Interest expense (income), net* and *Income tax expense* in the Consolidated Statements of Income. As discussed in Note 17 — Operating Segments and Related Information in the accompanying Notes to the Consolidated Financial Statements, certain corporate costs are not included in EBIT of our operating segments.

The breakdown of earnings before interest and taxes is as follows:

(Dollars in millions)	FISCAL 2019	FISCAL 2018	% CHANGE	FISCAL 2017	% CHANGE
North America	\$ 3,925	\$ 3,600	9%	\$ 3,875	-7%
Europe, Middle East & Africa	1,995	1,587	26%	1,507	5%
Greater China	2,376	1,807	31%	1,507	20%
Asia Pacific & Latin America	1,323	1,189	11%	980	21%
Global Brand Divisions	(3,262)	(2,658)	-23%	(2,677)	1%
TOTAL NIKE BRAND	6,357	5,525	15%	5,192	6%
Converse	303	310	-2%	477	-35%
Corporate	(1,810)	(1,456)	-24%	(724)	-101%
TOTAL NIKE, INC. EARNINGS BEFORE INTEREST AND TAXES	4,850	4,379	11%	4,945	-11%
Interest expense (income), net	49	54	—	59	—
TOTAL NIKE, INC. INCOME BEFORE INCOME TAXES	\$ 4,801	\$ 4,325	11%	\$ 4,886	-11%

NORTH AMERICA

(Dollars in millions)	FISCAL 2019	FISCAL 2018	% CHANGE	% CHANGE EXCLUDING CURRENCY CHANGES		% CHANGE EXCLUDING CURRENCY CHANGES	
				FISCAL 2017	% CHANGE	FISCAL 2017	% CHANGE
Revenues by:							
Footwear	\$ 10,045	\$ 9,322	8%	8%	\$ 9,684	-4%	-4%
Apparel	5,260	4,938	7%	7%	4,886	1%	1%
Equipment	597	595	0%	0%	646	-8%	-8%
TOTAL REVENUES	\$ 15,902	\$ 14,855	7%	7%	\$ 15,216	-2%	-2%
Revenues by:							
Sales to Wholesale Customers	\$ 10,875	\$ 10,159	7%	7%	\$ 10,756	-6%	-6%
Sales through NIKE Direct	5,027	4,696	7%	7%	4,460	5%	5%
TOTAL REVENUES	\$ 15,902	\$ 14,855	7%	7%	\$ 15,216	-2%	-2%
EARNINGS BEFORE INTEREST AND TAXES	\$ 3,925	\$ 3,600	9%		\$ 3,875	-7%	

In the current marketplace environment, we believe there continues to be a meaningful shift in the way consumers shop for product and make purchasing decisions. Consumers are demanding a constant flow of fresh and innovative product, and have an expectation for superior service and rapid delivery, all fueled by the shift toward digital and mono-brand experiences in NIKE Direct. Specifically, in North America we anticipate continued evolution within the retail landscape, driven by shifting consumer traffic patterns across digital and physical channels. The evolution of the North America marketplace is resulting in third-party retail store closures; however, we are currently seeing stabilization and momentum building with our strategic wholesale customers, fueled by innovative product and NIKE Brand consumer experiences, leveraging digital.

FISCAL 2019 COMPARED TO FISCAL 2018

On a currency-neutral basis, North America revenues increased 7%, driven by growth in nearly all key categories, led by Sportswear. NIKE Direct revenues increased 7% for fiscal 2019 as strong digital commerce sales growth of 29% and the addition of new stores more than offset a 3% decline in comparable store sales. The decline in comparable store sales was primarily due to higher sales in NIKE Brand in-line stores being more than offset by declines in NIKE Brand Factory Stores ("NFS"), as growth in our full-price channel has impacted the availability and composition of off-price inventory for sale within NFS.

Footwear revenues increased 8% on a currency-neutral basis for fiscal 2019, driven by growth in most key categories, led by Sportswear. Unit sales of footwear increased 4%, while higher ASP per pair contributed approximately 4 percentage points of footwear revenue growth. Higher ASP per pair was primarily due to higher full-price ASP, in part reflecting lower discounts, as well as higher ASP in our NIKE Direct business.

On a currency-neutral basis, apparel revenues increased 7% for fiscal 2019, driven by higher revenues in all key categories, led by Sportswear, followed by NIKE Basketball. Unit sales of apparel increased 5%, while higher ASP per unit contributed approximately 2 percentage points of apparel revenue growth. The increase in ASP per unit was primarily a result of higher full-price ASP, in part reflecting lower discounts.

Reported EBIT increased 9% for fiscal 2019, reflecting higher revenues, gross margin expansion and selling and administrative expense leverage. Gross margin increased 30 basis points as higher full-price ASP, in part reflecting lower discounts, as well as favorable full-price mix more than offset higher product costs. Selling and administrative expense grew due to higher demand creation and operating overhead expenses. The increase in demand creation expense was primarily due to higher advertising and marketing costs. Operating overhead expense increased as a result of higher wage-related costs, including investments in our NIKE Direct operations.

EUROPE, MIDDLE EAST & AFRICA

(Dollars in millions)	FISCAL 2019	FISCAL 2018	% CHANGE	% CHANGE EXCLUDING CURRENCY CHANGES	FISCAL 2017	% CHANGE	% CHANGE EXCLUDING CURRENCY CHANGES
Revenues by:							
Footwear	\$ 6,293	\$ 5,875	7%	12%	\$ 5,192	13%	6%
Apparel	3,087	2,940	5%	9%	2,395	23%	16%
Equipment	432	427	1%	5%	383	11%	6%
TOTAL REVENUES	\$ 9,812	\$ 9,242	6%	11%	\$ 7,970	16%	9%
Revenues by:							
Sales to Wholesale Customers	\$ 7,076	\$ 6,765	5%	9%	\$ 5,917	14%	8%
Sales through NIKE Direct	2,736	2,477	10%	15%	2,053	21%	13%
TOTAL REVENUES	\$ 9,812	\$ 9,242	6%	11%	\$ 7,970	16%	9%
EARNINGS BEFORE INTEREST AND TAXES	\$ 1,995	\$ 1,587	26%		\$ 1,507	5%	

FISCAL 2019 COMPARED TO FISCAL 2018

On a currency-neutral basis, EMEA revenues for fiscal 2019 grew 11%, reflecting balanced growth across all territories. Revenues increased in nearly all key categories, led by Sportswear. NIKE Direct revenues increased 15%, driven by strong digital commerce sales growth of 28%, comparable store sales growth of 10% and the addition of new stores.

Currency-neutral footwear revenues grew 12% for fiscal 2019, driven by higher revenues in nearly all key categories, led by Sportswear. Unit sales of footwear increased 9% and higher ASP per pair contributed approximately 3 percentage points of footwear revenue growth. Higher ASP per pair primarily resulted from higher full-price and NIKE Direct ASPs.

For fiscal 2019, currency-neutral apparel revenues increased 9% due to growth in most key categories, led by Sportswear. Unit sales of apparel increased 6% and higher ASP per unit contributed approximately 3 percentage points of apparel revenue growth. Higher ASP per unit was primarily due to higher NIKE Direct and full-price ASPs.

Reported EBIT increased 26% for fiscal 2019, primarily due to strong revenue growth, gross margin expansion and selling and administrative expense leverage. Gross margin increased 280 basis points as favorable standard foreign currency exchange rates and higher full-price ASP more than offset higher product costs. Selling and administrative expense increased due to higher operating overhead and demand creation expense. Growth in operating overhead expense was primarily due to higher wage-related and administrative costs, including investments in our NIKE Direct operations. The increase in demand creation expense was primarily driven by higher advertising and marketing expenses, as well as higher sports marketing costs. The growth in demand creation and operating overhead expense was favorably impacted by changes in foreign currency exchange rates, specifically the Euro.

GREATER CHINA

(Dollars in millions)	FISCAL 2019	FISCAL 2018	% CHANGE	% CHANGE EXCLUDING CURRENCY CHANGES	FISCAL 2017	% CHANGE	% CHANGE EXCLUDING CURRENCY CHANGES
Revenues by:							
Footwear	\$ 4,262	\$ 3,496	22%	25%	\$ 2,920	20%	16%
Apparel	1,808	1,508	20%	23%	1,188	27%	23%
Equipment	138	130	6%	8%	129	1%	-1%
TOTAL REVENUES	\$ 6,208	\$ 5,134	21%	24%	\$ 4,237	21%	18%
Revenues by:							
Sales to Wholesale Customers	\$ 3,726	\$ 3,216	16%	19%	\$ 2,774	16%	13%
Sales through NIKE Direct	2,482	1,918	29%	33%	1,463	31%	27%
TOTAL REVENUES	\$ 6,208	\$ 5,134	21%	24%	\$ 4,237	21%	18%
EARNINGS BEFORE INTEREST AND TAXES	\$ 2,376	\$ 1,807	31%		\$ 1,507	20%	

FISCAL 2019 COMPARED TO FISCAL 2018

On a currency-neutral basis, Greater China revenues for fiscal 2019 increased 24%, driven by higher revenues in nearly all key categories, led by Sportswear, the Jordan Brand and NIKE Basketball. NIKE Direct revenues increased 33%, driven by strong digital commerce sales growth of 47%, comparable store sales growth of 23% and the addition of new stores.

Currency-neutral footwear revenues increased 25% for fiscal 2019, driven by growth in most key categories, led by Sportswear and, to a lesser extent, the Jordan Brand and NIKE Basketball. Unit sales of footwear increased 20% and higher ASP per pair contributed approximately 5 percentage points to footwear revenue growth, driven by higher NIKE Direct and full-price ASPs.

The currency-neutral apparel revenue growth of 23% for fiscal 2019 was fueled by higher revenues in nearly all key categories, most notably Sportswear and the Jordan Brand. Unit sales of apparel increased 14% and higher ASP per unit increased apparel revenue growth by approximately 9 percentage points, primarily driven by higher full-price and NIKE Direct ASPs.

Reported EBIT increased 31% for fiscal 2019, driven by higher revenues, gross margin expansion and selling and administrative expense leverage. Gross margin increased 210 basis points as higher full-price ASP, in part reflecting lower discounts, as well as favorable standard foreign currency exchange rates and higher NIKE Direct margins more than offset higher product costs. Selling and administrative expense increased due to higher demand creation and operating overhead expenses. Demand creation expense increased primarily due to higher retail brand presentation, advertising and marketing costs, as well as higher sports marketing expenses. Growth in operating overhead expense was driven by higher wage-related and administrative costs, including investments in our NIKE Direct operations.

ASIA PACIFIC & LATIN AMERICA

(Dollars in millions)	FISCAL 2019	FISCAL 2018	% CHANGE	% CHANGE EXCLUDING CURRENCY CHANGES	FISCAL 2017	% CHANGE	% CHANGE EXCLUDING CURRENCY CHANGES
Revenues by:							
Footwear	\$ 3,622	\$ 3,575	1%	12%	\$ 3,285	9%	9%
Apparel	1,395	1,347	4%	15%	1,185	14%	15%
Equipment	237	244	-3%	8%	267	-9%	-8%
TOTAL REVENUES	\$ 5,254	\$ 5,166	2%	13%	\$ 4,737	9%	10%
Revenues by:							
Sales to Wholesale Customers	\$ 3,746	\$ 3,829	-2%	9%	\$ 3,631	5%	6%
Sales through NIKE Direct	1,508	1,337	13%	23%	1,106	21%	21%
TOTAL REVENUES	\$ 5,254	\$ 5,166	2%	13%	\$ 4,737	9%	10%
EARNINGS BEFORE INTEREST AND TAXES	\$ 1,323	\$ 1,189	11%		\$ 980	21%	

FISCAL 2019 COMPARED TO FISCAL 2018

On a currency-neutral basis, APLA revenues increased 13% for fiscal 2019, driven by higher revenues in every territory. Territory revenue growth was led by SOCO (which comprises Argentina, Uruguay and Chile), Korea and Japan, which increased 19%, 16% and 11%, respectively. Revenues increased in nearly all key categories, led by Sportswear and Running. NIKE Direct revenues increased 23%, fueled by strong digital commerce sales growth of 61%, comparable store sales growth of 14% and the addition of new stores.

The 12% increase in currency-neutral footwear revenues for fiscal 2019 was attributable to growth in most key categories, led by Sportswear, followed by Running. Unit sales of footwear increased 6% and higher ASP per pair contributed approximately 6 percentage points of footwear revenue growth, driven by higher full-price and NIKE Direct ASPs, in part reflecting inflationary conditions in our SOCO territory.

Currency-neutral apparel revenues grew 15% for fiscal 2019, driven by higher revenues in nearly all key categories, most notably Sportswear, followed by Training. Unit sales of apparel increased 7% and higher ASP per unit contributed approximately 8 percentage points of apparel revenue growth, primarily driven by higher full-price and NIKE Direct ASPs, in part reflecting inflationary conditions in our SOCO territory.

Reported EBIT increased 11% for fiscal 2019 due to revenue growth, gross margin expansion and slightly lower selling and administrative expense. Gross margin increased 170 basis points as higher full-price ASP, as well as the favorable impact of growth and margin expansion in our NIKE Direct business, more than offset higher product costs. Demand creation expense decreased slightly as higher retail brand presentation and sports marketing costs were more than offset by the favorable impact of changes in foreign currency exchange rates, primarily the Argentine Peso (ARS) and Brazilian Real (BRL). Operating overhead expense decreased slightly as higher wage-related and administrative costs in our NIKE Direct operations were more than offset by the favorable impact of changes in foreign currency exchange rates, primarily the ARS and BRL.

GLOBAL BRAND DIVISIONS

(Dollars in millions)	FISCAL 2019	FISCAL 2018	% CHANGE	% CHANGE EXCLUDING CURRENCY CHANGES	FISCAL 2017	% CHANGE	% CHANGE EXCLUDING CURRENCY CHANGES
Revenues	\$ 42	\$ 88	-52%	-53%	\$ 73	21%	12%
Earnings (Loss) Before Interest and Taxes	\$ (3,262)	\$ (2,658)	-23%		\$ (2,677)	1%	

Global Brand Divisions primarily represent demand creation and operating overhead expense, including product creation and design expenses that are centrally managed for the NIKE Brand, as well as costs associated with NIKE Direct global digital operations and enterprise technology. Revenues for Global Brand Divisions are primarily attributable to NIKE Brand licensing businesses that are not part of a geographic operating segment.

FISCAL 2019 COMPARED TO FISCAL 2018

Global Brand Divisions' loss before interest and taxes increased 23% for fiscal 2019 as total selling and administrative expense increased compared to fiscal 2018. Operating overhead expense growth was primarily driven by higher wage-related and administrative costs resulting from investments in data and analytics capabilities, digital commerce platforms and our initial investment in a new enterprise resource planning tool, all of which are in an effort to accelerate our end-to-end digital transformation. Lower demand creation expense was primarily due to lower advertising and marketing costs.

CONVERSE

(Dollars in millions)	FISCAL 2019	FISCAL 2018	% CHANGE	% CHANGE EXCLUDING CURRENCY CHANGES	FISCAL 2017	% CHANGE	% CHANGE EXCLUDING CURRENCY CHANGES
Revenues	\$ 1,906	\$ 1,886	1%	3%	\$ 2,042	-8%	-11%
Earnings Before Interest and Taxes	\$ 303	\$ 310	-2%		\$ 477	-35%	

In territories we define as “direct distribution markets,” Converse designs, markets and sells products directly to distributors, wholesale customers and to consumers through direct to consumer operations. The largest direct distribution markets are the United States, the United Kingdom and China. We do not own the Converse trademarks in Japan and accordingly do not earn revenues in Japan. Territories other than direct distribution markets and Japan are serviced by third-party licensees who pay royalty revenues to Converse for the use of its registered trademarks and other intellectual property rights.

FISCAL 2019 COMPARED TO FISCAL 2018

On a currency-neutral basis, Converse revenues increased 3% for fiscal 2019. Comparable direct distribution markets (i.e., markets served under a direct distribution model for comparable periods in the current and prior fiscal years) increased 2%, which drove the majority of total Converse revenue growth. Comparable direct distribution market unit sales decreased 3% for fiscal 2019, while higher ASP per unit contributed approximately 5 percentage points of direct distribution markets revenue growth. On a territory basis, the increase in comparable direct distribution markets revenues for the year was primarily attributable to revenue growth in Asia across all distribution channels, partially offset by lower revenues in the U.S. and Europe. Conversion of markets from licensed to direct distribution had minimal impact on total Converse revenues for fiscal 2019. Revenues from comparable licensed markets grew 6% for fiscal 2019, primarily due to revenue growth in Asia and Brazil, but had minimal impact on total Converse revenue growth.

Reported EBIT for Converse decreased 2% for fiscal 2019 as higher selling and administrative expense more than offset gross margin expansion and revenue growth. Gross margin increased 180 basis points, driven by higher margin in our direct to consumer business, favorable standard foreign currency exchange rates and higher full-price ASP due to changes in product mix. Selling and administrative expense increased due to higher operating overhead and higher demand creation expense. Higher operating overhead expense was due to an increase in wage-related and administrative costs, primarily to support investments in our digital business. Higher demand creation expense was primarily due to an increase in advertising and marketing costs associated with our digital platform.

CORPORATE

(Dollars in millions)	FISCAL 2019	FISCAL 2018	% CHANGE	FISCAL 2017	% CHANGE
Revenues	\$ (7)	\$ 26	—	\$ 75	—
Earnings (Loss) Before Interest and Taxes	\$ (1,810)	\$ (1,456)	-24%	\$ (724)	-101%

Corporate revenues primarily consist of foreign currency hedge gains and losses related to revenues generated by entities within the NIKE Brand geographic operating segments and Converse, but managed through our central foreign exchange risk management program.

The Corporate loss before interest and taxes largely consists of unallocated general and administrative expenses, including expenses associated with centrally managed departments; depreciation and amortization related to our corporate headquarters; unallocated insurance, benefit and compensation programs, including stock-based compensation; and certain foreign currency gains and losses.

In addition to the foreign currency gains and losses recognized in Corporate revenues, foreign currency results in Corporate include gains and losses resulting from the difference between actual foreign currency exchange rates and standard rates used to record non-functional currency denominated product purchases within the NIKE Brand geographic operating segments and Converse; related foreign currency hedge results; conversion gains and losses arising from re-measurement of monetary assets and liabilities in non-functional currencies; and certain other foreign currency derivative instruments.

FISCAL 2019 COMPARED TO FISCAL 2018

For fiscal 2019, Corporate's loss before interest and taxes increased \$354 million primarily due to the following:

- an unfavorable change of \$276 million related to the difference between actual foreign currency exchange rates and standard foreign currency exchange rates assigned to the NIKE Brand geographic operating segments and Converse, net of hedge gains and losses; these results are reported as a component of consolidated gross margin;
- an unfavorable change of \$210 million, primarily due to higher operating overhead expense driven by higher wage-related and administrative costs; and
- a favorable change in net foreign currency gains and losses of \$132 million related to the re-measurement of monetary assets and liabilities denominated in non-functional currencies and the impact of certain foreign currency derivative instruments, reported as a component of consolidated *Other (income) expense, net*.

FOREIGN CURRENCY EXPOSURES AND HEDGING PRACTICES

OVERVIEW

As a global company with significant operations outside the United States, in the normal course of business we are exposed to risk arising from changes in currency exchange rates. Our primary foreign currency exposures arise from the recording of transactions denominated in non-functional currencies and the translation of foreign currency denominated results of operations, financial position and cash flows into U.S. Dollars.

Our foreign exchange risk management program is intended to lessen both the positive and negative effects of currency fluctuations on our consolidated results of operations, financial position and cash flows. We manage global foreign exchange risk centrally on a portfolio basis to address those risks material to NIKE, Inc. We manage these exposures by taking advantage of natural offsets and currency correlations existing within the portfolio and, where practical and material, by hedging a portion of the remaining exposures using derivative instruments such as forward contracts and options. As described below, the implementation of the NIKE Trading Company (NTC) and our foreign currency adjustment program enhanced our ability to manage our foreign exchange risk by increasing the natural offsets and currency correlation benefits existing within our portfolio of foreign exchange exposures. Our hedging policy is designed to partially or entirely offset the impact of exchange rate changes on the underlying net exposures being hedged. Where exposures are hedged, our program has the effect of delaying the impact of exchange rate movements on our Consolidated Financial Statements; the length of the delay is dependent upon hedge horizons. We do not hold or issue derivative instruments for trading or speculative purposes.

Refer to Note 6 — Fair Value Measurements and Note 14 — Risk Management and Derivatives in the accompanying Notes to the Consolidated Financial Statements for additional description of how the above financial instruments are valued and recorded, as well as the fair value of outstanding derivatives at each reported period end.

TRANSACTIONAL EXPOSURES

We conduct business in various currencies and have transactions which subject us to foreign currency risk. Our most significant transactional foreign currency exposures are:

- Product Costs — NIKE's product costs are exposed to fluctuations in foreign currencies in the following ways:
 1. Product purchases denominated in currencies other than the functional currency of the transacting entity:
 - a. Certain NIKE entities purchase product from the NTC, a wholly-owned sourcing hub that buys NIKE branded products from third-party factories, predominantly in U.S. Dollars. The NTC, whose functional currency is the U.S. Dollar, then sells the products to NIKE entities in their respective functional currencies. NTC sales to a NIKE entity with a different functional currency results in a foreign currency exposure for the NTC.
 - b. Other NIKE entities purchase product directly from third-party factories in U.S. Dollars. These purchases generate a foreign currency exposure for those NIKE entities with a functional currency other than the U.S. Dollar.
 2. Factory input costs: NIKE operates a foreign currency adjustment program with certain factories. The program is designed to more effectively manage foreign currency risk by assuming certain of the factories' foreign currency exposures, some of which are natural offsets to our existing foreign currency exposures. Under this program, our payments to these factories are adjusted for rate fluctuations in the basket of currencies ("factory currency exposure index") in which the labor, materials and overhead costs incurred by the factories in the production of NIKE branded products ("factory input costs") are denominated.

For the currency within the factory currency exposure indices that is the local or functional currency of the factory, the currency rate fluctuation affecting the product cost is recorded within *Inventories* and is recognized in *Cost of sales* when the related product is sold to a third-party. All currencies within the indices, excluding the U.S. Dollar and the local or functional currency of the factory, are recognized as embedded derivative contracts and are recorded at fair value through *Other (income) expense, net*. Refer to Note 14 — Risk Management and Derivatives in the accompanying Notes to the Consolidated Financial Statements for additional detail.

As an offset to the impacts of the fluctuating U.S. Dollar on our non-functional currency denominated product purchases described above, a strengthening U.S. Dollar against the foreign currencies within the factory currency exposure indices reduces NIKE's U.S. Dollar inventory cost. Conversely, a weakening U.S. Dollar against the indexed foreign currencies increases our inventory cost.

