

**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 August 31, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the transition period from _____ **to** _____

Commission File Number: 001- 34448

Accenture plc

(Exact name of registrant as specified in its charter)

98- 0627530

Ireland
(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or organization)

1 Grand Canal Square,
Grand Canal Harbour,
Dublin 2, Ireland
(Address of principal executive offices)

(353) (1) 646- 2000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Class A ordinary shares, par value \$0.0000225 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

Class X ordinary shares, par value \$0.0000225 per share

(Title of Class)

Indicate by check mark if the registrant is a well- known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S- T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S- K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10- K or any amendment to this Form 10- K.

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

Large accelerated filer Accelerated filer Non- accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

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

The aggregate market value of the common equity of the registrant held by non- affiliates of the registrant on February 29, 2016 was approximately \$62,548,022,041 based on the closing price of the registrant's Class A ordinary shares, par value \$0.0000225 per share, reported on the New York Stock Exchange on such date of \$100.26 per share and on the par value of the registrant's Class X ordinary shares, par value \$0.0000225 per share.

The number of shares of the registrant's Class A ordinary shares, par value \$0.0000225 per share, outstanding as of October 14, 2016 was 655,397,748 (which number includes 35,089,236 issued shares held by the registrant). The number of shares of the registrant's Class X ordinary shares, par value \$0.0000225 per share, outstanding as of October 14, 2016 was 21,875,907.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A relating to the registrant's Annual General Meeting of Shareholders, to be held on February 10, 2017, will be incorporated by reference in this Form 10- K in response to Items 10, 11, 12, 13 and 14 of Part III. The definitive proxy statement will be filed with the SEC not later than 120 days after the registrant's fiscal year ended August 31, 2016.

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PART I

Disclosure Regarding Forward- Looking Statements

This Annual Report on Form 10- K contains forward- looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”) relating to our operations, results of operations and other matters that are based on our current expectations, estimates, assumptions and projections. Words such as “may,” “will,” “should,” “likely,” “anticipates,” “expects,” “intends,” “plans,” “projects,” “believes,” “estimates,” “positioned,” “outlook” and similar expressions are used to identify these forward- looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Forward- looking statements are based upon assumptions as to future events that may not prove to be accurate. Actual outcomes and results may differ materially from what is expressed or forecast in these forward- looking statements. Risks, uncertainties and other factors that might cause such differences, some of which could be material, include, but are not limited to, the factors discussed below under the section entitled “Risk Factors.” Our forward- looking statements speak only as of the date of this report or as of the date they are made, and we undertake no obligation to update them.

Available Information

Our website address is www.accenture.com. We use our website as a channel of distribution for company information. We make available free of charge on the Investor Relations section of our website (<http://investor.accenture.com>) our Annual Report on Form 10- K, Quarterly Reports on Form 10- Q, Current Reports on Form 8- K and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission (the “SEC”) pursuant to Section 13(a) or 15(d) of the Exchange Act. We also make available through our website other reports filed with or furnished to the SEC under the Exchange Act, including our proxy statements and reports filed by officers and directors under Section 16(a) of the Exchange Act, as well as our Code of Business Ethics. Financial and other material information regarding us is routinely posted on and accessible at <http://investor.accenture.com>. We do not intend for information contained in our website to be part of this Annual Report on Form 10- K.

Any materials we file with the SEC may be read and copied at the SEC’s Public Reference Room at 100 F Street, NE, Washington, DC, 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1- 800- SEC- 0330. The SEC maintains an Internet site (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

In this Annual Report on Form 10- K, we use the terms “Accenture,” “we,” the “Company,” “our” and “us” to refer to Accenture plc and its subsidiaries. All references to years, unless otherwise noted, refer to our fiscal year, which ends on August 31.

ITEM 1. BUSINESS

Overview

Accenture is one of the world’s leading professional services companies with approximately 384,000 people serving clients in a broad range of industries and in three geographic regions: North America, Europe and Growth Markets (Asia Pacific, Latin America, Africa, the Middle East, Russia and Turkey). Our five operating groups, organized by industry, bring together expertise from across the organization to deliver services and solutions in strategy, consulting, digital, technology including application services, and operations to our clients. Digital- , cloud- and security- related services are increasingly important components of the services we provide. For fiscal 2016, our revenues before reimbursements (“net revenues”) were \$32.9 billion.