- Non-Functional Currency Denominated External Sales — A portion of our NIKE Brand and Converse revenues associated with European operations are earned in currencies other than the Euro (e.g., the British Pound) but are recognized at a subsidiary that uses the Euro as its functional currency. These sales generate a foreign currency exposure.
- Other Costs — Non-functional currency denominated costs, such as endorsement contracts, also generate foreign currency risk, though to a lesser extent. In certain cases, the Company has entered into contractual agreements which have payments indexed to foreign currencies that create embedded derivative contracts recorded at fair value through *Other (income) expense, net*. Refer to Note 14 — Risk Management and Derivatives in the accompanying Notes to the Consolidated Financial Statements for additional detail.
- Non-Functional Currency Denominated Monetary Assets and Liabilities — Our global subsidiaries have various assets and liabilities, primarily receivables and payables, including intercompany receivables and payables, denominated in currencies other than their functional currencies. These balance sheet items are subject to re-measurement which may create fluctuations in *Other (income) expense, net* within our consolidated results of operations.

MANAGING TRANSACTIONAL EXPOSURES

Transactional exposures are managed on a portfolio basis within our foreign currency risk management program. We manage these exposures by taking advantage of natural offsets and currency correlations that exist within the portfolio and may also elect to use currency forward and option contracts to hedge the remaining effect of exchange rate fluctuations on probable forecasted future cash flows, including certain product cost exposures, non-functional currency denominated external sales and other costs described above. Generally, these are accounted for as cash flow hedges, except for hedges of the embedded derivative components of the product cost exposures and other contractual agreements.

Certain currency forward contracts used to manage the foreign exchange exposure of non-functional currency denominated monetary assets and liabilities subject to re-measurement and embedded derivative contracts are not formally designated as hedging instruments. Accordingly, changes in fair value of these instruments are recognized in *Other (income) expense, net* and are intended to offset the foreign currency impact of the re-measurement of the related non-functional currency denominated asset or liability or the embedded derivative contract being hedged.

TRANSLATIONAL EXPOSURES

Many of our foreign subsidiaries operate in functional currencies other than the U.S. Dollar. Fluctuations in currency exchange rates create volatility in our reported results as we are required to translate the balance sheets, operational results and cash flows of these subsidiaries into U.S. Dollars for consolidated reporting. The translation of foreign subsidiaries' non-U.S. Dollar denominated balance sheets into U.S. Dollars for consolidated reporting results in a cumulative translation adjustment to *Accumulated other comprehensive income (loss)* within *Shareholders' equity*. In the translation of our Consolidated Statements of Income, a weaker U.S. Dollar in relation to foreign functional currencies benefits our consolidated earnings whereas a stronger U.S. Dollar reduces our consolidated earnings. The impact of foreign exchange rate fluctuations on the translation of our consolidated *Revenues* was a detriment of approximately \$1,236 million, a benefit of approximately \$832 million and a detriment of approximately \$542 million for the years ended May 31, 2019, 2018 and 2017, respectively. The impact of foreign exchange rate fluctuations on the translation of our *Income before income taxes* was a detriment of approximately \$233 million, a benefit of approximately \$177 million and a detriment of approximately \$115 million for the years ended May 31, 2019, 2018 and 2017, respectively.

Management generally identifies hyper-inflationary markets as those markets whose cumulative inflation rate over a three-year period exceeds 100%. Management has concluded our Argentina subsidiary within our APLA operating segment is operating in a hyper-inflationary market. As a result, beginning in the second quarter of fiscal 2019, the functional currency of our Argentina subsidiary changed from the local currency to the U.S. Dollar. As of and for the period ended May 31, 2019, this change did not have a material impact on our results of operations or financial condition and we do not anticipate it will have a material impact in future periods based on current rates.

MANAGING TRANSLATIONAL EXPOSURES

To minimize the impact of translating foreign currency denominated revenues and expenses into U.S. Dollars for consolidated reporting, certain foreign subsidiaries use excess cash to purchase U.S. Dollar denominated available-for-sale investments. The variable future cash flows associated with the purchase and subsequent sale of these U.S. Dollar denominated investments at non-U.S. Dollar functional currency subsidiaries creates a foreign currency exposure that qualifies for hedge accounting under U.S. GAAP. We utilize forward contracts and/or options to mitigate the variability of the forecasted future purchases and sales of these U.S. Dollar investments. The combination of the purchase and sale of the U.S. Dollar investment and the hedging instrument has the effect of partially offsetting the year-over-year foreign currency translation impact on net earnings in the period the investments are sold. Hedges of the purchase of U.S. Dollar denominated available-for-sale investments are accounted for as cash flow hedges.

We estimate the combination of translation of foreign currency-denominated profits from our international businesses and the year-over-year change in foreign currency related gains and losses included in *Other (income) expense, net* had an unfavorable impact of approximately \$97 million, \$110 million and \$59 million on our *Income before income taxes* for the years ended May 31, 2019, 2018 and 2017, respectively.

NET INVESTMENTS IN FOREIGN SUBSIDIARIES

We are also exposed to the impact of foreign exchange fluctuations on our investments in wholly-owned foreign subsidiaries denominated in a currency other than the U.S. Dollar, which could adversely impact the U.S. Dollar value of these investments and therefore the value of future repatriated earnings. We have, in the past, hedged and may, in the future, hedge net investment positions in certain foreign subsidiaries to mitigate the effects of foreign exchange fluctuations on these net investments. These hedges are accounted for as net investment hedges in accordance with U.S. GAAP. There were no outstanding net investment hedges as of May 31, 2019 and 2018. There were no cash flows from net investment hedge settlements for the years ended May 31, 2019, 2018 and 2017.

LIQUIDITY AND CAPITAL RESOURCES

CASH FLOW ACTIVITY

Cash provided by operations was \$5,903 million for fiscal 2019 compared to \$4,955 million for fiscal 2018. Net income, adjusted for non-cash items, generated \$5,341 million of operating cash flow for fiscal 2019 compared to \$3,473 million for fiscal 2018. The net change in working capital and other assets and liabilities resulted in an increase to *Cash provided by operations* of \$562 million for fiscal 2019, compared to an increase to *Cash provided by operations* of \$1,482 million for fiscal 2018. The primary driver of the change in working capital relates to the accrual of \$1,172 million for the transition tax under the Tax Act during fiscal 2018. Refer to Note 9 — Income Taxes for additional information on the Tax Act. *Cash provided by operations* in fiscal 2019 was further impacted by the net change in cash collateral with derivative counterparties as a result of hedging transactions. During fiscal 2019, we received cash collateral of \$266 million compared to \$23 million in fiscal 2018. In addition, the change in *Accounts receivable, net*, decreased *Cash provided by operations* by \$457 million in fiscal 2019, primarily driven by revenue growth.

Cash provided (used) by investing activities was an outflow of \$264 million for fiscal 2019, compared to an inflow of \$276 million for fiscal 2018, driven primarily by the net change in short-term investments. During fiscal 2019, the net change in investments (including sales, maturities and purchases) resulted in a cash inflow of \$850 million compared to an inflow of \$1,326 million in fiscal 2018.

In fiscal 2020, we plan to continue investing in our infrastructure to support future growth, including corporate facilities, expanding our digital capabilities and new NIKE Direct stores. We continue to expect such investments to approximate 3% to 4% of revenues, on average.

Cash used by financing activities was \$5,293 million for fiscal 2019 compared to \$4,835 million for fiscal 2018 with the increase primarily impacted by the repayment of *Notes payable* during fiscal 2019.

In fiscal 2019, we purchased 54.3 million shares of NIKE's Class B Common Stock for \$4,283 million (an average price of \$78.86 per share). During the third quarter of fiscal 2019, we concluded the four-year, \$12 billion program authorized by our Board of Directors in November 2015. Throughout this program we purchased a total of 192.1 million shares for \$12 billion (an average price of \$62.47 per share). Immediately following the completion of this program, we began repurchasing shares under the new four-year, \$15 billion program authorized by our Board of Directors in June 2018.

As of May 31, 2019, we had repurchased 11.6 million shares at a cost of \$986 million (an average price of \$84.72 per share) under this new program. We continue to expect funding of share repurchases will come from operating cash flows, excess cash and/or proceeds from debt. The timing and the amount of share repurchases will be dictated by our capital needs and stock market conditions.

CAPITAL RESOURCES

On July 21, 2016, we filed a shelf registration statement (the "Shelf") with the SEC which permits us to issue an unlimited amount of debt securities from time to time. The Shelf expired on July 21, 2019 and we plan to file a new shelf registration statement with the SEC in July 2019. For additional information regarding our long-term debt refer to Note 8 — Long-Term Debt in the accompanying Notes to the Consolidated Financial Statements.

On August 28, 2015, we entered into a committed credit facility agreement with a syndicate of banks, which provides for up to \$2 billion of borrowings. The facility matures August 28, 2020, with a one-year extension option prior to any anniversary of the closing date, provided that in no event shall it extend beyond August 28, 2022. As of and for the periods ended May 31, 2019 and 2018, we had no amounts outstanding under the committed credit facility.

We currently have long-term debt ratings of AA- and A1 from Standard and Poor's Corporation and Moody's Investor Services, respectively. If our long-term debt ratings were to decline, the facility fee and interest rate under our committed credit facility would increase. Conversely, if our long-term debt ratings were to improve, the facility fee and interest rate would decrease. Changes in our long-term debt ratings would not trigger acceleration of maturity of any then-outstanding borrowings or any future borrowings under the committed credit facility. Under this facility, we have agreed to various covenants. These covenants include limits on our disposal of fixed assets and the amount of debt secured by liens we may incur as well as limits on the indebtedness we can incur relative to our net worth. In the event we were to have any borrowings outstanding under this facility and failed to meet any covenant, and were unable to obtain a waiver from a majority of the banks in the syndicate, any borrowings would become immediately due and payable. As of May 31, 2019, we were in full compliance with each of these covenants and believe it is unlikely we will fail to meet any of these covenants in the foreseeable future.

Liquidity is also provided by our \$2 billion commercial paper program. On June 1, 2018, we repaid \$325 million and had no additional borrowings under this program as of and for the year ended May 31, 2019. We may continue to issue commercial paper or other debt securities depending on general corporate needs. We currently have short-term debt ratings of A1+ and P1 from Standard and Poor's Corporation and Moody's Investor Services, respectively.

To date, in fiscal 2019, we have not experienced difficulty accessing the credit markets or incurred higher interest costs; however, future volatility in the capital markets may increase costs associated with issuing commercial paper or other debt instruments or affect our ability to access those markets.

As of May 31, 2019, we had cash, cash equivalents and short-term investments totaling \$4.7 billion, primarily consisting of deposits held at major banks, money market funds, commercial paper, corporate notes, U.S. Treasury obligations, U.S. government sponsored enterprise obligations and other investment grade fixed-income securities. Our fixed-income investments are exposed to both credit and interest rate risk. All of our investments are investment grade to minimize our credit risk. While individual securities have varying durations, as of May 31, 2019, the weighted-average days to maturity of our cash equivalents and short-term investments portfolio was 32 days.

We believe that existing cash, cash equivalents, short-term investments and cash generated by operations, together with access to external sources of funds as described above, will be sufficient to meet our domestic and foreign capital needs in the foreseeable future.

OFF-BALANCE SHEET ARRANGEMENTS

In connection with various contracts and agreements, we routinely provide indemnification relating to the enforceability of intellectual property rights, coverage for legal issues that arise and other items where we are acting as the guarantor. Currently, we have several such agreements in place. Based on our historical experience and the estimated probability of future loss, we have determined that the fair value of such indemnification is not material to our financial position or results of operations.

CONTRACTUAL OBLIGATIONS

Our significant long-term contractual obligations as of May 31, 2019, and significant endorsement contracts, including related marketing commitments, entered into through the date of this report are as follows:

DESCRIPTION OF COMMITMENT (Dollars in millions)	CASH PAYMENTS DUE DURING THE YEAR ENDING MAY 31,						
	2020	2021	2022	2023	2024	THEREAFTER	TOTAL
Operating Leases	\$ 553	\$ 513	\$ 441	\$ 386	\$ 345	\$ 1,494	\$ 3,732
Capital Leases and Other Financing Obligations ⁽¹⁾	32	34	40	37	34	197	374
Long-Term Debt ⁽²⁾	115	112	109	609	98	4,617	5,660
Endorsement Contracts ⁽³⁾	1,382	1,274	1,360	1,077	968	4,148	10,209
Product Purchase Obligations ⁽⁴⁾	5,203	—	—	—	—	—	5,203
Other Purchase Obligations ⁽⁵⁾	1,331	411	225	166	135	492	2,760
Transition Tax Related to the Tax Act ⁽⁶⁾	86	86	86	86	161	483	988
TOTAL	\$ 8,702	\$ 2,430	\$ 2,261	\$ 2,361	\$ 1,741	\$ 11,431	\$ 28,926

(1) Capital leases and other financing obligations include payments related to build-to-suit lease arrangements.

- (2) The cash payments due for long-term debt include estimated interest payments. Estimates of interest payments are based on outstanding principal amounts, applicable fixed interest rates or currently effective interest rates as of May 31, 2019 (if variable), timing of scheduled payments and the term of the debt obligations.
- (3) The amounts listed for endorsement contracts represent approximate amounts of base compensation and minimum guaranteed royalty fees we are obligated to pay athlete, public figure, sport team and league endorsers of our products. Actual payments under some contracts may be higher than the amounts listed as these contracts provide for bonuses to be paid to the endorsers based upon athletic achievements and/or royalties on product sales in future periods. Actual payments under some contracts may also be lower as these contracts include provisions for reduced payments if athletic performance declines in future periods.
- In addition to the cash payments, we are obligated to furnish our endorsers with NIKE product for their use. It is not possible to determine how much we will spend on this product on an annual basis as the contracts generally do not stipulate a specific amount of cash to be spent on the product. The amount of product provided to the endorsers will depend on many factors, including general playing conditions, the number of sporting events in which they participate and our own decisions regarding product and marketing initiatives. In addition, the costs to design, develop, source and purchase the products furnished to the endorsers are incurred over a period of time and are not necessarily tracked separately from similar costs incurred for products sold to customers.
- (4) We generally order product at least four to five months in advance of sale based primarily on advanced orders received from external wholesale customers and internal orders from our NIKE Direct in-line stores and digital commerce operations. The amounts listed for product purchase obligations represent agreements (including open purchase orders) to purchase products in the ordinary course of business that are enforceable and legally binding and specify all significant terms. In some cases, prices are subject to change throughout the production process.
- (5) Other purchase obligations primarily include construction, service and marketing commitments, including marketing commitments associated with endorsement contracts, made in the ordinary course of business. The amounts represent the minimum payments required by legally binding contracts and agreements that specify all significant terms, including open purchase orders for non-product purchases.
- (6) Represents the future cash payments due as part of the transition tax on deemed repatriation of undistributed earnings of foreign subsidiaries, which is reflected net of foreign tax credits we utilized. Refer to Note 9 — Income Taxes in the accompanying Notes to the Consolidated Financial Statements for additional information.

In addition to the above, we have long-term obligations for uncertain tax positions and various post-retirement benefits for which we are not able to reasonably estimate when cash payments will occur. Refer to Note 9 — Income Taxes and Note 13 — Benefit Plans in the accompanying Notes to the Consolidated Financial Statements for further information related to uncertain tax positions and post-retirement benefits, respectively.

We also have the following outstanding short-term debt obligations as of May 31, 2019. Refer to Note 7 — Short-Term Borrowings and Credit Lines in the accompanying Notes to the Consolidated Financial Statements for further description and interest rates related to the short-term debt obligations listed below.

(Dollars in millions)	AS OF MAY 31, 2019
Notes payable, due at mutually agreed-upon dates within one year of issuance or on demand	\$ 9
Payable to Sojitz America for the purchase of inventories, generally due 60 days after shipment of goods from a foreign port	\$ 75

As of May 31, 2019, the Company had bank guarantees and letters of credit outstanding totaling \$215 million, issued primarily for real estate agreements, self-insurance programs and other general business obligations.

NEW ACCOUNTING PRONOUNCEMENTS

Refer to Note 1 — Summary of Significant Accounting Policies in the accompanying Notes to the Consolidated Financial Statements for recently adopted and recently issued accounting standards.

CRITICAL ACCOUNTING POLICIES

Our previous discussion and analysis of our financial condition and results of operations are based upon our Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. Note 1 — Summary of Significant Accounting Policies in the accompanying Notes to the Consolidated Financial Statements describes the significant accounting policies and methods used in the preparation of our Consolidated Financial Statements.

We believe the estimates, assumptions and judgments involved in the accounting policies described below have the greatest potential impact on our Consolidated Financial Statements, so we consider these to be our critical accounting policies and estimates. Management has reviewed and discussed these critical accounting policies with the Audit & Finance Committee of the Board of Directors.

These policies require that we make estimates in the preparation of our Consolidated Financial Statements as of a given date. Because of the uncertainty inherent in these matters, actual results could differ from the estimates we use in applying the critical accounting policies. Within the context of these critical accounting policies, we are not currently aware of any reasonably likely events or circumstances that would result in materially different amounts being reported.

REVENUE RECOGNITION

On June 1, 2018, we adopted Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, using the modified retrospective method of adoption. Prior period amounts have not been restated and continue to be reported in accordance with our historical accounting policies. Our revenue recognition policies under Topic 606 are described in the following paragraphs and references to prior period policies under Accounting Standard Codification Topic 605 — *Revenue Recognition*, are included below in the event they are substantially different.

Revenue transactions associated with the sale of NIKE Brand footwear, apparel and equipment, as well as Converse products, comprise a single performance obligation, which consists of the sale of products to customers either through wholesale or direct to consumer channels. We satisfy the performance obligation and record revenues when transfer of control has passed to the customer, based on the terms of sale. A customer is considered to have control once they are able to direct the use and receive substantially all of the benefits of the product. Transfer of control passes to wholesale customers upon shipment or upon receipt depending on the country of the sale and the agreement with the customer. Control passes to retail store customers at the time of sale and to substantially all digital commerce customers upon shipment. Prior to June 1, 2018, the requirements for recognizing revenue were met upon delivery to the customer. The transaction price is determined based upon the invoiced sales price, less anticipated sales returns, discounts and miscellaneous claims from customers. Payment terms for wholesale transactions depend on the country of sale or agreement with the customer and payment is generally required within 90 days or less of shipment to or receipt by the wholesale customer. Payment is due at the time of sale for retail store and digital commerce transactions.

As part of our revenue recognition policy, consideration promised in our contracts with customers is variable due to anticipated reductions such as sales returns, discounts and miscellaneous claims from customers. We estimate the most likely amount we will be entitled to receive and record an anticipated reduction against *Revenues*, with an offsetting increase to *Accrued liabilities* at the time revenues are recognized. The estimated cost of inventory for product returns is recorded in *Prepaid expenses and other current assets* on the Consolidated Balance Sheets. Prior to June 1, 2018, the Company's reserve balances were reported net of the estimated cost of inventory for product returns and recognized within *Accounts receivable, net* for wholesale transactions and *Accrued liabilities* for our direct to consumer business, on the Consolidated Balance Sheets.

The provision for anticipated sales returns consists of both contractual return rights and discretionary authorized returns. Provisions for post-invoice sales discounts consist of both contractual programs and discretionary discounts that are expected to be granted at a later date.

Estimates of discretionary authorized returns, discounts and claims are based on (1) historical rates, (2) specific identification of outstanding returns not yet received from customers and outstanding discounts and claims and (3) estimated returns, discounts and claims expected but not yet finalized with customers. Actual returns, discounts and claims in any future period are inherently uncertain and may differ from estimates recorded. If actual or expected future returns, discounts or claims were significantly different than reserves established, a reduction or increase to net revenues would be recorded in the period in which such determination was made.

Refer also to Note 1 — Summary of Significant Accounting Policies and Note 16 — Revenues for additional information in the accompanying Notes to the Consolidated Financial Statements.

INVENTORY RESERVES

We also make ongoing estimates relating to the net realizable value of inventories based upon our assumptions about future demand and market conditions. If we estimate the net realizable value of our inventory is less than the cost of the inventory recorded on our books, we record a reserve equal to the difference between the cost of the inventory and the estimated net realizable value. This reserve is recorded as a charge to *Cost of sales*. If changes in market conditions result in reductions to the estimated net realizable value of our inventory below our previous estimate, we would increase our reserve in the period in which we made such a determination.

CONTINGENT PAYMENTS UNDER ENDORSEMENT CONTRACTS

A significant amount of our *Demand creation expense* relates to payments under endorsement contracts. In general, endorsement payments are expensed on a straight-line basis over the term of the contract. However, certain contract elements may be accounted for differently based upon the facts and circumstances of each individual contract.

Certain contracts provide for contingent payments to endorsers based upon specific achievements in their sports (e.g., winning a championship). We record demand creation expense for these amounts when the endorser achieves the specific goal.

Certain contracts provide for variable payments based upon endorsers maintaining a level of performance in their sport over an extended period of time (e.g., maintaining a specified ranking in a sport for a year). When we determine payments are probable, the amounts are reported in *Demand creation expense* ratably over the contract period based on our best estimate of the endorser's performance. In these instances, to the extent actual payments to the endorser differ from our estimate due to changes in the endorser's performance, adjustments to *Demand creation expense* may be recorded in a future period.

Certain contracts provide for royalty payments to endorsers based upon a predetermined percent of sales of particular products, which we record in *Cost of sales* as the related sales occur. For contracts containing minimum guaranteed royalty payments, we record the amount of any guaranteed payment in excess of that earned through sales of product within *Demand creation expense*.

PROPERTY, PLANT AND EQUIPMENT AND DEFINITE-LIVED ASSETS

We review the carrying value of long-lived assets or asset groups to be used in operations whenever events or changes in circumstances indicate the carrying amount of the assets might not be recoverable. Factors that would necessitate an impairment assessment include a significant adverse change in the extent or manner in which an asset is used, a significant adverse change in legal factors or the business climate that could affect the value of the asset or a significant decline in the observable market value of an asset, among others. If such facts indicate a potential impairment, we would assess the recoverability of an asset group by determining if the carrying value of the asset group exceeds the sum of the projected undiscounted cash flows expected to result from the use and eventual disposition of the assets over the remaining economic life of the primary asset in the asset group. If the recoverability test indicates the carrying value of the asset group is not recoverable, we will estimate the fair value of the asset group using appropriate valuation methodologies that would typically include an estimate of discounted cash flows. Any impairment would be measured as the difference between the asset group's carrying amount and its estimated fair value.