We operate globally with one common brand and business model, allowing us to provide clients around the world with the same high level of service. Drawing on a combination of industry and functional expertise, technology capabilities and alliances, and our global delivery resources, we seek to provide differentiated services that help our clients measurably improve their business performance and create sustainable value for their customers and stakeholders. Our global delivery model enables us to provide an end- to- end delivery capability by drawing on our global resources to deliver high- quality, cost- effective solutions to our clients.

In fiscal 2016, we continued to implement a strategy focused on industry and technology differentiation, leveraging our global organization to serve clients in locally relevant ways. We continued to make significant investments—in strategic acquisitions, in assets and offerings, in branding and thought leadership, and in attracting and developing talent—to further enhance our differentiation and competitiveness.

Operating Groups

Our five operating groups are Accenture’s reporting segments and primary market channel, organized around 13 industry groups that serve clients globally in more than 40 industries. Our industry focus gives us an understanding of industry evolution, business issues and applicable technologies, enabling us to deliver innovative solutions tailored to each client or, as appropriate, more standardized capabilities to multiple clients. The operating groups assemble integrated client engagement teams, which typically consist of industry experts, capability specialists and professionals with local market knowledge. The operating groups have primary responsibility for building and sustaining long- term client relationships; providing management and technology consulting services; working with the other parts of our business to sell and deliver the full range of our services and capabilities; ensuring client satisfaction; and achieving revenue and profitability objectives.

The following table shows the current organization of our five operating groups and their 13 industry groups. We do not allocate total assets by operating group, although our operating groups do manage and control certain assets. For certain historical financial information regarding our operating groups (including certain asset information), as well as financial information by geography (including long- lived asset information), see Note 16 (Segment Reporting) to our Consolidated Financial Statements under Item 8, “Financial Statements and Supplementary Data.”

Operating Groups and Industry Groups

Communications, Media & Technology	Financial Services	Health & Public Service	Products	Resources
<ul style="list-style-type: none"> • Communications • Electronics & High Tech • Media & Entertainment 	<ul style="list-style-type: none"> • Banking & Capital Markets • Insurance 	<ul style="list-style-type: none"> • Health • Public Service 	<ul style="list-style-type: none"> • Consumer Goods, Retail & Travel Services • Industrial • Life Sciences 	<ul style="list-style-type: none"> • Chemicals & Natural Resources • Energy • Utilities

Communications, Media & Technology

Our Communications, Media & Technology operating group serves the communications, electronics, high technology, media and entertainment industries. Professionals in this operating group help clients accelerate and deliver digital transformation, enhance business results through industry- specific solutions and seize the opportunities made possible by the convergence of communications, computing and content. Examples of our services include helping clients run cost- effective operations, create business model innovations, introduce new products and services, and digitally engage and entertain their customers. Our Communications, Media & Technology operating group comprises the following industry groups:

- Our **Communications** industry group serves most of the world’s leading wireline, wireless, cable and satellite communications service providers. This group represented approximately 49% of our Communications, Media & Technology operating group’s net revenues in fiscal 2016.
- Our **Electronics & High Tech** industry group serves the information and communications technology, software, semiconductor, consumer electronics, aerospace and defense, and medical equipment industries. This group represented approximately 37% of our Communications, Media & Technology operating group’s net revenues in fiscal 2016.
- Our **Media & Entertainment** industry group serves the broadcast, entertainment, print, publishing and Internet/social media industries. This group represented approximately 14% of our Communications, Media & Technology operating group’s net revenues in fiscal 2016.

Financial Services

Our Financial Services operating group serves the banking, capital markets and insurance industries. Professionals in this operating group work with clients to address growth, cost and profitability pressures, industry consolidation, regulatory changes and the need to continually adapt to new, digital technologies. We offer services designed to help our clients increase cost efficiency, grow their customer base, manage risk and transform their operations. Our Financial Services operating group comprises the following industry groups:

- Our **Banking & Capital Markets** industry group serves retail and commercial banks, mortgage lenders, payment providers, investment banks, wealth and asset management firms, broker/dealers, depositories, exchanges, clearing and settlement organizations, and other diversified financial enterprises. This group represented approximately 72% of our Financial Services operating group’s net revenues in fiscal 2016.
- Our **Insurance** industry group serves property and casualty insurers, life insurers, reinsurance firms and insurance brokers. This group represented approximately 28% of our Financial Services operating group’s net revenues in fiscal 2016.