HEDGE ACCOUNTING FOR DERIVATIVES

We use derivative contracts to hedge certain anticipated foreign currency and interest rate transactions as well as certain non-functional currency monetary assets and liabilities. When the specific criteria to qualify for hedge accounting has been met, changes in the fair value of contracts hedging probable forecasted future cash flows are recorded in *Accumulated other comprehensive income (loss)*, rather than *Net income*, until the underlying hedged transaction affects *Net income*. In most cases, this results in gains and losses on hedge derivatives being released from *Accumulated other comprehensive income (loss)* into *Net income* sometime after the maturity of the derivative. One of the criteria for this accounting treatment is that the notional value of these derivative contracts should not be in excess of specifically identified anticipated transactions. By their very nature, our estimates of anticipated transactions may fluctuate over time and may ultimately vary from actual transactions. When anticipated transaction estimates or actual transaction amounts decline below hedged levels, or if it is no longer probable a forecasted transaction will occur by the end of the originally specified time period or within an additional two-month period of time thereafter, we are required to reclassify the cumulative change in fair value of the over-hedged portion of the related hedge contract from *Accumulated other comprehensive income (loss)* to *Other (income) expense, net* during the quarter in which the decrease occurs.

INCOME TAXES

We are subject to taxation in the United States, as well as various state and foreign jurisdictions. The determination of our provision for income taxes requires significant judgment, the use of estimates and the interpretation and application of complex tax laws. On an interim basis, we estimate our effective tax rate for the full fiscal year. This estimated annual effective tax rate is then applied to the year-to-date *Income before income taxes* excluding infrequently occurring or unusual items, to determine the year-to-date *Income tax expense*. The income tax effects of infrequent or unusual items are recognized in the interim period in which they occur. As the fiscal year progresses, we continually refine our estimate based upon actual events and earnings by jurisdiction during the year. This continual estimation process periodically results in a change to our expected effective tax rate for the fiscal year. When this occurs, we adjust the income tax provision during the quarter in which the change in estimate occurs.

We record valuation allowances against our deferred tax assets, when necessary. Realization of deferred tax assets (such as net operating loss carry-forwards) is dependent on future taxable earnings and is therefore uncertain. At least quarterly, we assess the likelihood that our deferred tax asset balance will be recovered from future taxable income. To the extent we believe that recovery is not likely, we establish a valuation allowance against our net deferred tax asset, which increases our *Income tax expense* in the period when such determination is made.

On a quarterly basis, we evaluate the probability a tax position will be effectively sustained and the appropriateness of the amount recognized for uncertain tax positions based on factors including changes in facts or circumstances, changes in tax law, settled audit issues and new audit activity. Changes in our assessment may result in the recognition of a tax benefit or an additional charge to the tax provision in the period our assessment changes. We recognize interest and penalties related to income tax matters in *Income tax expense*.

On December 22, 2017, the United States enacted the Tax Act, which significantly changed previous U.S. tax laws, including provisions for a one-time transition tax on deemed repatriation of undistributed foreign earnings, and a reduction in the corporate tax rate from 35% to 21% for tax years beginning after December 31, 2017, among other changes. The Tax Act also transitions U.S. international taxation from a worldwide system to a modified territorial system and includes base erosion prevention measures on non-U.S. earnings, which has the effect of subjecting certain earnings of our foreign subsidiaries to U.S. taxation. Certain provisions of the Tax Act, including a provision to tax global intangible low-taxed income (GILTI) of foreign subsidiaries, were not effective for the Company until fiscal 2019. In accordance with U.S. GAAP, the Company has made an accounting policy election to treat taxes due under the GILTI provision as a current period expense.

Implementation of the Tax Act required us to record incremental provisional tax expense in fiscal 2018, which increased our effective tax rate in fiscal 2018. We completed our analysis of the Tax Act in the second quarter of fiscal 2019 and no adjustments were made to the provisional amounts recorded.

Refer to Note 9 — Income Taxes in the accompanying Notes to the Consolidated Financial Statements for additional information.

OTHER CONTINGENCIES

In the ordinary course of business, we are involved in legal proceedings regarding contractual and employment relationships, product liability claims, trademark rights and a variety of other matters. We record contingent liabilities resulting from claims against us when a loss is assessed to be probable and the amount of the loss is reasonably estimable. Assessing probability of loss and estimating probable losses requires analysis of multiple factors, including in some cases judgments about the potential actions of third-party claimants and courts. Recorded contingent liabilities are based on the best information available and actual losses in any future period are inherently uncertain. If future adjustments to estimated probable future losses or actual losses exceed our recorded liability for such claims, we would record additional charges during the period in which the actual loss or change in estimate occurred. In addition to contingent liabilities recorded for probable losses, we disclose contingent liabilities when there is a reasonable possibility the ultimate loss will materially exceed the recorded liability. While we cannot predict the outcome of pending legal matters with certainty, we do not believe any currently identified claim, proceeding or litigation, either individually or in aggregate, will have a material impact on our results of operations, financial position or cash flows.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the normal course of business and consistent with established policies and procedures, we employ a variety of financial instruments to manage exposure to fluctuations in the value of foreign currencies and interest rates. It is our policy to utilize these financial instruments only where necessary to finance our business and manage such exposures; we do not enter into these transactions for trading or speculative purposes.

We are exposed to foreign currency fluctuations, primarily as a result of our international sales, product sourcing and funding activities. Our foreign exchange risk management program is intended to lessen both the positive and negative effects of currency fluctuations on our consolidated results of operations, financial position and cash flows. We use forward and option contracts to hedge certain anticipated, but not yet firmly committed, transactions as well as certain firm commitments and the related receivables and payables, including third-party and intercompany transactions. We have, in the past, and may in the future, also use forward or options contracts to hedge our investment in the net assets of certain international subsidiaries to offset foreign currency translation adjustments related to our net investment in those subsidiaries. Where exposures are hedged, our program has the effect of delaying the impact of exchange rate movements on our Consolidated Financial Statements.

The timing for hedging exposures, as well as the type and duration of the hedge instruments employed, are guided by our hedging policies and determined based upon the nature of the exposure and prevailing market conditions. Typically, the Company may enter into hedge contracts starting up to 12 to 24 months in advance of the forecasted transaction and may place incremental hedges up to 100% of the exposure by the time the forecasted transaction occurs. The majority of derivatives outstanding as of May 31, 2019 are designated as foreign currency cash flow hedges, primarily for Euro/U.S. Dollar, British Pound/Euro, Chinese Yuan/U.S. Dollar and Japanese Yen/U.S. Dollar currency pairs. Refer to Note 14 — Risk Management and Derivatives in the accompanying Notes to the Consolidated Financial Statements for additional information.

Our earnings are also exposed to movements in short- and long-term market interest rates. Our objective in managing this interest rate exposure is to limit the impact of interest rate changes on earnings and cash flows and to reduce overall borrowing costs. To achieve these objectives, we maintain a mix of commercial paper, bank loans, and fixed-rate debt of varying maturities.

MARKET RISK MEASUREMENT

We monitor foreign exchange risk, interest rate risk and related derivatives using a variety of techniques including a review of market value, sensitivity analysis and Value-at-Risk ("VaR"). Our market-sensitive derivative and other financial instruments are foreign currency forward contracts, foreign currency option contracts, interest rate swaps, intercompany loans denominated in non-functional currencies, fixed interest rate U.S. Dollar denominated debt and fixed interest rate Japanese Yen denominated debt.

We use VaR to monitor the foreign exchange risk of our foreign currency forward and foreign currency option derivative instruments only. The VaR determines the maximum potential one-day loss in the fair value of these foreign exchange rate-sensitive financial instruments. The VaR model estimates assume normal market conditions and a 95% confidence level. There are various modeling techniques that can be used in the VaR computation. Our computations are based on interrelationships between currencies and interest rates (a "variance/co-variance" technique). These interrelationships are a function of foreign exchange currency market changes and interest rate changes over the preceding one-year period. The value of foreign currency options does not change on a one-to-one basis with changes in the underlying currency rate. We adjust the potential loss in option value for the estimated sensitivity (the "delta" and "gamma") to changes in the underlying currency rate. This calculation reflects the impact of foreign currency rate fluctuations on the derivative instruments only and does not include the impact of such rate fluctuations on non-functional currency transactions (such as anticipated transactions, firm commitments, cash balances and accounts and loans receivable and payable), including those which are hedged by these instruments.

The VaR model is a risk analysis tool and does not purport to represent actual losses in fair value we will incur nor does it consider the potential effect of favorable changes in market rates. It also does not represent the full extent of the possible loss that may occur. Actual future gains and losses will differ from those estimated because of changes or differences in market rates and interrelationships, hedging instruments and hedge percentages, timing and other factors.

The estimated maximum one-day loss in fair value on our foreign currency sensitive derivative financial instruments, derived using the VaR model, was \$34 million and \$93 million at May 31, 2019 and 2018, respectively. The VAR decreased year-over-year as a result of a decrease in foreign currency volatilities at May 31, 2019. Such a hypothetical loss in the fair value of our derivatives would be offset by increases in the value of the underlying transactions being hedged. The average monthly change in the fair values of foreign currency forward and foreign currency option derivative instruments was \$83 million and \$260 million during fiscal 2019 and fiscal 2018, respectively.

The instruments not included in the VaR are intercompany loans denominated in non-functional currencies, fixed interest rate Japanese Yen denominated debt, fixed interest rate U.S. Dollar denominated debt and interest rate swaps. Intercompany loans and related interest amounts are eliminated in consolidation. Furthermore, our non-functional currency intercompany loans are substantially hedged against foreign exchange risk through the use of forward contracts, which are included in the VaR calculation above. Therefore, we consider the interest rate and foreign currency market risks associated with our non-functional currency intercompany loans to be immaterial to our consolidated financial position, results from operations and cash flows.

Details of third-party debt are provided in the table below. The table presents principal cash flows and related weighted average interest rates by expected maturity dates.

(Dollars in millions)	EXPECTED MATURITY DATE YEAR ENDING MAY 31,							TOTAL	FAIR VALUE		
	2020	2021	2022	2023	2024	THEREAFTER					
Foreign Exchange Risk											
Japanese Yen Functional Currency											
Long-term Japanese Yen debt — Fixed rate											
Principal payments	\$ 6	\$ 3	\$ —	\$ —	\$ —	\$ —	\$ 9	\$ 9	\$ 9		
Average interest rate	2.4%	2.4%	0.0%	0.0%	0.0%	0.0%	0.0%	2.4%			
Interest Rate Risk											
Japanese Yen Functional Currency											
Long-term Japanese Yen debt — Fixed rate											
Principal payments	\$ 6	\$ 3	\$ —	\$ —	\$ —	\$ —	\$ 9	\$ 9	\$ 9		
Average interest rate	2.4%	2.4%	0.0%	0.0%	0.0%	0.0%	0.0%	2.4%			
U.S. Dollar Functional Currency											
Long-term U.S. Dollar debt — Fixed rate											
Principal payments	\$ —	\$ —	\$ —	\$ 500	\$ —	\$ 3,000	\$ 3,500	\$ 3,515			
Average interest rate	0.0%	0.0%	0.0%	2.3%	0.0%	3.3%	3.1%				

The fixed interest rate Japanese Yen denominated debt instruments were issued by and are accounted for by one of our Japanese subsidiaries. Accordingly, the monthly translation of these instruments, which varies due to changes in foreign exchange rates, is recognized in *Accumulated other comprehensive income (loss)* upon consolidation of this subsidiary.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Management of NIKE, Inc. is responsible for the information and representations contained in this report. The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") and include certain amounts based on our best estimates and judgments. Other financial information in this report is consistent with these financial statements.

Our accounting systems include controls designed to reasonably assure assets are safeguarded from unauthorized use or disposition and provide for the preparation of financial statements in conformity with U.S. GAAP. These systems are supplemented by the selection and training of qualified financial personnel and an organizational structure providing for appropriate segregation of duties.

An internal corporate audit department reviews the results of its work with the Audit & Finance Committee of the Board of Directors, presently comprised of three outside, independent directors. The Audit & Finance Committee is responsible for the appointment of the independent registered public accounting firm and reviews, with the independent registered public accounting firm, management and the internal corporate audit staff, the scope and the results of the annual audit, the effectiveness of the accounting control system and other matters relating to the financial affairs of NIKE as the Audit & Finance Committee deems appropriate. The independent registered public accounting firm and the internal corporate auditors have full access to the Audit & Finance Committee, with and without the presence of management, to discuss any appropriate matters.

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13(a) - 15(f) and Rule 15(d) - 15(f) of the Securities Exchange Act of 1934, as amended. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with generally accepted accounting principles in the United States of America. Internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets of the Company that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, our management conducted an evaluation of the effectiveness of our internal control over financial reporting based upon the framework in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on the results of our evaluation, our management concluded that our internal control over financial reporting was effective as of May 31, 2019.

PricewaterhouseCoopers LLP, an independent registered public accounting firm, has audited (1) the Consolidated Financial Statements and (2) the effectiveness of our internal control over financial reporting as of May 31, 2019, as stated in their report herein.

Mark G. Parker

Chairman, President and Chief Executive Officer

Andrew Campion

Executive Vice President and Chief Financial Officer

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of NIKE, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of NIKE, Inc. and its subsidiaries (the "Company") as of May 31, 2019 and 2018, and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended May 31, 2019, including the related notes and financial statement schedule listed in the index appearing under Item 15(a)(2) (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of May 31, 2019, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of May 31, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended May 31, 2019 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of May 31, 2019, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the COSO.

Change in Accounting Principles

As discussed in Note 1 to the consolidated financial statements, the Company changed the manner in which it accounts for revenue from contracts with customers and the manner in which it accounts for income taxes related to intra-entity transfers other than inventory as of June 1, 2018 and the manner in which it accounts for share-based payment awards to employees as of June 1, 2017.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Portland, Oregon

July 23, 2019

We have served as the Company's auditor since 1974.

NIKE, INC.

CONSOLIDATED STATEMENTS OF INCOME

(In millions, except per share data)	YEAR ENDED MAY 31,		
	2019	2018	2017
Revenues	\$ 39,117	\$ 36,397	\$ 34,350
Cost of sales	21,643	20,441	19,038
Gross profit	17,474	15,956	15,312
Demand creation expense	3,753	3,577	3,341
Operating overhead expense	8,949	7,934	7,222
Total selling and administrative expense	12,702	11,511	10,563
Interest expense (income), net	49	54	59
Other (income) expense, net	(78)	66	(196)
Income before income taxes	4,801	4,325	4,886
Income tax expense	772	2,392	646
NET INCOME	\$ 4,029	\$ 1,933	\$ 4,240
Earnings per common share:			
Basic	\$ 2.55	\$ 1.19	\$ 2.56
Diluted	\$ 2.49	\$ 1.17	\$ 2.51
Weighted average common shares outstanding:			
Basic	1,579.7	1,623.8	1,657.8
Diluted	1,618.4	1,659.1	1,692.0

The accompanying Notes to the Consolidated Financial Statements are an integral part of this statement.

NIKE, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Dollars in millions)	YEAR ENDED MAY 31,		
	2019	2018	2017
Net income	\$ 4,029	\$ 1,933	\$ 4,240
Other comprehensive income (loss), net of tax:			
Change in net foreign currency translation adjustment	(173)	(6)	16
Change in net gains (losses) on cash flow hedges	503	76	(515)
Change in net gains (losses) on other	(7)	34	(32)
Total other comprehensive income (loss), net of tax	323	104	(531)
TOTAL COMPREHENSIVE INCOME	\$ 4,352	\$ 2,037	\$ 3,709

The accompanying Notes to the Consolidated Financial Statements are an integral part of this statement.

NIKE, INC.

CONSOLIDATED BALANCE SHEETS

	MAY 31,	
	2019	2018
(Dollars in millions)		
ASSETS		
Current assets:		
Cash and equivalents	\$ 4,466	\$ 4,249
Short-term investments	197	996
Accounts receivable, net	4,272	3,498
Inventories	5,622	5,261
Prepaid expenses and other current assets	1,968	1,130
Total current assets	16,525	15,134
Property, plant and equipment, net	4,744	4,454
Identifiable intangible assets, net	283	285
Goodwill	154	154
Deferred income taxes and other assets	2,011	2,509
TOTAL ASSETS	\$ 23,717	\$ 22,536
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	\$ 6	\$ 6
Notes payable	9	336
Accounts payable	2,612	2,279
Accrued liabilities	5,010	3,269
Income taxes payable	229	150
Total current liabilities	7,866	6,040
Long-term debt	3,464	3,468
Deferred income taxes and other liabilities	3,347	3,216
Commitments and contingencies (Note 18)		
Redeemable preferred stock	—	—
Shareholders' equity:		
Common stock at stated value:		
Class A convertible — 315 and 329 shares outstanding	—	—
Class B — 1,253 and 1,272 shares outstanding	3	3
Capital in excess of stated value	7,163	6,384
Accumulated other comprehensive income (loss)	231	(92)
Retained earnings	1,643	3,517
Total shareholders' equity	9,040	9,812
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 23,717	\$ 22,536

The accompanying Notes to the Consolidated Financial Statements are an integral part of this statement.

NIKE, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in millions)	YEAR ENDED MAY 31,		
	2019	2018	2017
Cash provided by operations:			
Net income	\$ 4,029	\$ 1,933	\$ 4,240
Adjustments to reconcile net income to net cash provided by operations:			
Depreciation	705	747	706
Deferred income taxes	34	647	(273)
Stock-based compensation	325	218	215
Amortization and other	15	27	10
Net foreign currency adjustments	233	(99)	(117)
Changes in certain working capital components and other assets and liabilities:			
(Increase) decrease in accounts receivable	(270)	187	(426)
(Increase) decrease in inventories	(490)	(255)	(231)
(Increase) decrease in prepaid expenses and other current and non-current assets	(203)	35	(120)
Increase (decrease) in accounts payable, accrued liabilities and other current and non-current liabilities	1,525	1,515	(158)
Cash provided by operations	5,903	4,955	3,846
Cash provided (used) by investing activities:			
Purchases of short-term investments	(2,937)	(4,783)	(5,928)
Maturities of short-term investments	1,715	3,613	3,623
Sales of short-term investments	2,072	2,496	2,423
Additions to property, plant and equipment	(1,119)	(1,028)	(1,105)
Disposals of property, plant and equipment	5	3	13
Other investing activities	—	(25)	(34)
Cash provided (used) by investing activities	(264)	276	(1,008)
Cash used by financing activities:			
Net proceeds from long-term debt issuance	—	—	1,482
Long-term debt payments, including current portion	(6)	(6)	(44)
Increase (decrease) in notes payable	(325)	13	327
Payments on capital lease and other financing obligations	(27)	(23)	(17)
Proceeds from exercise of stock options and other stock issuances	700	733	489
Repurchase of common stock	(4,286)	(4,254)	(3,223)
Dividends — common and preferred	(1,332)	(1,243)	(1,133)
Tax payments for net share settlement of equity awards	(17)	(55)	(29)
Cash used by financing activities	(5,293)	(4,835)	(2,148)
Effect of exchange rate changes on cash and equivalents	(129)	45	(20)
Net increase (decrease) in cash and equivalents	217	441	670
Cash and equivalents, beginning of year	4,249	3,808	3,138
CASH AND EQUIVALENTS, END OF YEAR	\$ 4,466	\$ 4,249	\$ 3,808
Supplemental disclosure of cash flow information:			
Cash paid during the year for:			
Interest, net of capitalized interest	\$ 153	\$ 125	\$ 98
Income taxes	757	529	703
Non-cash additions to property, plant and equipment	160	294	266
Dividends declared and not paid	347	320	300

The accompanying Notes to the Consolidated Financial Statements are an integral part of this statement.

NIKE, INC.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(In millions, except per share data)	COMMON STOCK				CAPITAL IN EXCESS OF STATED VALUE	ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)	RETAINED EARNINGS	TOTAL
	CLASS A		CLASS B					
	SHARES	AMOUNT	SHARES	AMOUNT				
Balance at May 31, 2016	353	\$ —	1,329	\$ 3	\$ 5,038	\$ 318	\$ 6,899	\$ 12,258
Stock options exercised			17		525			525
Conversion to Class B Common Stock	(24)		24					—
Repurchase of Class B Common Stock			(60)		(189)		(3,060)	(3,249)
Dividends on common stock (\$0.70 per share) and preferred stock (\$0.10 per share)							(1,159)	(1,159)
Issuance of shares to employees, net of shares withheld for employee taxes		4			121		(13)	108
Stock-based compensation					215			215
Net income							4,240	4,240
Other comprehensive income (loss)						(531)		(531)
Balance at May 31, 2017	329	\$ —	1,314	\$ 3	\$ 5,710	\$ (213)	\$ 6,907	\$ 12,407
Stock options exercised			24		600			600
Repurchase of Class B Common Stock			(70)		(254)		(4,013)	(4,267)
Dividends on common stock (\$0.78 per share) and preferred stock (\$0.10 per share)							(1,265)	(1,265)
Issuance of shares to employees, net of shares withheld for employee taxes		4			110		(28)	82
Stock-based compensation					218			218
Net income							1,933	1,933
Other comprehensive income (loss)						104		104
Reclassifications to retained earnings in accordance with ASU 2018-02 (Note 1)						17	(17)	—
Balance at May 31, 2018	329	\$ —	1,272	\$ 3	\$ 6,384	\$ (92)	\$ 3,517	\$ 9,812
Stock options exercised			18		539			539
Conversion to Class B Common Stock	(14)		14					—
Repurchase of Class B Common Stock			(54)		(227)		(4,056)	(4,283)
Dividends on common stock (\$0.86 per share) and preferred stock (\$0.10 per share)							(1,360)	(1,360)
Issuance of shares to employees, net of shares withheld for employee taxes		3			142		(3)	139
Stock-based compensation					325			325
Net income							4,029	4,029
Other comprehensive income (loss)						323		323
Adoption of ASU 2016-16 (Note 1)						(507)	(507)	
Adoption of ASC Topic 606 (Note 1)							23	23
Balance at May 31, 2019	315	\$ —	1,253	\$ 3	\$ 7,163	\$ 231	\$ 1,643	\$ 9,040

The accompanying Notes to the Consolidated Financial Statements are an integral part of this statement.

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NOTE 1 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

DESCRIPTION OF BUSINESS

NIKE, Inc. is a worldwide leader in the design, development and worldwide marketing and selling of athletic footwear, apparel, equipment, accessories and services. NIKE, Inc. portfolio brands include the NIKE Brand, Jordan Brand, Hurley and Converse. The NIKE Brand is focused on performance athletic footwear, apparel, equipment, accessories and services across a wide range of sport categories, amplified with sport-inspired sportswear products carrying the Swoosh trademark, as well as other NIKE Brand trademarks. The Jordan Brand is focused on athletic and casual footwear, apparel and accessories using the Jumpman trademark. Sales and operating results of Jordan Brand products are reported within the respective NIKE Brand geographic operating segments. The Hurley brand is focused on action sports and youth lifestyle apparel and accessories under the Hurley trademark. Sales and operating results of Hurley brand products are reported within the NIKE Brand's North America geographic operating segment. Converse designs, distributes, licenses and sells casual sneakers, apparel and accessories under the Converse, Chuck Taylor, All Star, One Star, Star Chevron and Jack Purcell trademarks. In some markets outside the U.S., these trademarks are licensed to third parties who design, distribute, market and sell similar products. Operating results of the Converse brand are reported on a stand-alone basis.

BASIS OF CONSOLIDATION

The Consolidated Financial Statements include the accounts of NIKE, Inc. and its subsidiaries (the "Company" or "NIKE"). All significant intercompany transactions and balances have been eliminated.

REVENUErecognition

Beginning in fiscal 2019, the Company adopted Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers* (Topic 606). Prior period amounts have not been restated and continue to be reported in accordance with the Company's historical accounting policies. The Company's revenue recognition policies under Topic 606 are described in the following paragraphs and references to prior period policies under Accounting Standard Codification Topic 605 — *Revenue Recognition* (Topic 605), are included below in the event they are substantially different.

Revenue transactions associated with the sale of NIKE Brand footwear, apparel and equipment, as well as Converse products, comprise a single performance obligation, which consists of the sale of products to customers either through wholesale or direct to consumer channels. The Company satisfies the performance obligation and records revenues when transfer of control has passed to the customer, based on the terms of sale. A customer is considered to have control once they are able to direct the use and receive substantially all of the benefits of the product.

Transfer of control passes to wholesale customers upon shipment or upon receipt depending on the country of the sale and the agreement with the customer. Control passes to retail store customers at the time of sale and to substantially all digital commerce customers upon shipment. Prior to June 1, 2018, the requirements for recognizing revenue were met upon delivery to the customer. The transaction price is determined based upon the invoiced sales price, less anticipated sales returns, discounts and miscellaneous claims from customers. Payment terms for wholesale transactions depend on the country of sale or agreement with the customer and payment is generally required within 90 days or less of shipment to or receipt by the wholesale customer. Payment is due at the time of sale for retail store and digital commerce transactions.

Consideration for trademark licensing contracts is earned through sales-based or usage-based royalty arrangements and the associated revenues are recognized over the license period.

Taxes assessed by governmental authorities that are both imposed on and concurrent with a specific revenue-producing transaction, and are collected by the Company from a customer, are excluded from *Revenues* and *Cost of sales* in the Consolidated Statements of Income. Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are included in *Cost of sales* when the related revenue is recognized.

SALES-RELATED RESERVES

Consideration promised in the Company's contracts with customers is variable due to anticipated reductions such as sales returns, discounts and miscellaneous claims from customers. The Company estimates the most likely amount it will be entitled to receive and records an anticipated reduction against *Revenues*, with an offsetting increase to *Accrued liabilities* at the time revenues are recognized. The estimated cost of inventory for product returns is recorded in *Prepaid expenses and other current assets* on the Consolidated Balance Sheets. Prior to June 1, 2018, the Company's reserve balances were reported net of the estimated cost of inventory for product returns and recognized within *Accounts receivable, net* for wholesale transactions and *Accrued liabilities* for the Company's direct to consumer business, on the Consolidated Balance Sheets.

The provision for anticipated sales returns consists of both contractual return rights and discretionary authorized returns. Provisions for post-invoice sales discounts consist of both contractual programs and discretionary discounts that are expected to be granted at a later date.

Estimates of discretionary authorized returns, discounts and claims are based on (1) historical rates, (2) specific identification of outstanding returns not yet received from customers and outstanding discounts and claims and (3) estimated returns, discounts and claims expected, but not yet finalized with customers. Actual returns, discounts and claims in any future period are inherently uncertain and thus may differ from estimates recorded. If actual or expected future returns, discounts or claims were significantly greater or lower than the reserves established, a reduction or increase to net revenues would be recorded in the period in which such determination was made.

COST OF SALES

Cost of sales consists primarily of inventory costs, as well as warehousing costs (including the cost of warehouse labor), third-party royalties, certain foreign currency hedge gains and losses and product design costs. Shipping and handling costs are expensed as incurred and included in *Cost of sales*.

DEMAND CREATION EXPENSE

Demand creation expense consists of advertising and promotion costs, including costs of endorsement contracts, complimentary product, television, digital and print advertising and media costs, brand events and retail brand presentation. Advertising production costs are expensed the first time an advertisement is run. Advertising media costs are expensed when the advertisement appears. Costs related to brand events are expensed when the event occurs. Costs related to retail brand presentation are expensed when the presentation is complete and delivered.

A significant amount of the Company's promotional expenses result from payments under endorsement contracts. In general, endorsement payments are expensed on a straight-line basis over the term of the contract. However, certain contract elements may be accounted for differently based upon the facts and circumstances of each individual contract. Prepayments made under contracts are included in *Prepaid expenses and other current assets* or *Deferred income taxes and other assets* depending on the period to which the prepayment applies.

Certain contracts provide for contingent payments to endorsers based upon specific achievements in their sport (e.g., winning a championship). The Company records *Demand creation expense* for these amounts when the endorser achieves the specific goal.

Certain contracts provide for variable payments based upon endorsers maintaining a level of performance in their sport over an extended period of time (e.g., maintaining a specified ranking in a sport for a year). When the Company determines payments are probable, the amounts are reported in *Demand creation expense* ratably over the contract period based on the Company's best estimate of the endorser's performance. In these instances, to the extent actual payments to the endorser differ from the Company's estimate due to changes in the endorser's performance, adjustments to *Demand creation expense* may be recorded in a future period.

Certain contracts provide for royalty payments to endorsers based upon a predetermined percent of sales of particular products, which the Company records in *Cost of sales* as the related sales occur. For contracts containing minimum guaranteed royalty payments, the Company records the amount of any guaranteed payment in excess of that earned through sales of product within *Demand creation expense*.

Through cooperative advertising programs, the Company reimburses its wholesale customers for certain costs of advertising the Company's products. The Company records these costs in *Demand creation expense* at the point in time when it is obligated to its customers for the costs. This obligation may arise prior to the related advertisement being run.

Total advertising and promotion expenses, which the Company refers to as *Demand creation expense*, were \$3,753 million, \$3,577 million and \$3,341 million for the years ended May 31, 2019, 2018 and 2017, respectively. Prepaid advertising and promotion expenses totaled \$773 million and \$730 million at May 31, 2019 and 2018, respectively, of which \$333 million and \$359 million, respectively, was recorded in *Prepaid expenses and other current assets*, and \$440 million and \$371 million, respectively, was recorded in *Deferred income taxes and other assets*, depending on the period to which the prepayment applied.

OPERATING OVERHEAD EXPENSE

Operating overhead expense consists primarily of wage and benefit-related expenses, research and development costs, as well as other administrative expenses, such as rent, depreciation and amortization, professional services, meetings and travel.

CASH AND EQUIVALENTS

Cash and equivalents represent cash and short-term, highly liquid investments, that are both readily convertible to known amounts of cash, and so near their maturity they present insignificant risk of changes in value because of changes in interest rates, including commercial paper, U.S. Treasury, U.S. Agency, money market funds, time deposits and corporate debt securities with maturities of 90 days or less at the date of purchase.

SHORT-TERM INVESTMENTS

Short-term investments consist of highly liquid investments, including commercial paper, U.S. Treasury, U.S. Agency, time deposits and corporate debt securities, with maturities over 90 days at the date of purchase. Debt securities the Company has the ability and positive intent to hold to maturity are carried at amortized cost. At May 31, 2019 and 2018, the Company did not hold any short-term investments classified as trading or held-to-maturity.

At May 31, 2019 and 2018, *Short-term investments* consisted of available-for-sale debt securities, which are recorded at fair value with unrealized gains and losses reported, net of tax, in *Accumulated other comprehensive income (loss)*, unless unrealized losses are determined to be other than temporary. Realized gains and losses on the sale of securities are determined by specific identification. The Company considers all available-for-sale debt securities, including those with maturity dates beyond 12 months, as available to support current operational liquidity needs and, therefore, classifies all securities with maturity dates beyond 90 days at the date of purchase as current assets within *Short-term investments* on the Consolidated Balance Sheets.

Refer to Note 6 — Fair Value Measurements for more information on the Company's short-term investments.

ALLOWANCE FOR UNCOLLECTIBLE ACCOUNTS RECEIVABLE

Accounts receivable, net consist primarily of amounts receivable from customers. The Company makes ongoing estimates relating to the collectability of its accounts receivable and maintains an allowance for estimated losses resulting from the inability of its customers to make required payments. In determining the amount of the allowance, the Company considers historical levels of credit losses and makes judgments about the creditworthiness of significant customers based on ongoing credit evaluations. Accounts receivable with anticipated collection dates greater than 12 months from the balance sheet date and related allowances are considered non-current and recorded in *Deferred income taxes and other assets*. The allowance for uncollectible accounts receivable was \$30 million at both May 31, 2019 and 2018.

INVENTORY VALUATION

Inventories are stated at lower of cost and net realizable value, and valued on either an average or a specific identification cost basis. In some instances, we ship product directly from our supplier to the customer, with the related inventory and cost of sales recognized on a specific identification basis. Inventory costs primarily consist of product cost from the Company's suppliers, as well as inbound freight, import duties, taxes, insurance and logistics and other handling fees.

PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION

Property, plant and equipment are recorded at cost. Depreciation is determined on a straight-line basis for land improvements, buildings and leasehold improvements over 2 to 40 years and for machinery and equipment over 2 to 15 years.

Depreciation and amortization of assets used in manufacturing, warehousing and product distribution are recorded in *Cost of sales*. Depreciation and amortization of all other assets are recorded in *Operating overhead expense*.

SOFTWARE DEVELOPMENT COSTS

Internal Use Software: Expenditures for major software purchases and software developed for internal use are capitalized and amortized over a 2 to 12-year period on a straight-line basis. The Company's policy provides for the capitalization of external direct costs associated with developing or obtaining internal use computer software. In addition, the Company also capitalizes certain payroll and payroll-related costs for employees who are directly associated with internal use computer software projects. The amount of capitalizable payroll costs with respect to these employees is limited to the time directly spent on such projects. Costs associated with preliminary project stage activities, training, maintenance and all other post-implementation stage activities are expensed as incurred.

Computer Software to be Sold, Leased or Otherwise Marketed: Development costs of computer software to be sold, leased or otherwise marketed as an integral part of a product are subject to capitalization beginning when a product's technological feasibility has been established and ending when a product is available for general release to customers. In most instances, the Company's products are released soon after technological feasibility has been established. Therefore, software development costs incurred subsequent to achievement of technological feasibility are usually not significant, and generally most software development costs have been expensed as incurred.

IMPAIRMENT OF LONG-LIVED ASSETS

The Company reviews the carrying value of long-lived assets or asset groups to be used in operations whenever events or changes in circumstances indicate the carrying amount of the assets might not be recoverable. Factors that would necessitate an impairment assessment include a significant adverse change in the extent or manner in which an asset is used, a significant adverse change in legal factors or the business climate that could affect the value of the asset or a significant decline in the observable market value of an asset, among others. If such facts indicate a potential impairment, the Company would assess the recoverability of an asset group by determining if the carrying value of the asset group exceeds the sum of the projected undiscounted cash flows expected to result from the use and eventual disposition of the assets over the remaining economic life of the primary asset in the asset group. If the recoverability test indicates that the carrying value of the asset group is not recoverable, the Company will estimate the fair value of the asset group using appropriate valuation methodologies, which would typically include an estimate of discounted cash flows. Any impairment would be measured as the difference between the asset group's carrying amount and its estimated fair value.

GOODWILL AND INDEFINITE-LIVED INTANGIBLE ASSETS

The Company performs annual impairment tests on goodwill and intangible assets with indefinite lives in the fourth quarter of each fiscal year or when events occur or circumstances change that would, more likely than not, reduce the fair value of a reporting unit or an intangible asset with an indefinite life below its carrying value. Events or changes in circumstances that may trigger interim impairment reviews include significant changes in business climate, operating results, planned investments in the reporting unit, planned divestitures or an expectation that the carrying amount may not be recoverable, among other factors. The Company may first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events and circumstances, the Company determines it is more likely than not that the fair value of the reporting unit is greater than its carrying amount, an impairment test is unnecessary. If an impairment test is necessary, the Company will estimate the fair value of its related reporting units. If the carrying value of a reporting unit exceeds its fair value, the goodwill of that reporting unit is determined to be impaired and the Company will proceed with recording an impairment charge equal to the excess of the carrying value over the related fair value.

Indefinite-lived intangible assets primarily consist of acquired trade names and trademarks. The Company may first perform a qualitative assessment to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, the Company determines it is more likely than not that the indefinite-lived intangible asset is not impaired, no quantitative fair value measurement is necessary. If a quantitative fair value measurement calculation is required for these intangible assets, the Company primarily utilizes the relief-from-royalty method. This method assumes trade names and trademarks have value to the extent their owner is relieved of the obligation to pay royalties for the benefits received from them. This method requires the Company to estimate the future revenue for the related brands, the appropriate royalty rate and the weighted average cost of capital. If the carrying value of the indefinite-lived intangible exceeds its fair value, the asset is determined to be impaired and the Company will proceed with recording an impairment charge equal to the excess of the carrying value over the related fair value.

OPERATING LEASES

The Company leases retail store space, certain distribution and warehouse facilities, office space, equipment and other non-real estate assets under operating leases. Operating lease agreements may contain rent escalation clauses, renewal options, rent holidays or certain landlord incentives, including tenant improvement allowances. Rent expense for non-cancelable operating leases with scheduled rent increases or landlord incentives are recognized on a straight-line basis over the lease term, beginning with the effective lease commencement date, which is generally the date in which the Company takes possession of or controls the physical use of the property. Certain leases also provide for contingent rent, which is generally determined as a percent of sales in excess of specified levels. A contingent rent liability is recognized together with the corresponding rent expense when specified levels have been achieved or when the Company determines that achieving the specified levels during the period is probable.

FAIR VALUE MEASUREMENTS

The Company measures certain financial assets and liabilities at fair value on a recurring basis, including derivatives, equity securities and available-for-sale debt securities. Fair value is the price the Company would receive to sell an asset or pay to transfer a liability in an orderly transaction with a market participant at the measurement date. The Company uses a three-level hierarchy established by the Financial Accounting Standards Board (FASB) that prioritizes fair value measurements based on the types of inputs used for the various valuation techniques (market approach, income approach and cost approach).

The levels of the fair value hierarchy are described below:

- Level 1: Quoted prices in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; these include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
- Level 3: Unobservable inputs with little or no market data available, which require the reporting entity to develop its own assumptions.

The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. Financial assets and liabilities are classified in their entirety based on the most conservative level of input that is significant to the fair value measurement.

Pricing vendors are utilized for a majority of Level 1 and Level 2 investments. These vendors either provide a quoted market price in an active market or use observable inputs without applying significant adjustments in their pricing. Observable inputs include broker quotes, interest rates and yield curves observable at commonly quoted intervals, volatilities and credit risks. The fair value of derivative contracts is determined using observable market inputs such as the daily market foreign currency rates, forward pricing curves, currency volatilities, currency correlations and interest rates and considers nonperformance risk of the Company and its counterparties.

The Company's fair value measurement process includes comparing fair values to another independent pricing vendor to ensure appropriate fair values are recorded.

Refer to Note 6 — Fair Value Measurements for additional information.

FOREIGN CURRENCY TRANSLATION AND FOREIGN CURRENCY TRANSACTIONS

Adjustments resulting from translating foreign functional currency financial statements into U.S. Dollars are included in the foreign currency translation adjustment, a component of *Accumulated other comprehensive income (loss)* in *Total shareholders' equity*.

The Company's global subsidiaries have various assets and liabilities, primarily receivables and payables, which are denominated in currencies other than their functional currency. These balance sheet items are subject to re-measurement, the impact of which is recorded in *Other (income) expense, net*, within the Consolidated Statements of Income.

ACCOUNTING FOR DERIVATIVES AND HEDGING ACTIVITIES

The Company uses derivative financial instruments to reduce its exposure to changes in foreign currency exchange rates and interest rates. All derivatives are recorded at fair value on the Consolidated Balance Sheets and changes in the fair value of derivative financial instruments are either recognized in *Accumulated other comprehensive income (loss)* (a component of *Total shareholders' equity*), *Long-term debt* or *Net income* depending on the nature of the underlying exposure, whether the derivative is formally designated as a hedge and, if designated, the extent to which the hedge is effective. The Company classifies the cash flows at settlement from derivatives in the same category as the cash flows from the related hedged items. For undesignated hedges and designated cash flow hedges, this is primarily within the *Cash provided by operations* component of the

Consolidated Statements of Cash Flows. For designated net investment hedges, this is within the *Cash used by investing activities* component of the Consolidated Statements of Cash Flows. For the Company's fair value hedges, which are interest rate swaps used to mitigate the change in fair value of its fixed-rate debt attributable to changes in interest rates, the related cash flows from periodic interest payments are reflected within the *Cash provided by operations* component of the Consolidated Statements of Cash Flows. Refer to Note 14 — Risk Management and Derivatives for additional information on the Company's risk management program and derivatives.

STOCK-BASED COMPENSATION

The Company accounts for stock-based compensation by estimating the fair value, net of estimated forfeitures, of equity awards and recognizing the related expense as *Cost of sales* or *Operating overhead expense*, as applicable, in the Consolidated Statements of Income on a straight-line basis over the vesting period. Substantially all awards vest ratably over four years of continued employment, with stock options expiring ten years from the date of grant. The fair value of options, stock appreciation rights, and employees' purchase rights under the employee stock purchase plans (ESPPs) is determined using the Black-Scholes option pricing model. The fair value of restricted stock and restricted stock units is established by the market price on the date of grant.

Refer to Note 11 — Common Stock and Stock-Based Compensation for additional information on the Company's stock-based compensation programs.

INCOME TAXES

The Company accounts for income taxes using the asset and liability method. This approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax basis of assets and liabilities. The Company records a valuation allowance to reduce deferred tax assets to the amount management believes is more likely than not to be realized.

The Company recognizes a tax benefit from uncertain tax positions in the financial statements only when it is more likely than not the position will be sustained upon examination by relevant tax authorities. The Company recognizes interest and penalties related to income tax matters in *Income tax expense*.

Refer to Note 9 — Income Taxes for further discussion.

EARNINGS PER SHARE

Basic earnings per common share is calculated by dividing *Net income* by the weighted average number of common shares outstanding during the year. Diluted earnings per common share is calculated by adjusting weighted average outstanding shares, assuming conversion of all potentially dilutive stock options and awards.

Refer to Note 12 — Earnings Per Share for further discussion.

MANAGEMENT ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates, including estimates relating to assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

RECENTLY ADOPTED ACCOUNTING STANDARDS

In May 2014, the Financial Accounting Standards Board (FASB) issued Topic 606, which replaces existing revenue recognition guidance. The new standard requires companies to recognize revenue in a way that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In addition, Topic 606 requires disclosures of the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The Company adopted this standard using a modified retrospective approach in the first quarter of fiscal 2019 with the cumulative effect of initially applying the standard recognized in *Retained earnings* at June 1, 2018. Comparative prior period information has not been adjusted and continues to be reported in accordance with previous revenue recognition guidance in Topic 605. The Company has applied the new standard to all contracts at adoption.

PART II

The Company's adoption of Topic 606 resulted in a change to the timing of revenue recognition. The satisfaction of the Company's performance obligation is based upon transfer of control over a product to a customer, which results in sales being recognized upon shipment rather than upon delivery for certain wholesale transactions and substantially all digital commerce sales. A customer is considered to have control once they are able to direct the use and receive substantially all of the benefits of the product. This resulted in a cumulative effect adjustment, which increased *Retained earnings* by \$23 million at June 1, 2018. The adoption of Topic 606 did not have a material effect on the Consolidated Statements of Income for fiscal 2019.

Additionally, the Company's reserve balances for returns, post-invoice sales discounts and miscellaneous claims for wholesale transactions were previously reported net of the estimated cost of inventory for product returns, and as a reduction to *Accounts receivable, net* on the Consolidated Balance Sheets. Under Topic 606, an asset for the estimated cost of inventory for expected products returns is now recognized separately from the liability for sales-related reserves. This resulted in an increase to *Accounts receivable, net*, an increase in *Prepaid expenses and other current assets* and an increase in *Accrued liabilities* on the Consolidated Balance Sheets at May 31, 2019. Sales-related reserves for the Company's direct to consumer operations continue to be recognized in *Accrued liabilities*, but are now recorded separately from an asset for the estimated cost of inventory for expected product returns, which is recognized in *Prepaid expenses and other current assets*. The following table presents the related effect of the adoption of Topic 606 on the Consolidated Balance Sheets at May 31, 2019:

(Dollars in millions)	AS OF MAY 31, 2019			BALANCES WITHOUT ADOPTION OF TOPIC 606
	AS REPORTED	EFFECT OF ADOPTION		
Accounts receivable, net	\$ 4,272	\$ 782	\$	3,490
Prepaid expenses and other current assets	1,968	410	1,558	
Total current assets	16,525	1,192	15,333	
TOTAL ASSETS	23,717	1,192	\$	22,525
Accrued liabilities	5,010	1,192	3,818	
Total current liabilities	7,866	1,192	6,674	
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 23,717	\$ 1,192	\$	22,525

Other impacts from the adoption of Topic 606 on the Consolidated Financial Statements were immaterial. Refer to Note 16 — Revenues for further discussion.

In February 2018, the FASB issued ASU No. 2018-02, *Income Statement — Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income (Loss)*. The standard allows for reclassification of stranded tax effects on items resulting from the Tax Cuts and Jobs Act (the "Tax Act") from *Accumulated other comprehensive income (loss)* to *Retained earnings*. Tax effects unrelated to the Tax Act are released from *Accumulated other comprehensive income (loss)* using either the specific identification approach or the portfolio approach based on the nature of the underlying item. The Company early adopted the ASU in the third quarter of fiscal 2018. As a result of the adoption, *Retained earnings* decreased by \$17 million, with a corresponding increase to *Accumulated other comprehensive income (loss)* due to the reduction in the corporate tax rate from 35% to 21%. Refer to Note 9 — Income Taxes for additional information on the impact of the Tax Act.

In March 2016, the FASB issued ASU No. 2016-09, *Compensation — Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*, which changes how companies account for certain aspects of share-based payment awards to employees. The Company adopted the ASU in the first quarter of fiscal 2018. The updated guidance requires excess tax benefits and deficiencies from share-based payment awards to be recorded in income tax expense in the income statement. Previously, excess tax benefits and deficiencies were recognized in shareholders' equity on the balance sheet. This change is required to be applied prospectively. During fiscal 2019 and fiscal 2018, the Company recognized \$175 million and \$230 million, respectively, of excess tax benefits related to share-based payment awards in *Income tax expense* in the Consolidated Statements of Income.

In October 2016, the FASB issued ASU No. 2016-16, *Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory*. The updated guidance requires companies to recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. Income tax effects of intra-entity transfers of inventory will continue to be deferred until the inventory has been sold to a third party. The Company adopted the standard on June 1, 2018, using a modified retrospective approach, with the cumulative effect of applying the new standard recognized in *Retained earnings* at the date of adoption. The adoption resulted in reductions to *Retained earnings*, *Deferred income taxes and other assets*, and *Prepaid expenses and other current assets* of \$507 million, \$422 million and \$45 million, respectively, and an increase in *Deferred income taxes and other liabilities* of \$40 million on the Consolidated Balance Sheets.

In August 2017, the FASB issued ASU No. 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities*, which expands and refines hedge accounting for both financial and non-financial risk components, aligns the recognition and presentation of the effects of hedging instruments and hedge items in the financial statements, and includes certain targeted improvements to ease the application of current guidance related to the assessment of hedge effectiveness. The Company elected to early adopt the ASU in the first quarter of fiscal 2019 and the adoption of the new guidance did not have a material impact on the Consolidated Financial Statements.

In January 2017, the FASB issued ASU 2017-04, *Simplifying the Test for Goodwill Impairment*, which simplified the accounting for goodwill impairment by eliminating the requirement to calculate the implied fair value of goodwill in measuring an impairment charge, previously Step 2 of the goodwill impairment test. Under the new standard, an impairment charge is recorded based on the excess of a reporting unit's carrying amount over its fair value, previously Step 1 of the goodwill impairment test. The guidance still allows companies to perform the optional qualitative assessment before determining whether to proceed to Step 1. The Company adopted the ASU in the first quarter of fiscal 2019 and the adoption of this standard did not have a material impact on the Consolidated Financial Statements.

In January 2016, the FASB issued ASU No. 2016-01, *Financial Instruments — Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. The updated guidance enhances the reporting model for financial instruments, which includes amendments to address aspects of recognition, measurement, presentation and disclosure. The Company adopted the ASU in the first quarter of fiscal 2019 and the adoption of the new guidance did not have a material impact on the Consolidated Financial Statements.

RECENTLY ISSUED ACCOUNTING STANDARDS

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*, which replaces existing lease accounting guidance. The new standard is intended to provide enhanced transparency and comparability by requiring lessees to record right-of-use (ROU) assets and corresponding lease liabilities on the balance sheet. ROU assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. The new guidance will require the Company to continue to classify leases as either an operating or finance lease, with classification affecting the pattern of expense recognition in the income statement. In addition, the new standard requires enhanced disclosure surrounding the amount, timing and uncertainty of cash flows arising from leasing agreements. In July 2018, the FASB issued ASU No. 2018-11, which provides entities with an additional transition method to adopt Topic 842. Under the new transition method, an entity initially applies the new standard at the adoption date, versus at the beginning of the earliest period presented, and recognizes a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. The Company will elect this transition method at the adoption date of June 1, 2019.

Upon adoption, the Company will elect the package of transition practical expedients which would allow the Company to carry forward prior conclusions related to: (i) whether any expired or existing contracts are or contain leases, (ii) the lease classification for any expired or existing leases and (iii) initial direct costs for existing leases. Additionally, the Company will elect the practical expedient to not separate lease components from nonlease components for all real estate leases within the portfolio. The Company will make an accounting policy election to keep leases with an initial term of 12 months or less off the Consolidated Balance Sheets and will recognize related lease payments in the Consolidated Statements of Income on a straight-line basis over the lease term.

In preparation for implementation, the Company has been executing changes to business processes, including implementing a software solution to assist with the new reporting requirements. Upon adoption, the Company's total assets and total liabilities will increase by approximately \$2.8 billion. The Company does not believe the standard will have a material impact on the Consolidated Statements of Income or Consolidated Statements of Cash Flows.

NOTE 2 — INVENTORIES

Inventory balances of \$5,622 million and \$5,261 million at May 31, 2019 and 2018, respectively, were substantially all finished goods.

NOTE 3 — PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment, net included the following:

(Dollars in millions)	AS OF MAY 31,	
	2019	2018
Land and improvements	\$ 329	\$ 331
Buildings	2,445	2,195
Machinery, equipment and internal-use software	4,335	4,230
Leasehold improvements	1,563	1,494
Construction in process	797	641
Total property, plant and equipment, gross	9,469	8,891
Less accumulated depreciation	4,725	4,437
TOTAL PROPERTY, PLANT AND EQUIPMENT, NET	\$ 4,744	\$ 4,454

Capitalized interest was not material for the years ended May 31, 2019, 2018 and 2017.

NOTE 4 — IDENTIFIABLE INTANGIBLE ASSETS AND GOODWILL

Identifiable intangible assets, net consist of indefinite-lived trademarks, acquired trademarks and other intangible assets. The following table summarizes the Company's *Identifiable intangible assets, net* balances as of May 31, 2019 and 2018:

(Dollars in millions)	AS OF MAY 31,					
	2019			2018		
	GROSS CARRYING AMOUNT	ACCUMULATED AMORTIZATION	NET CARRYING AMOUNT	GROSS CARRYING AMOUNT	ACCUMULATED AMORTIZATION	NET CARRYING AMOUNT
Indefinite-lived trademarks	\$ 281	\$ —	\$ 281	\$ 281	\$ —	\$ 281
Acquired trademarks and other	22	20	2	22	18	4
IDENTIFIABLE INTANGIBLE ASSETS, NET	\$ 303	\$ 20	\$ 283	\$ 303	\$ 18	\$ 285

Goodwill was \$154 million at May 31, 2019 and 2018, of which \$65 million was included in the Converse segment for both periods. The remaining amounts were included in Global Brand Divisions for segment reporting purposes. There were no accumulated impairment losses for goodwill as of either period end.

NOTE 5 — ACCRUED LIABILITIES

Accrued liabilities included the following:

(Dollars in millions)	AS OF MAY 31,	
	2019	2018
Compensation and benefits, excluding taxes	\$ 1,232	\$ 897
Sales-related reserves ⁽¹⁾	1,218	20
Endorsement compensation	424	425
Dividends payable	346	320
Import and logistics costs	296	268
Collateral received from counterparties to hedging instruments	289	23
Taxes other than income taxes payable	234	224
Advertising and marketing	114	140
Fair value of derivatives	52	184
Other ⁽²⁾	805	768
TOTAL ACCRUED LIABILITIES	\$ 5,010	\$ 3,269

(1) Sales-related reserves as of May 31, 2019 reflect the Company's fiscal 2019 adoption of Topic 606. As of May 31, 2018, Sales-related reserves reflect the Company's prior accounting under Topic 605. Refer to Note 1 — Summary of Significant Accounting Policies for additional information on the adoption of the new standard.

(2) Other consists of various accrued expenses with no individual item accounting for more than 5% of the total Accrued liabilities balance at May 31, 2019 and 2018.

NOTE 6 — FAIR VALUE MEASUREMENTS

The following tables present information about the Company's financial assets measured at fair value on a recurring basis as of May 31, 2019 and 2018, and indicate the level in the fair value hierarchy in which the Company classifies the fair value measurement. Refer to Note 1 — Summary of Significant Accounting Policies for additional detail regarding the Company's fair value measurement methodology.

(Dollars in millions)	AS OF MAY 31, 2019		
	ASSETS AT FAIR VALUE	CASH AND EQUIVALENTS	SHORT-TERM INVESTMENTS
Cash	\$ 853	\$ 853	—
<u>Level 1:</u>			
U.S. Treasury securities	347	200	147
<u>Level 2:</u>			
Commercial paper and bonds	34	1	33
Money market funds	1,637	1,637	—
Time deposits	1,791	1,775	16
U.S. Agency securities	1	—	1
Total Level 2	3,463	3,413	50
TOTAL	\$ 4,663	\$ 4,466	197

		AS OF MAY 31, 2018		
(Dollars in millions)		ASSETS AT FAIR VALUE	CASH AND EQUIVALENTS	SHORT-TERM INVESTMENTS
Cash	\$	415	\$ 415	\$ —
<u>Level 1:</u>				
U.S. Treasury securities		1,178	500	678
<u>Level 2:</u>				
Commercial paper and bonds		451	153	298
Money market funds		2,174	2,174	—
Time deposits		925	907	18
U.S. Agency securities		102	100	2
Total Level 2		3,652	3,334	318
TOTAL	\$	5,245	\$ 4,249	\$ 996

The Company elects to record the gross assets and liabilities of its derivative financial instruments on the Consolidated Balance Sheets. The Company's derivative financial instruments are subject to master netting arrangements that allow for the offset of assets and liabilities in the event of default or early termination of the contract. Any amounts of cash collateral received related to these instruments associated with the Company's credit-related contingent features are recorded in *Cash and equivalents* and *Accrued liabilities*, the latter of which would further offset against the Company's derivative asset balance (refer to Note 14 — Risk Management and Derivatives). Any amounts of cash collateral posted related to these instruments associated with the Company's credit-related contingent features are recorded in *Prepaid expenses and other current assets*, which would further offset against the Company's derivative liability balance (refer to Note 14 — Risk Management and Derivatives). Cash collateral received or posted related to the Company's credit related contingent features is presented in the *Cash provided by operations* component of the Consolidated Statements of Cash Flows. Any amounts of non-cash collateral received, such as securities, are not recorded on the Consolidated Balance Sheets pursuant to U.S. GAAP. For further information related to credit risk, refer to Note 14 — Risk Management and Derivatives.

The following tables present information about the Company's derivative assets and liabilities measured at fair value on a recurring basis as of May 31, 2019 and 2018, and indicate the level in the fair value hierarchy in which the Company classifies the fair value measurement.

		AS OF MAY 31, 2019					
		DERIVATIVE ASSETS			DERIVATIVE LIABILITIES		
(Dollars in millions)		ASSETS AT FAIR VALUE	OTHER CURRENT ASSETS	OTHER LONG-TERM ASSETS	LIABILITIES AT FAIR VALUE	ACCRUED LIABILITIES	OTHER LONG-TERM LIABILITIES
<u>Level 2:</u>							
Foreign exchange forwards and options ⁽¹⁾	\$	611	\$ 611	\$ —	\$ 51	\$ 51	\$ —
Embedded derivatives		11	5	6	3	1	2
TOTAL	\$	622	\$ 616	\$ 6	\$ 54	\$ 52	\$ 2

(1) If the foreign exchange derivative instruments had been netted on the Consolidated Balance Sheets, the asset and liability positions each would have been reduced by \$50 million as of May 31, 2019. As of that date, the Company had received \$289 million of cash collateral from various counterparties related to foreign exchange derivative instruments. No amount of collateral was posted on the Company's derivative liability balance as of May 31, 2019.

(Dollars in millions)	AS OF MAY 31, 2018					
	DERIVATIVE ASSETS			DERIVATIVE LIABILITIES		
	ASSETS AT FAIR VALUE	OTHER CURRENT ASSETS	OTHER LONG-TERM ASSETS	LIABILITIES AT FAIR VALUE	ACCRUED LIABILITIES	OTHER LONG-TERM LIABILITIES
Level 2:						
Foreign exchange forwards and options ⁽¹⁾	\$ 389	\$ 237	\$ 152	\$ 182	\$ 182	\$ —
Embedded derivatives	11	3	8	8	2	6
TOTAL	\$ 400	\$ 240	\$ 160	\$ 190	\$ 184	\$ 6

(1) If the foreign exchange derivative instruments had been netted on the Consolidated Balance Sheets, the asset and liability positions each would have been reduced by \$182 million as of May 31, 2018. As of that date, the Company had received \$23 million of cash collateral from various counterparties related to foreign exchange derivative instruments. No amount of collateral was posted on the Company's derivative liability balance as of May 31, 2018.

The Company's investment portfolio consists of investments in U.S. Treasury and Agency securities, time deposits, money market funds, corporate commercial paper and bonds. These securities are valued using market prices in both active markets (Level 1) and less active markets (Level 2). As of May 31, 2019, the Company held \$158 million of available-for-sale debt securities with maturity dates within one year and \$39 million with maturity dates over one year and less than five years in *Short-term investments* on the Consolidated Balance Sheets. The gross realized gains and losses on sales of securities were immaterial for the fiscal years ended May 31, 2019 and 2018. Unrealized gains and losses on available-for-sale debt securities included in *Accumulated other comprehensive income (loss)* were immaterial as of May 31, 2019 and 2018. The Company regularly reviews its available-for-sale debt securities for other-than-temporary impairment. For the years ended May 31, 2019 and 2018, the Company did not consider any of its securities to be other-than-temporarily impaired and, accordingly, did not recognize any impairment losses.

Included in *Interest expense (income), net* was interest income related to the Company's investment portfolio of \$82 million, \$70 million and \$27 million for the years ended May 31, 2019, 2018 and 2017, respectively.

The Company's Level 3 assets comprise investments in certain non-marketable preferred stock. These Level 3 investments are an immaterial portion of the Company's portfolio and changes in these investments were immaterial during the years ended May 31, 2019 and 2018.

No transfers among the levels within the fair value hierarchy occurred during the years ended May 31, 2019 or 2018.

For additional information related to the Company's derivative financial instruments, refer to Note 14 — Risk Management and Derivatives. For fair value information regarding *Notes payable* and *Long-term debt*, refer to Note 7 — Short-Term Borrowings and Credit Lines and Note 8 — Long-Term Debt, respectively. The carrying amounts of other current financial assets and other current financial liabilities approximate fair value.

As of May 31, 2019 and 2018, assets or liabilities required to be measured at fair value on a non-recurring basis were immaterial.

NOTE 7 — SHORT-TERM BORROWINGS AND CREDIT LINES

Notes payable and interest-bearing accounts payable to Sojitz Corporation of America ("Sojitz America") as of May 31, 2019 and 2018 are summarized below:

(Dollars in millions)	AS OF MAY 31,			
	2019		2018	
	BORROWINGS	INTEREST RATE	BORROWINGS	INTEREST RATE
Notes payable:				
Commercial paper	\$ —	0.00%	\$ 325	1.77%
U.S. operations	2	0.00% ⁽¹⁾	1	0.00% ⁽¹⁾
Non-U.S. operations	7	26.00% ⁽¹⁾	10	18.11% ⁽¹⁾
TOTAL NOTES PAYABLE	\$ 9		\$ 336	
Interest-bearing accounts payable:				
Sojitz America	\$ 75	3.27%	\$ 61	2.82%

(1) Weighted average interest rate includes non-interest bearing overdrafts.

The carrying amounts reflected in the Consolidated Balance Sheets for *Notes payable* approximate fair value.

The Company purchases through Sojitz America certain NIKE Brand products it acquires from non-U.S. suppliers. These purchases are for products sold in certain countries in the Company's Asia Pacific & Latin America geographic operating segment and Canada, excluding products produced and sold in the same country. Accounts payable to Sojitz America are generally due up to 60 days after shipment of goods from the foreign port. The interest rate on such accounts payable is the 60-day London Interbank Offered Rate ("LIBOR") as of the beginning of the month of the invoice date, plus 0.75%.

As of May 31, 2019, no borrowings were outstanding under the Company's \$2 billion commercial paper program. As of May 31, 2018, the Company had \$325 million outstanding at a weighted average interest rate of 1.77%.

On August 28, 2015, the Company entered into a committed credit facility agreement with a syndicate of banks which provides for up to \$2 billion of borrowings. The facility matures August 28, 2020, with a one-year extension option prior to any anniversary of the closing date, provided that in no event shall it extend beyond August 28, 2022. Based on the Company's current long-term senior unsecured debt ratings of AA- and A1 from Standard and Poor's Corporation and Moody's Investor Services, respectively, the interest rate charged on any outstanding borrowings would be the prevailing LIBOR plus 0.455%. The facility fee is 0.045% of the total commitment. Under the committed credit facility, the Company must maintain certain financial ratios, among other things, with which the Company was in compliance at May 31, 2019. No amounts were outstanding under the committed credit facility as of May 31, 2019 or 2018.

NOTE 8 — LONG-TERM DEBT

Long-term debt, net of unamortized premiums, discounts and debt issuance costs, comprises the following:

Scheduled Maturity (Dollars and Yen in millions)	ORIGINAL PRINCIPAL	INTEREST RATE	INTEREST PAYMENTS	BOOK VALUE OUTSTANDING AS OF MAY 31,	
				2019	2018
Corporate Bond Payables:⁽¹⁾⁽²⁾					
May 1, 2023	\$ 500	2.25%	Semi-Annually	\$ 498	\$ 498
November 1, 2026	1,000	2.38%	Semi-Annually	994	994
May 1, 2043	500	3.63%	Semi-Annually	495	495
November 1, 2045	1,000	3.88%	Semi-Annually	983	982
November 1, 2046	500	3.38%	Semi-Annually	491	490
Japanese Yen Notes:⁽³⁾					
August 20, 2001 through November 20, 2020	¥ 9,000	2.60%	Quarterly	\$ 6	\$ 10
August 20, 2001 through November 20, 2020	4,000	2.00%	Quarterly	3	5
Total				3,470	3,474
Less current maturities				6	6
TOTAL LONG-TERM DEBT				\$ 3,464	\$ 3,468

(1) These senior unsecured obligations rank equally with the Company's other unsecured and unsubordinated indebtedness.

(2) The bonds are redeemable at the Company's option up to three months prior to the scheduled maturity date for the bonds maturing in 2023 and 2026, and up to six months prior to the scheduled maturity date for the bonds maturing in 2043, 2045 and 2046, at a price equal to the greater of (i) 100% of the aggregate principal amount of the notes to be redeemed or (ii) the sum of the present values of the remaining scheduled payments, plus in each case, accrued and unpaid interest. Within three and six months to scheduled maturity, respectively, the bonds also feature a par call provision, which allows for the bonds to be redeemed at a price equal to 100% of the aggregate principal amount of the notes being redeemed, plus accrued and unpaid interest.

(3) NIKE Logistics YK assumed a total of ¥13.0 billion in loans as part of its agreement to purchase a distribution center in Japan, which serves as collateral for the loans. These loans mature in equal quarterly installments during the period August 20, 2001 through November 20, 2020.

The scheduled maturity of *Long-term debt* in each of the years ending May 31, 2020 through 2024 are \$6 million, \$3 million, \$0 million, \$500 million and \$0 million, respectively, at face value.

The Company's long-term debt is recorded at adjusted cost, net of unamortized premiums, discounts and debt issuance costs. The fair value of long-term debt is estimated based upon quoted prices for similar instruments or quoted prices for identical instruments in inactive markets (Level 2). The fair value of the Company's long-term debt, including the current portion, was approximately \$3,524 million at May 31, 2019 and \$3,294 million at May 31, 2018.

NOTE 9 — INCOME TAXES

Income before income taxes is as follows:

(Dollars in millions)	YEAR ENDED MAY 31,		
	2019	2018	2017
Income before income taxes:			
United States	\$ 593	\$ 744	\$ 1,240
Foreign	4,208	3,581	3,646
TOTAL INCOME BEFORE INCOME TAXES	\$ 4,801	\$ 4,325	\$ 4,886

The provision for income taxes is as follows:

(Dollars in millions)	YEAR ENDED MAY 31,		
	2019	2018	2017
Current:			
United States			
Federal	\$ 74	\$ 1,167	\$ 398
State	56	45	82
Foreign	608	533	439
Total Current	738	1,745	919
Deferred:			
United States			
Federal	(33)	595	(279)
State	(9)	25	(9)
Foreign	76	27	15
Total Deferred	34	647	(273)
TOTAL INCOME TAX EXPENSE	\$ 772	\$ 2,392	\$ 646

The Tax Act was signed into law on December 22, 2017 and significantly changed previous U.S. tax laws, including a reduction in the corporate tax rate from 35% to 21% and a one-time transition tax on deemed repatriation of undistributed foreign earnings. For fiscal 2018, the change in the corporate tax rate resulted in a blended U.S. federal statutory rate for the Company of approximately 29%. Certain provisions of the Tax Act, including a provision to tax global intangible low-taxed income (GILTI) of foreign subsidiaries, were not effective for the Company until fiscal 2019. In accordance with U.S. GAAP, the Company has made an accounting policy election to treat taxes due under the GILTI provision as a current period expense. Implementation of the Tax Act required the Company to record incremental provisional tax expense in fiscal 2018, which increased its effective tax rate in fiscal 2018. The Company completed its analysis of the Tax Act in the second quarter of fiscal 2019 and no adjustments were made to the provisional amounts recorded. As of May 31, 2019 and 2018, long-term income taxes payable were \$902 million and \$993 million, respectively, and were included within *Deferred income taxes and other liabilities* on the Consolidated Balance Sheets.

A reconciliation from the U.S. statutory federal income tax rate to the effective income tax rate is as follows:

	YEAR ENDED MAY 31,		
	2019	2018	2017
Federal income tax rate	21.0%	29.2%	35.0%
State taxes, net of federal benefit	1.2%	1.2%	1.1%
Foreign earnings	-2.1%	-17.5%	-20.7%
Transition tax related to the Tax Act	—%	43.3%	—%
Remeasurement of deferred tax assets and liabilities related to the Tax Act	—%	3.7%	—%
Excess tax benefits from share-based compensation	-3.6%	-5.3%	—%
Resolution of a U.S. tax matter	—%	—%	-3.2%
U.S. Research and Development tax credit	-1.1%	-0.6%	-0.6%
Other, net	0.7%	1.3%	1.6%
EFFECTIVE INCOME TAX RATE	16.1%	55.3%	13.2%

PART II

The effective tax rate for the year ended May 31, 2019 was lower than the effective tax rate for the year ended May 31, 2018 due to significant changes related to the enactment of the Tax Act in the prior year and reduction in the U.S. federal statutory rate to 21% in the current year. The foreign earnings rate impact shown above for the year ended May 31, 2019 includes 1.5% of U.S. tax on foreign earnings driven by the impact of the Tax Act.

The effective tax rate for the year ended May 31, 2018 was higher than the effective tax rate for the year ended May 31, 2017 primarily due to the enactment of the Tax Act, which included provisional expense of \$1,875 million for the one-time transition tax on the deemed repatriation of undistributed foreign earnings, and \$158 million due to the remeasurement of deferred tax assets and liabilities. The remaining provisions of the Tax Act, which were a net benefit to the effective tax rate, did not have a material impact on the Company's Consolidated Financial Statements during fiscal 2018. Additionally, the increase in the effective tax rate was partially offset by the tax benefit from share-based compensation in the current period as a result of the adoption of ASU 2016-09 in the first quarter of fiscal 2018. During the year ended May 31, 2017, income tax benefit of \$177 million attributable to employee share-based compensation were allocated to *Total shareholders' equity*. As a result of the adoption of ASU 2016-09, beginning in fiscal 2018, income tax benefits from share-based compensation are reported in the Consolidated Statements of Income.

Deferred tax assets and liabilities comprise the following:

(Dollars in millions)	AS OF MAY 31,	
	2019	2018
Deferred tax assets:		
Inventories	\$ 66	\$ 73
Sales return reserves	128	104
Deferred compensation	271	250
Stock-based compensation	156	135
Reserves and accrued liabilities	101	102
Net operating loss carry-forwards	81	88
Other	125	106
Total deferred tax assets	928	858
Valuation allowance	(88)	(95)
Total deferred tax assets after valuation allowance	840	763
Deferred tax liabilities:		
Foreign withholding tax on undistributed earnings of foreign subsidiaries	(235)	(155)
Property, plant and equipment	(188)	(167)
Intangibles	(23)	(77)
Other	(18)	(26)
Total deferred tax liabilities	(464)	(425)
NET DEFERRED TAX ASSET	\$ 376	\$ 338

The following is a reconciliation of the changes in the gross balance of unrecognized tax benefits:

(Dollars in millions)	AS OF MAY 31,		
	2019	2018	2017
Unrecognized tax benefits, beginning of the period	\$ 698	\$ 461	\$ 506
Gross increases related to prior period tax positions	85	19	31
Gross decreases related to prior period tax positions	(32)	(12)	(163)
Gross increases related to current period tax positions	81	249	115
Settlements	—	—	(12)
Lapse of statute of limitations	(35)	(20)	(21)
Changes due to currency translation	11	1	5
UNRECOGNIZED TAX BENEFITS, END OF THE PERIOD	\$ 808	\$ 698	\$ 461

As of May 31, 2019, total gross unrecognized tax benefits, excluding related interest and penalties, were \$808 million, \$582 million of which would affect the Company's effective tax rate if recognized in future periods. The majority of the total gross unrecognized tax benefits are long-term in nature and included within *Deferred income taxes and other liabilities* on the Consolidated Balance Sheets.

The Company recognizes interest and penalties related to income tax matters in income tax expense. The liability for payment of interest and penalties increased by \$17 million during the year ended May 31, 2019, decreased by \$14 million during the year ended May 31, 2018 and decreased by \$38 million during the year ended May 31, 2017. As of May 31, 2019 and 2018, accrued interest and penalties related to uncertain tax positions were \$174 million and \$157 million, respectively (excluding federal benefit).

The Company is subject to taxation in the United States, as well as various state and foreign jurisdictions. The Company has closed all U.S. federal income tax matters through fiscal 2016, with the exception of certain transfer pricing adjustments. The Company's major foreign jurisdictions, China and the Netherlands, have concluded substantially all income tax matters through calendar 2008 and fiscal 2012, respectively. Although the timing of resolution of audits is not certain, the Company evaluates all domestic and foreign audit issues in the aggregate, along with the expiration of applicable statutes of limitations, and estimates that it is reasonably possible the total gross unrecognized tax benefits could decrease by up to \$210 million within the next 12 months. In January 2019, the European Commission opened a formal investigation to examine whether the Netherlands has breached State Aid rules when granting certain tax rulings to the Company. The Company believes the investigation is without merit. If this matter is adversely resolved, the Netherlands may be required to assess additional amounts with respect to current and prior periods, and the company's Netherlands income taxes in the future could increase.

The Company historically provided for U.S. income taxes on the undistributed earnings of foreign subsidiaries unless they were considered indefinitely reinvested outside the United States. As a result of the enactment of the Tax Act, in fiscal 2018 the Company reevaluated its historic indefinite reinvestment assertion and determined that any historical or future undistributed earnings of foreign subsidiaries are no longer considered to be indefinitely reinvested.

A portion of the Company's foreign operations benefit from a tax holiday, which is set to expire in 2021. This tax holiday may be extended when certain conditions are met or may be terminated early if certain conditions are not met. The tax benefit attributable to this tax holiday was \$167 million, \$126 million and \$187 million for the fiscal years ended May 31, 2019, 2018 and 2017, respectively. The benefit of the tax holiday on diluted earnings per common share was \$0.10, \$0.08 and \$0.11 for the fiscal years ended May 31, 2019, 2018 and 2017, respectively.

Deferred tax assets at May 31, 2019 and 2018 were reduced by a valuation allowance primarily relating to tax benefits of certain entities with operating losses. There was a \$7 million net decrease in the valuation allowance for the year ended May 31, 2019, compared to a \$13 million net increase for the year ended May 31, 2018, and \$30 million net increase for the year ended May 31, 2017.

The Company has available domestic and foreign loss carry-forwards of \$257 million at May 31, 2019. If not utilized, such losses will expire as follows:

(Dollars in millions)	YEAR ENDING MAY 31,						
	2020	2021	2022	2023	2024-2039	INDEFINITE	TOTAL
Net operating losses	\$ 5	\$ 2	\$ 1	\$ 26	\$ 34	\$ 189	\$ 257

NOTE 10 — REDEEMABLE PREFERRED STOCK

Sojitz America is the sole owner of the Company's authorized redeemable preferred stock, \$1 par value, which is redeemable at the option of Sojitz America or the Company at par value aggregating \$0.3 million. A cumulative dividend of \$0.10 per share is payable annually on May 31 and no dividends may be declared or paid on the common stock of the Company unless dividends on the redeemable preferred stock have been declared and paid in full. There have been no changes in the redeemable preferred stock in the fiscal years ended May 31, 2019, 2018 and 2017. As the holder of the redeemable preferred stock, Sojitz America does not have general voting rights, but does have the right to vote as a separate class on the sale of all or substantially all of the assets of the Company and its subsidiaries, on merger, consolidation, liquidation or dissolution of the Company, or on the sale or assignment of the NIKE trademark for athletic footwear sold in the United States. The redeemable preferred stock has been fully issued to Sojitz America and is not blank check preferred stock. The Company's articles of incorporation do not permit the issuance of additional preferred stock.

NOTE 11 — COMMON STOCK AND STOCK-BASED COMPENSATION

COMMON STOCK

The authorized number of shares of Class A Common Stock, no par value, and Class B Common Stock, no par value, are 400 million and 2,400 million, respectively. Each share of Class A Common Stock is convertible into one share of Class B Common Stock. Voting rights of Class B Common Stock are limited in certain circumstances with respect to the election of directors. There are no differences in the dividend and liquidation preferences or participation rights of the holders of Class A and Class B Common Stock. From time to time, the Company's Board of Directors authorizes share repurchase programs for the repurchase of Class B Common Stock. The value of repurchased shares is deducted from *Total shareholders' equity* through allocation to *Capital in excess of stated value* and *Retained earnings*.

STOCK-BASED COMPENSATION

The NIKE, Inc. Stock Incentive Plan (the "Stock Incentive Plan") provides for the issuance of up to 718 million previously unissued shares of Class B Common Stock in connection with equity awards granted under the Stock Incentive Plan. The Stock Incentive Plan authorizes the grant of non-statutory stock options, incentive stock options, stock appreciation rights, restricted stock, restricted stock units and performance-based awards. The exercise price for stock options and stock appreciation rights may not be less than the fair market value of the underlying shares on the date of grant. A committee of the Board of Directors administers the Stock Incentive Plan. The committee has the authority to determine the employees to whom awards will be made, the amount of the awards and the other terms and conditions of the awards. The Company generally grants stock options and restricted stock on an annual basis. Substantially all awards under the Stock Incentive Plan vest ratably over 4 years of continued employment, with stock options expiring 10 years from the date of grant.

The following table summarizes the Company's total stock-based compensation expense recognized in *Cost of sales* or *Operating overhead expense*, as applicable:

(Dollars in millions)	YEAR ENDED MAY 31,		
	2019	2018	2017
Stock options ⁽¹⁾	\$ 207	\$ 149	\$ 145
ESPPs	40	34	36
Restricted stock	78	35	34
TOTAL STOCK-BASED COMPENSATION EXPENSE	\$ 325	\$ 218	\$ 215

(1) Expense for stock options includes the expense associated with stock appreciation rights. Accelerated stock option expense is recorded for employees meeting certain retirement eligibility requirements. Accelerated stock option expense was \$41 million, \$18 million and \$14 million for the years ended May 31, 2019, 2018 and 2017, respectively.

The income tax benefit related to stock-based compensation expense was \$175 million and \$230 million for the fiscal years ended May 31, 2019 and 2018, respectively, and reported within *Income tax expense* in accordance with ASU 2016-09. For the fiscal year ended May 31, 2017, prior to the adoption of ASU 2016-09, income tax benefits related to stock-based compensation expense were \$177 million and allocated to *Total shareholders' equity*.

STOCK OPTIONS

The weighted average fair value per share of the options granted during the years ended May 31, 2019, 2018 and 2017, computed as of the grant date using the Black-Scholes pricing model, was \$22.78, \$9.82 and \$9.38, respectively. The weighted average assumptions used to estimate these fair values were as follows:

	YEAR ENDED MAY 31,		
	2019	2018	2017
Dividend yield	1.0%	1.2%	1.1%
Expected volatility	26.6%	16.4%	17.4%
Weighted average expected life (in years)	6.0	6.0	6.0
Risk-free interest rate	2.8%	2.0%	1.3%

The Company estimates the expected volatility based on the implied volatility in market traded options on the Company's common stock with a term greater than one year, along with other factors. The weighted average expected life of options is based on an analysis of historical and expected future exercise patterns. The interest rate is based on the U.S. Treasury (constant maturity) risk-free rate in effect at the date of grant for periods corresponding with the expected term of the options.

The following summarizes the stock option transactions under the plan discussed above:

	SHARES ⁽¹⁾ (In millions)	WEIGHTED AVERAGE OPTION PRICE
Options outstanding as of May 31, 2018	93.2	\$ 40.73
Exercised	(18.2)	29.70
Forfeited	(1.8)	66.66
Granted	18.1	81.79
Options outstanding as of May 31, 2019	91.3	\$ 50.59

(1) Includes stock appreciation rights transactions.

Options exercisable as of May 31, 2019 were 54.4 million and had a weighted average option price of \$37.82 per share. The aggregate intrinsic value for options outstanding and exercisable at May 31, 2019 was \$2,507 million and \$2,138 million, respectively. The total intrinsic value of the options exercised during the years ended May 31, 2019, 2018 and 2017 was \$938 million, \$889 million and \$594 million, respectively. The intrinsic value is the amount by which the market value of the underlying stock exceeds the exercise price of the options. The weighted average contractual life remaining for options outstanding and options exercisable at May 31, 2019 was 5.9 years and 4.3 years, respectively. As of May 31, 2019, the Company had \$352 million of unrecognized compensation costs from stock options, net of estimated forfeitures, to be recognized in *Cost of sales* or *Operating overhead expense*, as applicable, over a weighted average remaining period of 2.1 years.

EMPLOYEE STOCK PURCHASE PLANS

In addition to the Stock Incentive Plan, the Company gives employees the right to purchase shares at a discount from the market price under employee stock purchase plans (ESPPs). Subject to the annual statutory limit, employees are eligible to participate through payroll deductions of up to 10% of their compensation. At the end of each six-month offering period, shares are purchased by the participants at 85% of the lower of the fair market value at the beginning or the end of the offering period. Employees purchased 2.5 million, 3.1 million and 3.1 million shares during each of the fiscal years ended May 31, 2019, 2018 and 2017, respectively.

RESTRICTED STOCK AND RESTRICTED STOCK UNITS

Recipients of restricted stock are entitled to cash dividends and to vote their respective shares throughout the period of restriction. Recipients of restricted stock units are entitled to dividend equivalent cash payments upon vesting. The number of restricted stock and restricted stock units vested includes shares of common stock withheld by the Company on behalf of employees to satisfy the minimum statutory tax withholding requirements.

The following summarizes the restricted stock and restricted stock unit activity under the plan discussed above:

	SHARES (In millions)	WEIGHTED AVERAGE GRANT DATE FAIR VALUE
Nonvested as of May 31, 2018	2.8	\$ 59.14
Vested	(0.6)	59.01
Forfeited	(0.3)	66.24
Granted	2.5	80.95
Nonvested as of May 31, 2019	4.4	\$ 70.93

The weighted average grant date fair values per share of restricted stock and restricted stock units granted for the years ended May 31, 2019, 2018 and 2017 was \$80.95, \$62.51, and \$57.59, respectively. During the years ended May 31, 2019, 2018 and 2017, the aggregate fair value of restricted stock and restricted stock units vested was \$44 million, \$113 million and \$60 million, respectively, determined as of the date of vesting. As of May 31, 2019, the Company had \$195 million of unrecognized compensation costs from restricted stock and restricted stock units, net of estimated forfeitures, to be recognized in *Cost of sales* or *Operating overhead expense*, as applicable, over a weighted average period of 2.3 years.

NOTE 12 – EARNINGS PER SHARE

The following is a reconciliation from basic earnings per common share to diluted earnings per common share. The computations of diluted earnings per common share excluded options, including shares under ESPPs, to purchase an additional 17.5 million, 42.9 million and 30.5 million shares of common stock outstanding for the years ended May 31, 2019, 2018 and 2017, respectively, because the options were anti-dilutive.

(Dollars in millions, except per share data)	YEAR ENDED MAY 31,		
	2019	2018	2017
Net income available to common stockholders	\$ 4,029	\$ 1,933	\$ 4,240
Determination of shares:			
Weighted average common shares outstanding	1,579.7	1,623.8	1,657.8
Assumed conversion of dilutive stock options and awards	38.7	35.3	34.2
DILUTED WEIGHTED AVERAGE COMMON SHARES OUTSTANDING	1,618.4	1,659.1	1,692.0
Earnings per common share:			
Basic	\$ 2.55	\$ 1.19	\$ 2.56
Diluted	\$ 2.49	\$ 1.17	\$ 2.51

NOTE 13 – BENEFIT PLANS

The Company has a qualified 401(k) Savings and Profit Sharing Plan, in which all U.S. employees are able to participate. The Company matches a portion of employee contributions to the savings plan. Company contributions to the savings plan were \$90 million, \$80 million and \$75 million and included in *Cost of sales* or *Operating overhead expense*, as applicable, for the years ended May 31, 2019, 2018 and 2017, respectively. The terms of the plan also allow for annual discretionary profit sharing contributions, as recommended by senior management and approved by the Board of Directors, to the accounts of eligible U.S. employees who work at least 1,000 hours in a year. Profit sharing contributions of \$37 million, \$59 million and \$68 million were made to the plan and included in *Cost of sales* or *Operating overhead expense*, as applicable, for the years ended May 31, 2019, 2018 and 2017, respectively.

The Company also has a Long-Term Incentive Plan (LTIP) adopted by the Board of Directors and approved by shareholders in September 1997 and later amended and approved in fiscal 2007 and fiscal 2012. The Company recognized \$83 million, \$33 million and \$21 million of *Operating overhead expense* related to cash awards under the LTIP during the years ended May 31, 2019, 2018 and 2017, respectively.

The Company allows certain highly compensated employees and non-employee directors of the Company to defer compensation under a nonqualified deferred compensation plan. Deferred compensation plan liabilities were \$647 million and \$641 million at May 31, 2019 and 2018, respectively, and primarily classified as non-current in *Deferred income taxes and other liabilities* on the Consolidated Balance Sheets.

The Company has pension plans in various countries worldwide. The pension plans are only available to local employees and are generally government mandated. The liability related to the unfunded pension liabilities of the plans was \$73 million and \$70 million at May 31, 2019 and 2018, respectively, and primarily classified as non-current in *Deferred income taxes and other liabilities* on the Consolidated Balance Sheets.

NOTE 14 — RISK MANAGEMENT AND DERIVATIVES

The Company is exposed to global market risks, including the effect of changes in foreign currency exchange rates and interest rates, and uses derivatives to manage financial exposures that occur in the normal course of business. The Company does not hold or issue derivatives for trading or speculative purposes.

The Company may elect to designate certain derivatives as hedging instruments under U.S. GAAP. The Company formally documents all relationships between designated hedging instruments and hedged items as well as its risk management objectives and strategies for undertaking hedge transactions. This process includes linking all derivatives designated as hedges to either recognized assets or liabilities or forecasted transactions and assessing, both at inception and on an ongoing basis, the effectiveness of the hedging relationships.

The majority of derivatives outstanding as of May 31, 2019 are designated as foreign currency cash flow hedges, primarily for Euro/U.S. Dollar, British Pound/Euro, Chinese Yuan/U.S. Dollar and Japanese Yen/U.S. Dollar currency pairs. All derivatives are recognized on the Consolidated Balance Sheets at fair value and classified based on the instrument's maturity date.

The following table presents the fair values of derivative instruments included within the Consolidated Balance Sheets as of May 31, 2019 and 2018. Refer to Note 6 — Fair Value Measurements for a description of how the financial instruments in the table below are valued.

(Dollars in millions)	DERIVATIVE ASSETS			DERIVATIVE LIABILITIES		
	BALANCE SHEET LOCATION	AS OF MAY 31,		BALANCE SHEET LOCATION	AS OF MAY 31,	
		2019	2018		2019	2018
Derivatives formally designated as hedging instruments:						
Foreign exchange forwards and options	Prepaid expenses and other current assets	\$ 509	\$ 118	Accrued liabilities	\$ 5	\$ 156
Foreign exchange forwards and options	Deferred income taxes and other assets	—	152	Deferred income taxes and other liabilities	—	—
Total derivatives formally designated as hedging instruments		509	270		5	156
Derivatives not designated as hedging instruments:						
Foreign exchange forwards and options	Prepaid expenses and other current assets	102	119	Accrued liabilities	46	26
Embedded derivatives	Prepaid expenses and other current assets	5	3	Accrued liabilities	1	2
Embedded derivatives	Deferred income taxes and other assets	6	8	Deferred income taxes and other liabilities	2	6
Total derivatives not designated as hedging instruments		113	130		49	34
TOTAL DERIVATIVES		\$ 622	\$ 400		\$ 54	\$ 190

The following tables present the amounts in the Consolidated Statements of Income in which the effects of cash flow hedges are recorded and the effects of cash flow hedge activity on these line items for the years ended May 31, 2019, 2018 and 2017:

(Dollars in millions)	YEAR ENDED MAY 31,					
	2019		2018		2017	
	TOTAL	AMOUNT OF GAIN (LOSS) ON CASH FLOW HEDGE ACTIVITY	TOTAL	AMOUNT OF GAIN (LOSS) ON CASH FLOW HEDGE ACTIVITY	TOTAL	AMOUNT OF GAIN (LOSS) ON CASH FLOW HEDGE ACTIVITY
Revenues	\$ 39,117	\$ (5)	\$ 36,397	\$ 34	\$ 34,350	\$ 96
Cost of sales	21,643	53	20,441	(90)	19,038	339
Demand creation expense	3,753	—	3,577	1	3,341	—
Other (income) expense, net	(78)	35	66	(69)	(196)	199
Interest expense (income), net	49	(7)	54	(7)	59	(4)

PART II

The following tables present the amounts affecting the Consolidated Statements of Income for the years ended May 31, 2019, 2018 and 2017:

(Dollars in millions)	AMOUNT OF GAIN (LOSS) RECOGNIZED IN OTHER COMPREHENSIVE INCOME (LOSS) ON DERIVATIVES ⁽¹⁾			AMOUNT OF GAIN (LOSS) RECLASSIFIED FROM ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) INTO INCOME ⁽¹⁾			YEAR ENDED MAY 31, 2019 2018 2017	
	YEAR ENDED MAY 31,			LOCATION OF GAIN (LOSS) RECLASSIFIED FROM ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) INTO INCOME				
	2019	2018	2017	2019	2018	2017		
Derivatives designated as cash flow hedges:								
Foreign exchange forwards and options	\$ 14	\$ 19	\$ 72	Revenues	\$ (5)	\$ 34	\$ 96	
Foreign exchange forwards and options	405	(50)	43	Cost of sales	53	(90)	339	
Foreign exchange forwards and options	2	1	(4)	Demand creation expense	—	1	—	
Foreign exchange forwards and options	156	(19)	37	Other (income) expense, net	35	(69)	199	
Interest rate swaps ⁽²⁾	—	—	(54)	Interest expense (income), net	(7)	(7)	(4)	
Total designated cash flow hedges	\$ 577	\$ (49)	\$ 94		\$ 76	\$ (131)	\$ 630	

(1) For the years ended May 31, 2019, 2018 and 2017, the amounts recorded in Other (income) expense, net as a result of the discontinuance of cash flow hedges because the forecasted transactions were no longer probable of occurring were immaterial.

(2) Gains and losses associated with terminated interest rate swaps, which were previously designated as cash flow hedges and recorded in Accumulated other comprehensive income (loss), will be released through Interest expense (income), net over the term of the issued debt.

(Dollars in millions)	AMOUNT OF GAIN (LOSS) RECOGNIZED IN INCOME ON DERIVATIVES			LOCATION OF GAIN (LOSS) RECOGNIZED IN INCOME ON DERIVATIVES	
	YEAR ENDED MAY 31,				
	2019	2018	2017		
Derivatives not designated as hedging instruments:					
Foreign exchange forwards and options	\$ 166	\$ (57)	\$ (44)	Other (income) expense, net	
Embedded derivatives	7	(4)	(2)	Other (income) expense, net	

CASH FLOW HEDGES

All changes in fair value of derivatives designated as cash flow hedges are recorded in *Accumulated other comprehensive income (loss)* until *Net income* is affected by the variability of cash flows of the hedged transaction. Effective hedge results are classified in the Consolidated Statements of Income in the same manner as the underlying exposure. Derivative instruments designated as cash flow hedges must be discontinued when it is no longer probable the forecasted hedged transaction will occur in the initially identified time period. The gains and losses associated with discontinued derivative instruments in *Accumulated other comprehensive income (loss)* will be recognized immediately in *Other (income) expense, net*, if it is probable the forecasted hedged transaction will not occur by the end of the initially identified time period or within an additional two-month period thereafter. In all situations in which hedge accounting is discontinued and the derivative remains outstanding, the Company will account for the derivative as an undesignated instrument as discussed below.

The purpose of the Company's foreign exchange risk management program is to lessen both the positive and negative effects of currency fluctuations on the Company's consolidated results of operations, financial position and cash flows. Foreign currency exposures the Company may elect to hedge in this manner include product cost exposures, non-functional currency denominated external and intercompany revenues, demand creation expenses, investments in U.S. Dollar denominated available-for-sale debt securities and certain other intercompany transactions.

Product cost exposures are primarily generated through non-functional currency denominated product purchases and the foreign currency adjustment program described below. NIKE entities primarily purchase product in two ways: (1) Certain NIKE entities purchase product from the NIKE Trading Company (NTC), a wholly owned sourcing hub that buys NIKE branded products from third party factories, predominantly in U.S. Dollars. The NTC, whose functional currency is the U.S. Dollar, then sells the product to NIKE entities in their respective functional currencies. NTC sales to a NIKE entity with a different functional currency result in a foreign currency exposure for the NTC. (2) Other NIKE entities purchase product directly from third party factories in U.S. Dollars. These purchases generate a foreign currency exposure for those NIKE entities with a functional currency other than the U.S. Dollar.

The Company operates a foreign currency adjustment program with certain factories. The program is designed to more effectively manage foreign currency risk by assuming certain of the factories' foreign currency exposures, some of which are natural offsets to the Company's existing foreign currency exposures. Under this program, the Company's payments to these factories are adjusted for rate fluctuations in the basket of currencies ("factory currency exposure index") in which the labor, materials and overhead costs incurred by the factories in the production of NIKE branded products ("factory input costs") are denominated. For the portion of the indices denominated in the local or functional currency of the factory, the Company may elect to place formally designated cash flow hedges. For all currencies within the indices, excluding the U.S. Dollar and the local or functional currency of the factory, an embedded derivative contract is created upon the factory's acceptance of NIKE's purchase order. Embedded derivative contracts are separated from the related purchase order, as further described within the Embedded Derivatives section below.

The Company's policy permits the utilization of derivatives to reduce its foreign currency exposures where internal netting or other strategies cannot be effectively employed. Typically, the Company may enter into hedge contracts starting up to 12 to 24 months in advance of the forecasted transaction and may place incremental hedges up to 100% of the exposure by the time the forecasted transaction occurs. The total notional amount of outstanding foreign currency derivatives designated as cash flow hedges was \$8.1 billion as of May 31, 2019.

As of May 31, 2019, approximately \$518 million of deferred net gains (net of tax) on both outstanding and matured derivatives in *Accumulated other comprehensive income (loss)* are expected to be reclassified to *Net income* during the next 12 months concurrent with the underlying hedged transactions also being recorded in *Net income*. Actual amounts ultimately reclassified to Net income are dependent on the exchange rates in effect when derivative contracts currently outstanding mature. As of May 31, 2019, the maximum term over which the Company is hedging exposures to the variability of cash flows for its forecasted transactions was 15 months.

FAIR VALUE HEDGES

The Company has, in the past, been exposed to the risk of changes in the fair value of certain fixed-rate debt attributable to changes in interest rates. Derivatives used by the Company to hedge this risk are receive-fixed, pay-variable interest rate swaps. All interest rate swaps designated as fair value hedges of the related long-term debt meet the shortcut method requirements under U.S. GAAP. Accordingly, changes in the fair values of the interest rate swaps are considered to exactly offset changes in the fair value of the underlying long-term debt. The Company had no interest rate swaps designated as fair value hedges as of May 31, 2019.

NET INVESTMENT HEDGES

The Company has, in the past, hedged and may, in the future, hedge the risk of variability in foreign currency-denominated net investments in wholly-owned international operations. All changes in fair value of the derivatives designated as net investment hedges are reported in *Accumulated other comprehensive income (loss)* along with the foreign currency translation adjustments on those investments. The Company had no outstanding net investment hedges as of May 31, 2019.

UNDESIGNATED DERIVATIVE INSTRUMENTS

The Company may elect to enter into foreign exchange forwards to mitigate the change in fair value of specific assets and liabilities on the Consolidated Balance Sheets and/or the embedded derivative contracts. These undesignated instruments are recorded at fair value as a derivative asset or liability on the Consolidated Balance Sheets with their corresponding change in fair value recognized in *Other (income) expense, net*, together with the re-measurement gain or loss from the hedged balance sheet position and/or embedded derivative contract. The total notional amount of outstanding undesignated derivative instruments was \$6.5 billion as of May 31, 2019.

EMBEDDED DERIVATIVES

As part of the foreign currency adjustment program described above, an embedded derivative contract is created upon the factory's acceptance of NIKE's purchase order for currencies within the factory currency exposure indices that are neither the U.S. Dollar nor the local or functional currency of the factory. In addition, embedded derivative contracts are created when the Company enters into certain other contractual agreements which have payments that are indexed to currencies that are not the functional currency of either substantial party to the contracts. Embedded derivative contracts are treated as foreign currency forward contracts that are bifurcated from the related contract and recorded at fair value as a derivative asset or liability on the Consolidated Balance Sheets with their corresponding change in fair value recognized in *Other (income) expense, net*, through the date the foreign currency fluctuations cease to exist.

At May 31, 2019, the total notional amount of embedded derivatives outstanding was approximately \$452 million.

CREDIT RISK

The Company is exposed to credit-related losses in the event of nonperformance by counterparties to hedging instruments. The counterparties to all derivative transactions are major financial institutions with investment grade credit ratings; however, this does not eliminate the Company's exposure to credit risk with these institutions. This credit risk is limited to the unrealized gains in such contracts should any of these counterparties fail to perform as contracted. To manage this risk, the Company has established strict counterparty credit guidelines that are continually monitored.

The Company's derivative contracts contain credit risk-related contingent features designed to protect against significant deterioration in counterparties' creditworthiness and their ultimate ability to settle outstanding derivative contracts in the normal course of business. The Company's bilateral credit-related contingent features generally require the owing entity, either the Company or the derivative counterparty, to post collateral for the portion of the fair value in excess of \$50 million should the fair value of outstanding derivatives per counterparty be greater than \$50 million. Additionally, a certain level of decline in credit rating of either the Company or the counterparty could also trigger collateral requirements. As of May 31, 2019, the Company was in compliance with all credit risk-related contingent features and derivative instruments with credit risk-related contingent features in a net liability position were immaterial. Accordingly, the Company was not required to post any collateral as a result of these contingent features. Further, as of May 31, 2019, the Company had \$289 million of cash collateral received from various counterparties to its derivative contracts (refer to Note 6 — Fair Value Measurements). The Company considers the impact of the risk of counterparty default to be immaterial.

NOTE 15 — ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The changes in *Accumulated other comprehensive income (loss)*, net of tax, were as follows:

(Dollars in millions)	FOREIGN CURRENCY TRANSLATION ADJUSTMENT ⁽¹⁾	CASH FLOW HEDGES	NET INVESTMENT HEDGES ⁽¹⁾	OTHER	TOTAL
Balance at May 31, 2018	\$ (173)	\$ 17	\$ 115	\$ (51)	\$ (92)
Other comprehensive income (loss):					
Other comprehensive gains (losses) before reclassifications ⁽²⁾	(173)	573	—	10	410
Reclassifications to net income of previously deferred (gains) losses ⁽³⁾	—	(70)	—	(17)	(87)
Total other comprehensive income (loss)	(173)	503	—	(7)	323
Balance at May 31, 2019	\$ (346)	\$ 520	\$ 115	\$ (58)	\$ 231

(1) The accumulated foreign currency translation adjustment and net investment hedge gains/losses related to an investment in a foreign subsidiary are reclassified to Net income upon sale or upon complete or substantially complete liquidation of the respective entity.

(2) Net of tax benefit (expense) of \$0 million, \$(4) million, \$0 million, \$1 million and \$(3) million, respectively.

(3) Net of tax (benefit) expense of \$0 million, \$6 million, \$0 million, \$0 million and \$6 million, respectively.

(Dollars in millions)	FOREIGN CURRENCY TRANSLATION ADJUSTMENT ⁽¹⁾	CASH FLOW HEDGES	NET INVESTMENT HEDGES ⁽¹⁾	OTHER	TOTAL
Balance at May 31, 2017	\$ (191)	\$ (52)	\$ 115	\$ (85)	\$ (213)
Other comprehensive income (loss):					
Other comprehensive gains (losses) before reclassifications ⁽²⁾	(6)	(52)	—	2	(56)
Reclassifications to net income of previously deferred (gains) losses ⁽³⁾	—	128	—	32	160
Total other comprehensive income (loss)	(6)	76	—	34	104
Reclassifications to retained earnings in accordance with ASU 2018-02 ⁽⁴⁾	24	(7)	—	—	17
Balance at May 31, 2018	\$ (173)	\$ 17	\$ 115	\$ (51)	\$ (92)

- (1) The accumulated foreign currency translation adjustment and net investment hedge gains/losses related to an investment in a foreign subsidiary are reclassified to Net income upon sale or upon complete or substantially complete liquidation of the respective entity.
- (2) Net of tax benefit (expense) of \$(24) million, \$(3) million, \$0 million, \$(4) million and \$(31) million, respectively.
- (3) Net of tax (benefit) expense of \$0 million, \$(3) million, \$0 million, \$0 million and \$(3) million, respectively.
- (4) Refer to Note 1 — Summary of Significant Accounting Policies for additional information on the adoption of ASU 2018-02 during the third quarter of fiscal 2018.

The following table summarizes the reclassifications from Accumulated other comprehensive income (loss) to the Consolidated Statements of Income:

(Dollars in millions)	AMOUNT OF GAIN (LOSS) RECLASSIFIED FROM ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) INTO INCOME		LOCATION OF GAIN (LOSS) RECLASSIFIED FROM ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) INTO INCOME
	YEAR ENDED MAY 31, 2019	2018	
Gains (losses) on cash flow hedges:			
Foreign exchange forwards and options	\$ (5)	\$ 34	Revenues
Foreign exchange forwards and options	53	(90)	Cost of sales
Foreign exchange forwards and options	—	1	Demand creation expense
Foreign exchange forwards and options	35	(69)	Other (income) expense, net
Interest rate swaps	(7)	(7)	Interest expense (income), net
Total before tax	76	(131)	
Tax (expense) benefit	(6)	3	
Gain (loss) net of tax	70	(128)	
Gains (losses) on other	17	(32)	Other (income) expense, net
Total before tax	17	(32)	
Tax (expense) benefit	—	—	
Gain (loss) net of tax	17	(32)	
Total net gain (loss) reclassified for the period	\$ 87	\$ (160)	

NOTE 16 — REVENUES

DISAGGREGATION OF REVENUES

The following tables present the Company's revenues disaggregated by reportable operating segment, major product line and by distribution channel:

(Dollars in millions)	YEAR ENDED MAY 31, 2019								TOTAL NIKE, INC.	
	NORTH AMERICA	EUROPE, MIDDLE EAST & AFRICA	GREATER CHINA	ASIA		GLOBAL BRAND DIVISIONS	TOTAL NIKE BRAND	CONVERSE		
				PACIFIC & LATIN AMERICA	GLOBAL BRAND DIVISIONS					
Revenues by:										
Footwear	\$ 10,045	\$ 6,293	\$ 4,262	\$ 3,622	\$ —	\$ 24,222	\$ 1,658	\$ —	\$ 25,880	
Apparel	5,260	3,087	1,808	1,395	—	11,550	118	—	11,668	
Equipment	597	432	138	237	—	1,404	24	—	1,428	
Other ⁽¹⁾	—	—	—	—	42	42	106	(7)	141	
TOTAL REVENUES	\$ 15,902	\$ 9,812	\$ 6,208	\$ 5,254	\$ 42	\$ 37,218	\$ 1,906	\$ (7)	\$ 39,117	
Revenues by:										
Sales to Wholesale Customers	\$ 10,875	\$ 7,076	\$ 3,726	\$ 3,746	\$ —	\$ 25,423	\$ 1,247	\$ —	\$ 26,670	
Sales through Direct to Consumer	5,027	2,736	2,482	1,508	—	11,753	553	—	12,306	
Other ⁽¹⁾	—	—	—	—	42	42	106	(7)	141	
TOTAL REVENUES	\$ 15,902	\$ 9,812	\$ 6,208	\$ 5,254	\$ 42	\$ 37,218	\$ 1,906	\$ (7)	\$ 39,117	

(1) Other revenues for Global Brand Divisions and Converse are primarily attributable to licensing businesses. Other revenues for Corporate primarily consist of foreign currency hedge gains and losses related to revenues generated by entities within the NIKE Brand geographic operating segments and Converse but managed through the Company's central foreign exchange risk management program.

As of May 31, 2019, the Company did not have any contract assets and had an immaterial amount of contract liabilities recorded in *Accrued Liabilities* on the Consolidated Balance Sheets.

SALES-RELATED RESERVES

At May 31, 2019, the Company's sales-related reserve balance, which includes returns, post-invoice sales discounts and miscellaneous claims, was \$1,218 million and recorded in *Accrued liabilities* on the Consolidated Balance Sheets. The estimated cost of inventory for expected product returns was \$410 million as of May 31, 2019 and was recorded in *Prepaid expenses and other current assets* on the Consolidated Balance Sheets. At May 31, 2018, the Company's sales-related reserve balance, which includes returns, post-invoice sales discounts and miscellaneous claims, was \$675 million, net of the estimated cost of expected product returns, and recognized as a reduction in *Accounts receivable, net* on the Consolidated Balance Sheets.

MAJOR CUSTOMERS

No customer accounted for 10% or more of the Company's net revenues during the fiscal years ended May 31, 2019, 2018 and 2017.

NOTE 17 — OPERATING SEGMENTS AND RELATED INFORMATION

The Company's operating segments are evidence of the structure of the Company's internal organization. The NIKE Brand segments are defined by geographic regions for operations participating in NIKE Brand sales activity.

Each NIKE Brand geographic segment operates predominantly in one industry: the design, development, marketing and selling of athletic footwear, apparel and equipment. The Company's reportable operating segments for the NIKE Brand are: North America; Europe, Middle East & Africa; Greater China; and Asia Pacific & Latin America, and include results for the NIKE, Jordan and Hurley brands.

The Company's NIKE Direct operations are managed within each NIKE Brand geographic operating segment. Converse is also a reportable segment for the Company, and operates in one industry: the design, marketing, licensing and selling of casual sneakers, apparel and accessories.

Global Brand Divisions is included within the NIKE Brand for presentation purposes to align with the way management views the Company. Global Brand Divisions primarily represent NIKE Brand licensing businesses that are not part of a geographic operating segment, and demand creation and operating overhead expense, including product creation and design expenses that are centrally managed for the NIKE Brand, as well as costs associated with NIKE Direct global digital operations and enterprise technology.

Corporate consists primarily of unallocated general and administrative expenses, including expenses associated with centrally managed departments; depreciation and amortization related to the Company's headquarters; unallocated insurance, benefit and compensation programs, including stock-based compensation; and certain foreign currency gains and losses, including certain hedge gains and losses.

The primary financial measure used by the Company to evaluate performance of individual operating segments is earnings before interest and taxes (commonly referred to as "EBIT"), which represents *Net income before Interest expense (income), net* and *Income tax expense* in the Consolidated Statements of Income.

As part of the Company's centrally managed foreign exchange risk management program, standard foreign currency rates are assigned twice per year to each NIKE Brand entity in the Company's geographic operating segments and to Converse. These rates are set approximately nine and twelve months in advance of the future selling seasons to which they relate (specifically, for each currency, one standard rate applies to the fall and holiday selling seasons and one standard rate applies to the spring and summer selling seasons) based on average market spot rates in the calendar month preceding the date they are established. *Inventories* and *Cost of sales* for geographic operating segments and Converse reflect the use of these standard rates to record non-functional currency product purchases in the entity's functional currency. Differences between assigned standard foreign currency rates and actual market rates are included in Corporate, together with foreign currency hedge gains and losses generated from the Company's centrally managed foreign exchange risk management program and other conversion gains and losses.

Accounts receivable, net, *Inventories* and *Property, plant and equipment, net* for operating segments are regularly reviewed by management and are therefore provided below. Additions to long-lived assets as presented in the following table represent capital expenditures.

PART II

(Dollars in millions)	YEAR ENDED MAY 31,		
	2019	2018	2017
REVENUES			
North America	\$ 15,902	\$ 14,855	\$ 15,216
Europe, Middle East & Africa	9,812	9,242	7,970
Greater China	6,208	5,134	4,237
Asia Pacific & Latin America	5,254	5,166	4,737
Global Brand Divisions	42	88	73
Total NIKE Brand	37,218	34,485	32,233
Converse	1,906	1,886	2,042
Corporate	(7)	26	75
TOTAL NIKE, INC. REVENUES	\$ 39,117	\$ 36,397	\$ 34,350
EARNINGS BEFORE INTEREST AND TAXES			
North America	\$ 3,925	\$ 3,600	\$ 3,875
Europe, Middle East & Africa	1,995	1,587	1,507
Greater China	2,376	1,807	1,507
Asia Pacific & Latin America	1,323	1,189	980
Global Brand Divisions	(3,262)	(2,658)	(2,677)
Total NIKE Brand	6,357	5,525	5,192
Converse	303	310	477
Corporate	(1,810)	(1,456)	(724)
Total NIKE, Inc. Earnings Before Interest and Taxes	4,850	4,379	4,945
Interest expense (income), net	49	54	59
TOTAL NIKE, INC. INCOME BEFORE INCOME TAXES	\$ 4,801	\$ 4,325	\$ 4,886
ADDITIONS TO LONG-LIVED ASSETS			
North America	\$ 117	\$ 196	\$ 223
Europe, Middle East & Africa	233	240	173
Greater China	49	76	51
Asia Pacific & Latin America	47	49	59
Global Brand Divisions	278	286	278
Total NIKE Brand	724	847	784
Converse	18	22	30
Corporate	333	325	387
TOTAL ADDITIONS TO LONG-LIVED ASSETS	\$ 1,075	\$ 1,194	\$ 1,201
DEPRECIATION			
North America	\$ 149	\$ 160	\$ 140
Europe, Middle East & Africa	111	116	106
Greater China	50	56	54
Asia Pacific & Latin America	53	55	54
Global Brand Divisions	195	217	233
Total NIKE Brand	558	604	587
Converse	31	33	28
Corporate	116	110	91
TOTAL DEPRECIATION	\$ 705	\$ 747	\$ 706

(Dollars in millions)	AS OF MAY 31,	
	2019	2018
ACCOUNTS RECEIVABLE, NET		
North America	\$ 1,718	\$ 1,443
Europe, Middle East & Africa	1,164	870
Greater China	245	101
Asia Pacific & Latin America	771	720
Global Brand Divisions	105	102
Total NIKE Brand	4,003	3,236
Converse	243	240
Corporate	26	22
TOTAL ACCOUNTS RECEIVABLE, NET	\$ 4,272	\$ 3,498
INVENTORIES		
North America	\$ 2,328	\$ 2,270
Europe, Middle East & Africa	1,390	1,433
Greater China	693	580
Asia Pacific & Latin America	694	687
Global Brand Divisions	126	91
Total NIKE Brand	5,231	5,061
Converse	269	268
Corporate	122	(68)
TOTAL INVENTORIES	\$ 5,622	\$ 5,261
PROPERTY, PLANT AND EQUIPMENT, NET		
North America	\$ 814	\$ 848
Europe, Middle East & Africa	929	849
Greater China	237	256
Asia Pacific & Latin America	326	339
Global Brand Divisions	665	597
Total NIKE Brand	2,971	2,889
Converse	100	115
Corporate	1,673	1,450
TOTAL PROPERTY, PLANT AND EQUIPMENT, NET	\$ 4,744	\$ 4,454

REVENUES AND LONG-LIVED ASSETS BY GEOGRAPHIC AREA

After allocation of revenues for Global Brand Divisions, Converse and Corporate to geographical areas based on the location where the sales originated, revenues by geographical area are essentially the same as reported above for the NIKE Brand operating segments with the exception of the United States. Revenues derived in the United States were \$16,091 million, \$15,314 million and \$15,778 million for the years ended May 31, 2019, 2018 and 2017, respectively.

The Company's largest concentrations of long-lived assets primarily consist of the Company's world headquarters and distribution facilities in the United States, as well as distribution facilities in Belgium and China. Long-lived assets attributable to operations in these countries, which are primarily composed of property, plant and equipment, net, were as follows:

(Dollars in millions)	AS OF MAY 31,	
	2019	2018
United States	\$ 3,174	\$ 2,930
Belgium	618	534
China	242	262

NOTE 18 – COMMITMENTS AND CONTINGENCIES

The Company leases retail store space, certain distribution and warehouse facilities, office space, equipment and other non-real estate assets under operating leases expiring from 1 to 24 years after May 31, 2019. Rent expense, excluding executory costs, was \$829 million, \$820 million and \$731 million for the years ended May 31, 2019, 2018 and 2017, respectively. Amounts of minimum future annual commitments under non-cancelable operating and capital leases are as follows:

(Dollars in millions)	YEAR ENDING MAY 31,						
	2020	2021	2022	2023	2024	THEREAFTER	TOTAL
Operating leases	\$ 553	\$ 513	\$ 441	\$ 386	\$ 345	\$ 1,494	\$ 3,732
Capital leases and other financing obligations ⁽¹⁾	32	34	40	37	34	197	374

(1) Capital leases and other financing obligations include payments related to build-to-suit lease arrangements.

As of May 31, 2019 and 2018, the Company had bank guarantees and letters of credit outstanding totaling \$215 million and \$165 million, respectively, issued primarily for real estate agreements, self-insurance programs and other general business obligations.

In connection with various contracts and agreements, the Company provides routine indemnification relating to the enforceability of intellectual property rights, coverage for legal issues that arise and other items where the Company is acting as the guarantor. Currently, the Company has several such agreements in place. However, based on the Company's historical experience and the estimated probability of future loss, the Company has determined the fair value of such indemnification is not material to the Company's financial position or results of operations.

In the ordinary course of its business, the Company is involved in various legal proceedings involving contractual and employment relationships, product liability claims, trademark rights and a variety of other matters. While the Company cannot predict the outcome of its pending legal matters with certainty, the Company does not believe any currently identified claim, proceeding or litigation, either individually or in aggregate, will have a material impact on the Company's results of operations, financial position or cash flows.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There has been no change of accountants nor any disagreements with accountants on any matter of accounting principles or practices or financial statement disclosure required to be reported under this Item.

ITEM 9A. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that ensure information required to be disclosed in our Securities Exchange Act of 1934, as amended ("the Exchange Act") reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We carry out a variety of ongoing procedures, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, to evaluate the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of May 31, 2019.

"Management's Annual Report on Internal Control Over Financial Reporting" is included in Item 8 of this Report.

We are continuing several transformation initiatives to centralize and simplify our business processes and systems. These are long-term initiatives, which we believe will enhance our internal control over financial reporting due to increased automation and further integration of related processes. We will continue to monitor our internal control over financial reporting for effectiveness throughout these transformation initiatives.

There have not been any changes in our internal control over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

No disclosure is required under this item.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by Item 401 of Regulation S-K regarding directors is included under “Corporate Governance — NIKE, Inc. Board of Directors” in the definitive Proxy Statement for our 2019 Annual Meeting of Shareholders and is incorporated herein by reference. The information required by Item 401 of Regulation S-K regarding executive officers is included under “Information about our Executive Officers” in Item 1 of this Report. The information required by Item 406 of Regulation S-K is included under “Corporate Governance — Board Structure and Responsibilities — Code of Conduct” in the definitive Proxy Statement for our 2019 Annual Meeting of Shareholders and is incorporated herein by reference. The information required by Items 407(d)(4) and (d)(5) of Regulation S-K regarding the Audit & Finance Committee of the Board of Directors is included under “Corporate Governance — Board Structure and Responsibilities — Board Committees” in the definitive Proxy Statement for our 2019 Annual Meeting of Shareholders and is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information required by Items 402, 407(e)(4) and 407(e)(5) of Regulation S-K regarding executive compensation is included under “Corporate Governance — Director Compensation for Fiscal 2019,” “Compensation Discussion and Analysis,” and “Stock Ownership Information — Transactions with Related Persons — Compensation Committee Interlocks and Insider Participation,” in the definitive Proxy Statement for our 2019 Annual Meeting of Shareholders and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by Item 201(d) of Regulation S-K is included under “Compensation Discussion and Analysis — Executive Compensation Tables — Equity Compensation Plan Information” in the definitive Proxy Statement for our 2019 Annual Meeting of Shareholders and is incorporated herein by reference. The information required by Item 403 of Regulation S-K is included under “Stock Ownership Information — Stock Holdings of Certain Owners and Management” in the definitive Proxy Statement for our 2019 Annual Meeting of Shareholders and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by Items 404 and 407(a) of Regulation S-K is included under “Stock Ownership Information — Transactions with Related Persons” and “Corporate Governance — Individual Board Skills Matrix — Director Independence” in the definitive Proxy Statement for our 2019 Annual Meeting of Shareholders and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by Item 9(e) of Schedule 14A is included under “Audit Matters — Ratification of Appointment of Independent Registered Public Accounting Firm” in the definitive Proxy Statement for our 2019 Annual Meeting of Shareholders and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

- (a) The following documents are filed as part of this report:

FORM 10-K
PAGE NO.

1. Financial Statements:	
Report of Independent Registered Public Accounting Firm	116
Consolidated Statements of Income for each of the three years ended May 31, 2019, May 31, 2018 and May 31, 2017	118
Consolidated Statements of Comprehensive Income for each of the three years ended May 31, 2019, May 31, 2018 and May 31, 2017	119
Consolidated Balance Sheets at May 31, 2019 and May 31, 2018	120
Consolidated Statements of Cash Flows for each of the three years ended May 31, 2019, May 31, 2018 and May 31, 2017	121
Consolidated Statements of Shareholders' Equity for each of the three years ended May 31, 2019, May 31, 2018 and May 31, 2017	122
Notes to Consolidated Financial Statements	123
2. Financial Statement Schedule:	
II — Valuation and Qualifying Accounts for the years ended May 31, 2019, 2018 and 2017	157
All other schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.	
3. Exhibits:	
3.1 Restated Articles of Incorporation, as amended (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 2015).	
3.2 Fifth Restated Bylaws, as amended (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed November 17, 2017).	
4.1 Restated Articles of Incorporation, as amended (see Exhibit 3.1).	
4.2 Fifth Restated Bylaws, as amended (see Exhibit 3.2).	
4.3 Indenture dated as of April 26, 2013, by and between NIKE, Inc. and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed April 26, 2013).	
4.4 Second Supplemental Indenture, dated as of October 29, 2015, by and between NIKE, Inc. and Deutsche Bank Trust Company Americas, as trustee, including the form of 3.875% Notes due 2045 (incorporated by reference to Exhibit 4.2 to the Company's Form 8-K filed October 29, 2015).	
4.5 Third Supplemental Indenture, dated as of October 21, 2016, by and between NIKE, Inc. and Deutsche Bank Trust Company Americas, as trustee, including the form of 2.375% Notes due 2026 and form of 3.375% Notes due 2046 (incorporated by reference to Exhibit 4.2 to the Company's Form 8-K filed October 21, 2016).	
4.6 Description of Registrant's Securities.	
10.1 Form of Non-Statutory Stock Option Agreement for options granted to non-employee directors prior to May 31, 2010 under the 1990 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed June 21, 2005).*	
10.2 Form of Non-Statutory Stock Option Agreement for options granted to non-employee directors after May 31, 2010 under the 1990 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2010).*	
10.3 Form of Non-Statutory Stock Option Agreement for options granted to executives prior to May 31, 2010 under the 1990 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2009).*	
10.4 Form of Restricted Stock Agreement for non-employee directors under the 1990 Stock Incentive Plan (incorporated by reference to Exhibit 10.4 to the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2014).*	
10.5 Form of Non-Statutory Stock Option Agreement for options granted to executives under the Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended February 28, 2018).*	

PART IV

10.6	Form of Indemnity Agreement entered into between the Company and each of its officers and directors (incorporated by reference to Exhibit 10.2 to the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2008).*
10.7	NIKE, Inc. 1990 Stock Incentive Plan (incorporated by reference to Exhibit 10.7 to the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2014).*
10.8	NIKE, Inc. Long-Term Incentive Plan (incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2015).*
10.9	NIKE, Inc. Deferred Compensation Plan (Amended and Restated effective April 1, 2013) (incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2013).*
10.10	NIKE, Inc. Deferred Compensation Plan (Amended and Restated effective June 1, 2004) (applicable to amounts deferred before January 1, 2005) (incorporated by reference to Exhibit 10.6 to the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2004).*
10.11	Amendment No. 1 effective January 1, 2008 to the NIKE, Inc. Deferred Compensation Plan (June 1, 2004 Restatement) (incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2009).*
10.12	NIKE, Inc. Foreign Subsidiary Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 2008).*
10.13	Amended and Restated Covenant Not to Compete and Non-Disclosure Agreement between NIKE, Inc. and Mark G. Parker dated July 24, 2008 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed July 24, 2008).*
10.14	Form of Restricted Stock Agreement under the Stock Incentive Plan for awards after May 31, 2010 (incorporated by reference to Exhibit 10.15 to the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2015).*
10.15	Form of Restricted Stock Unit Agreement under the Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended February 28, 2018).*
10.16	Form of Covenant Not to Compete and Non-Disclosure Agreement between NIKE, Inc. and its executive officers (other than Mark G. Parker) (incorporated by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2018).*
10.17	Policy for Recoupment of Incentive Compensation (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed July 20, 2010).*
10.18	Credit Agreement dated as of August 28, 2015 among NIKE, Inc., Bank of America, N.A., as Administrative Agent, Citibank N.A., as Syndication Agent, Deutsche Bank A.G. New York Branch and HSBC Bank USA, National Association, as Co-Documentation Agents, and the other Banks named therein (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed September 2, 2015).
10.19	Executive Performance Sharing Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed September 23, 2015).*
10.20	Stock Incentive Plan, as amended (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed September 23, 2015).*
10.21	Form of Discretionary Performance Award Agreement (incorporated by reference to Exhibit 10.22 to the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2018).*
10.22	NIKE, Inc. Amended and Restated Long-Term Incentive Plan (incorporated by reference to Exhibit A to the Company's definitive Proxy Statement filed July 25, 2017).*
21	Subsidiaries of the Registrant.
23	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm (included within this Annual Report on Form 10-K).
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.
32	Section 1350 Certifications.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Document
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

* Management contract or compensatory plan or arrangement.

The Exhibits filed herewith do not include certain instruments with respect to long-term debt of NIKE and its subsidiaries, inasmuch as the total amount of debt authorized under any such instrument does not exceed 10 percent of the total assets of NIKE and its subsidiaries on a consolidated basis. NIKE agrees, pursuant to Item 601(b)(4)(iii) of Regulation S-K, that it will furnish a copy of any such instrument to the SEC upon request.

Upon written request to Investor Relations, NIKE, Inc., One Bowerman Drive, Beaverton, Oregon 97005-6453, NIKE will furnish shareholders with a copy of any Exhibit upon payment of \$0.10 per page, which represents our reasonable expenses in furnishing Exhibits.

SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS

(Dollars in millions)	BALANCE AT BEGINNING OF PERIOD	CHARGED TO COSTS AND EXPENSES	CHARGED TO OTHER ACCOUNTS ⁽¹⁾	WRITE-OFFS, NET	BALANCE AT END OF PERIOD
Sales returns reserve					
For the year ended May 31, 2017	\$ 444	\$ 696	\$ 3	(\$800)	\$ 343
For the year ended May 31, 2018	343	640	5	(658)	330
For the year ended May 31, 2019 ⁽²⁾	734	1,959	(30)	(1,820)	843

(1) Amounts included in this column primarily relate to foreign currency translation.

(2) As a result of the adoption of ASC Topic 606 during the first quarter of fiscal 2019, an asset for the estimated cost of inventory for expected products returns is now recognized separately from the liability for sales returns reserves, which is presented above.

ITEM 16. FORM 10-K SUMMARY

None.

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (Nos. 033-63995, 333-63581, 333-63583, 333-68864, 333-68886, 333-71660, 333-104822, 333-117059, 333-133360, 333-164248, 333-171647, 333-173727, 333-208900 and 333-215439) of NIKE, Inc. of our report dated July 23, 2019 relating to the financial statements and financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Portland, Oregon

July 23, 2019

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

NIKE, INC.

By: /s/ MARK G. PARKER
Mark G. Parker
 Chairman, President and Chief Executive Officer

Date: July 23, 2019

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
PRINCIPAL EXECUTIVE OFFICER AND DIRECTOR:		
/s/ MARK G. PARKER Mark G. Parker	<i>Chairman, President and Chief Executive Officer</i>	July 23, 2019
PRINCIPAL FINANCIAL OFFICER:		
/s/ ANDREW CAMPION Andrew Campion	<i>Executive Vice President and Chief Financial Officer</i>	July 23, 2019
PRINCIPAL ACCOUNTING OFFICER:		
/s/ CHRIS L. ABSTON Chris L. Abston	<i>Corporate Controller</i>	July 23, 2019
DIRECTORS:		
/s/ CATHLEEN A. BENKO Cathleen A. Benko	<i>Director</i>	July 23, 2019
/s/ ELIZABETH J. COMSTOCK Elizabeth J. Comstock	<i>Director</i>	July 23, 2019
/s/ JOHN G. CONNORS John G. Connors	<i>Director</i>	July 23, 2019
/s/ TIMOTHY D. COOK Timothy D. Cook	<i>Director</i>	July 23, 2019
/s/ JOHN J. DONAHOE II John J. Donahoe II	<i>Director</i>	July 23, 2019
/s/ ALAN B. GRAF, JR. Alan B. Graf, Jr.	<i>Director</i>	July 23, 2019
/s/ PETER B. HENRY Peter B. Henry	<i>Director</i>	July 23, 2019
/s/ TRAVIS A. KNIGHT Travis A. Knight	<i>Director</i>	July 23, 2019
/s/ JOHN C. LECHLEITER John C. Lechleiter	<i>Director</i>	July 23, 2019
/s/ MICHELLE A. PELUSO Michelle A. Peluso	<i>Director</i>	July 23, 2019
/s/ JOHN W. ROGERS, JR. John W. Rogers, Jr.	<i>Director</i>	July 23, 2019
/s/ JOHN R. THOMPSON, JR. John R. Thompson, Jr.	<i>Director</i>	July 23, 2019

EXHIBIT 21 SUBSIDIARIES OF THE REGISTRANT

ENTITY NAME	JURISDICTION OF FORMATION
Accelerator Studio LLC	Delaware
Air Manufacturing Innovation Vietnam LLC	Vietnam
All Star C.V.	Netherlands
American Converse S.L.U.	Spain
American NIKE S.L.U.	Spain
A.S. Roma Merchandising S.R.L.	Italy
BRS NIKE Taiwan Inc.	Taiwan
Converse (Asia Pacific) Limited	Hong Kong
Converse Canada Corp.	Canada
Converse Canada Holding B.V.	Netherlands
Converse Deutschland GmbH	Germany
Converse Europe Limited	United Kingdom
Converse Footwear Technical Service (Zhongshan) Co., Ltd.	People's Republic of China
Converse France S.A.S.	France
Converse Hong Kong Holding Company Limited	Hong Kong
Converse Hong Kong Limited	Hong Kong
Converse Inc.	Delaware
Converse Korea LLC	South Korea
Converse Netherlands B.V.	Netherlands
Converse Retail B.V.	Netherlands
Converse Retail GmbH	Austria
Converse Retail Italy S.r.l.	Italy
Converse Retail (UK) Limited	United Kingdom
Converse Sporting Goods (China) Co., Ltd.	People's Republic of China
Converse Trading Company B.V.	Netherlands
F.C. Internazionale Merchandising s.r.l.	Italy
French Football Merchandising S.A.S.	France
Hurley 999, S.L.U.	Spain
Hurley Australia Pty. Ltd.	Australia
Hurley International LLC	Oregon
Hurley Phantom C.V.	Netherlands
LATAM Comercio de Productos Esportivos Ltda.	Brazil
NIKE 360 Holding B.V.	Netherlands
NIKE 360 Jordan with Limited Liability	Jordan
NIKE Air Ace B.V.	Netherlands
NIKE Air Force LP	Canada
NIKE Alpha Force LLC	Delaware
NIKE Amplify LLC	Delaware
NIKE Argentina S.R.L.	Argentina
NIKE Asia Holding B.V.	Netherlands
NIKE Australia Pty. Ltd.	Australia
NIKE Barcelona Merchandising S.L.U	Spain
NIKE Canada Corp.	Canada
NIKE Canada Holding B.V.	Netherlands
NIKE Chelsea Merchandising Limited	United Kingdom
NIKE Chile B.V.	Netherlands
NIKE China Holding HK Limited	Hong Kong

ENTITY NAME	JURISDICTION OF FORMATION
NIKE Codrus Coöperatief U.A.	Netherlands
NIKE Commercial (China) Co., Ltd.	People's Republic of China
NIKE CR d.o.o	Croatia
NIKE Czech s.r.o.	Czech Republic
NIKE de Chile Ltda.	Chile
NIKE de Mexico, S. de R.L. de C.V.	Mexico
NIKE Denmark ApS	Denmark
NIKE Deutschland GmbH	Germany
NIKE do Brasil Comercio e Participacoes Ltda.	Brazil
NIKE Europe Holding B.V.	Netherlands
NIKE European Operations Netherlands B.V.	Netherlands
NIKE Finance Ltd.	Bermuda
NIKE Finland OY	Finland
NIKE Flight B.V.	Netherlands
NIKE France S.A.S.	France
NIKE Fuel B.V.	Netherlands
NIKE Galaxy Holding B.V.	Netherlands
NIKE Gesellschaft m.b.H.	Austria
NIKE Global Holding B.V.	Netherlands
NIKE GLOBAL SERVICES PTE. LTD.	Singapore
NIKE Global Trading B.V.	Netherlands
NIKE GLOBAL TRADING PTE. LTD.	Singapore
NIKE Group Holding B.V.	Netherlands
NIKE Hellas EPE	Greece
NIKE Holding, LLC	Delaware
NIKE Hong Kong Limited	Hong Kong
NIKE Hungary LLC	Hungary
NIKE IHM, Inc.	Missouri
NIKE India Holding B.V.	Netherlands
NIKE India Private Limited	India
NIKE Innovate C.V.	Netherlands
NIKE International Holding B.V.	Netherlands
NIKE International Holding, Inc.	Delaware
NIKE International LLC	Delaware
NIKE International Ltd.	Bermuda
NIKE Israel Ltd.	Israel
NIKE Italy S.R.L.	Italy
NIKE Japan Corp.	Japan
NIKE Japan Group LLC	Japan
NIKE Korea LLC	South Korea
NIKE Laser Holding B.V.	Netherlands
NIKE Licenciamientos Ltda.	Brazil
NIKE Logistics Yugen Kaisha	Japan
NIKE Magista, Inc.	Delaware
NIKE Mercurial Corp.	Delaware
NIKE Mercurial Hong Kong Limited	Hong Kong
NIKE Mercurial I Limited	United Kingdom
NIKE Mexico Holdings, LLC	Delaware
NIKE New Zealand Company	New Zealand
NIKE Norway AS	Norway

ENTITY NAME	JURISDICTION OF FORMATION
NIKE NZ Holding B.V.	Netherlands
NIKE Offshore Holding B.V.	Netherlands
NIKE Panama S. de R.L.	Panama
NIKE Philippines, Inc.	Philippines
NIKE Poland Sp. z o.o.	Poland
NIKE Retail B.V.	Netherlands
NIKE Retail Hellas Ltd.	Greece
NIKE Retail Israel Ltd.	Israel
NIKE Retail LLC	Russia
NIKE Retail Poland Sp. z o.o.	Poland
NIKE Retail Services, Inc.	Oregon
NIKE Retail Turkey	Turkey
NIKE Roshe, Inc.	Delaware
NIKE Russia LLC	Russia
NIKE SALES (MALAYSIA) SDN. BHD.	Malaysia
NIKE Shox Ltd.	Israel
NIKE SINGAPORE PTE. LTD.	Singapore
NIKE Slovakia s.r.o.	Slovakia
NIKE Sourcing India Private Limited	India
NIKE Sourcing (Guangzhou) Co., Ltd.	People's Republic of China
NIKE South Africa (Proprietary) Limited	South Africa
NIKE South Africa Holdings LLC	Delaware
NIKE Spiridon, Inc.	Delaware
NIKE Sports (China) Company, Ltd.	People's Republic of China
NIKE Sweden AB	Sweden
NIKE Swift B.V.	Netherlands
NIKE (Switzerland) GmbH	Switzerland
NIKE Taiwan Limited	Taiwan
NIKE Tempo LLC	Delaware
NIKE Terra LLC	Delaware
NIKE (Thailand) Limited	Thailand
NIKE TN, Inc.	Oregon
NIKE Trading Company B.V.	Netherlands
NIKE UK Holding B.V.	Netherlands
NIKE (UK) Limited	United Kingdom
NIKE USA, Inc.	Oregon
NIKE Vapor Ltd.	United Kingdom
NIKE Victory Cooperatief U.A.	Netherlands
NIKE Vietnam Limited Liability Company	Vietnam
NIKE Vision, Timing and Techlab, LP	Texas
NIKE Vomero Cooperatief U.A.	Netherlands
NIKE Wholesale LLC	Slovenia
North West Merchandising Limited	United Kingdom
PT Hurley Indonesia	Indonesia
PT NIKE Indonesia	Indonesia
Triax Insurance, Inc.	Hawaii
Twin Dragons Global Limited	Hong Kong
Twin Dragons Holding B.V.	Netherlands
York64 LLC	Delaware
Yugen Kaisha Hurley Japan	Japan

DIRECTORS

Cathleen A. Benko⁽³⁾

Former Vice Chairman & Managing Principal
Deloitte LLP
Redwood City, California

Elizabeth J. Comstock⁽³⁾

Vice Chair (Retired)
General Electric Company
Fairfield, Connecticut

John G. Connors⁽²⁾

Partner
Ignition Partners LLC
Bellevue, Washington

Timothy D. Cook⁽³⁾⁽⁵⁾

Chief Executive Officer
Apple Inc.
Cupertino, California

John J. Donahoe II⁽²⁾

President & Chief Executive Officer
ServiceNow, Inc.
Santa Clara, California

Alan B. Graf, Jr.⁽²⁾

Executive Vice President & Chief Financial Officer
FedEx Corporation
Memphis, Tennessee

Peter B. Henry⁽⁴⁾

Dean Emeritus of New York University's Leonard N. Stern School of Business & William R. Berkley Professor of Economics and Finance
New York University
New York, New York

Travis A. Knight⁽¹⁾

President & Chief Executive Officer
LAIKA, LLC
Hillsboro, Oregon

John C. Lechleiter⁽⁴⁾

Chairman Emeritus
Eli Lilly and Company
Indianapolis, Indiana

Mark G. Parker⁽¹⁾

Chairman of the Board, President & Chief Executive Officer
NIKE, Inc.
Beaverton, Oregon

Michelle A. Peluso⁽⁴⁾

Chief Marketing Officer
IBM
New York, New York

John W. Rogers, Jr.⁽⁴⁾

Chief Executive Officer & Chief Investment Officer
Ariel Investments, LLC
Chicago, Illinois

John R. Thompson, Jr.

Assistant to the President of Georgetown University for Urban Affairs
Georgetown University
Washington, D.C.

CORPORATE OFFICERS

Mark G. Parker

Chairman of the Board of Directors, President & Chief Executive Officer

Andrew Campion

Executive Vice President & Chief Financial Officer

Elliott J. Hill

President, Consumer & Marketplace

Hilary K. Krane

Executive Vice President, Chief Administrative Officer & General Counsel

Monique S. Matheson

Executive Vice President, Global Human Resources

John F. Slusher

Executive Vice President, Global Sports Marketing

Eric D. Sprunk

Chief Operating Officer

Nitesh Sharan

Vice President, Investor Relations & Treasurer

Ann M. Miller

Vice President, Corporate Secretary, and Chief Ethics & Compliance Officer

Margo S. Fowler

Vice President, Chief Intellectual Property Officer & Assistant Secretary

Adrian L. Bell

Vice President, Corporate Governance & Securities Counsel, Assistant Secretary

(1) Member — Executive Committee

(2) Member — Audit & Finance Committee

(3) Member — Compensation Committee

(4) Member — Corporate Responsibility, Sustainability & Governance Committee

(5) Lead Independent Director

SUBSIDIARY BRANDS

CONVERSE ➤

160 North Washington St.
Boston, Massachusetts 02114

Hurley ➤

1945 Placentia Avenue
Costa Mesa,
California 92627



One Bowerman Drive
Beaverton, Oregon 97005-6453

LOCATIONS

WORLD HEADQUARTERS
One Bowerman Drive
Beaverton, Oregon 97005-6453

EUROPEAN HEADQUARTERS
Colosseum 1
1213 NL Hilversum
The Netherlands

GREATER CHINA HEADQUARTERS
LiNa Building
Tower 1, No. 99
Jiangwancheng Road
Yangpu District
Shanghai, China 200438

SHAREHOLDER INFORMATION

INDEPENDENT ACCOUNTANTS

PricewaterhouseCoopers LLP

805 SW Broadway, Suite 800
Portland, Oregon 97205

REGISTRAR AND STOCK TRANSFER AGENT

Computershare Trust Company, N.A.

P.O. Box 505000
Louisville, KY 40233
800-756-8200
Hearing Impaired #
TDD: 800-952-9245
<http://www.computershare.com>

Shareholder Information

NIKE, Inc. common stock is listed on the New York Stock Exchange under trading symbol 'NKE.' Copies of the Company's Form 10-K or Form 10-Q reports filed with the Securities and Exchange Commission are available from the Company without charge. To request a copy, please call 800-640-8007 or write to NIKE's Investor Relations Department at NIKE World Headquarters, One Bowerman Drive, Beaverton, Oregon 97005-6453. Copies are available on the investor relations website, <http://investors.nike.com>.

Dividend Payments

Quarterly dividends on NIKE common stock, when declared by the Board of Directors, are paid on or about July 5, October 5, January 5, and April 5. Additional financial information is available at <http://investors.nike.com>.

Other Shareholder Assistance

Communications concerning shareholder address changes, stock transfers, changes of ownership, lost stock certificates, payment of dividends, dividend check replacements, duplicate mailings, or other account services should be directed to the Company's Registrar and Stock Transfer Agent at the address or telephone number above.

NIKE, the Swoosh Design, and Just Do It are registered trademarks of NIKE, Inc.



NIKE, INC.

One Bowerman Drive
Beaverton, OR 97005-6453
www.nike.com