Health & Public Service

Our Health & Public Service operating group serves healthcare payers and providers, as well as government departments and agencies, public service organizations, educational institutions and non-profit organizations around the world. The group's research-based insights and offerings, including consulting services and digital solutions, are designed to help clients deliver better social, economic and health outcomes to the people they serve. Our Health & Public Service operating group comprises the following industry groups:

- Our **Health** industry group works with healthcare providers, such as hospitals, public health systems, policy-making authorities, health insurers (payers), and industry organizations and associations around the world to improve the quality, accessibility and productivity of healthcare. This group represented approximately 39% of our Health & Public Service operating group's net revenues in fiscal 2016.
- Our **Public Service** industry group helps governments transform the way they deliver public services and engage with citizens. We work primarily with defense departments and military forces; public safety authorities, such as police forces and border management agencies; justice departments; human services agencies; educational institutions, such as universities; non-profit organizations; and postal, customs, revenue and tax agencies. Our work with clients in the U.S. federal government is delivered through Accenture Federal Services, a U.S. company and a wholly owned subsidiary of Accenture LLP. Our Public Service industry group represented approximately 61% of our Health & Public Service operating group's net revenues in fiscal 2016. Our work with clients in the U.S. federal government represented approximately 35% of our Health & Public Service operating group's net revenues in fiscal 2016.

Products

Our Products operating group serves a set of increasingly interconnected consumer-relevant industries. Our offerings are designed to help clients transform their organizations and increase their relevance in the digital world. We help clients enhance their performance in distribution and sales and marketing; in research and development and manufacturing; and in business functions such as finance, human resources, procurement and supply chain while leveraging technology. Our Products operating group comprises the following industry groups:

- Our **Consumer Goods, Retail & Travel Services** industry group serves food and beverage, household goods, personal care, tobacco, fashion/apparel, agribusiness and consumer health companies; supermarkets, hardline retailers, mass-merchandise discounters, department stores and specialty retailers; as well as airlines and hospitality and travel services companies. This group represented approximately 55% of our Products operating group's net revenues in fiscal 2016.
- Our **Industrial** industry group works with automotive manufacturers and suppliers; freight and logistics companies; industrial and electrical equipment, consumer durable and heavy equipment companies; and construction and infrastructure management companies. This group represented approximately 24% of our Products operating group's net revenues in fiscal 2016.
- Our **Life Sciences** industry group serves pharmaceutical, medical technology and biotechnology companies. This group represented approximately 21% of our Products operating group's net revenues in fiscal 2016.

Resources

Our Resources operating group serves the chemicals, energy, forest products, metals and mining, utilities and related industries. We work with clients to develop and execute innovative strategies, improve operations, manage complex change initiatives and integrate digital technologies designed to help them differentiate themselves in the marketplace, gain competitive advantage and manage their large-scale capital investments. Our Resources operating group comprises the following industry groups:

- Our **Chemicals & Natural Resources** industry group works with a wide range of industry segments, including petrochemicals, specialty chemicals, polymers and plastics, gases and agricultural chemicals, among others, as well as the metals, mining, forest products and building materials industries. This group represented approximately 28% of our Resources operating group's net revenues in fiscal 2016.
- Our **Energy** industry group serves a wide range of companies in the oil and gas industry, including upstream, downstream, oil services and new energy companies. This group represented approximately 29% of our Resources operating group's net revenues in fiscal 2016.
- Our **Utilities** industry group works with electric, gas and water utilities around the world. This group represented approximately 43% of our Resources operating group's net revenues in fiscal 2016.

Services and Solutions

Our operating groups bring together expertise from Accenture Strategy, Accenture Consulting, Accenture Digital, Accenture Technology and Accenture Operations to develop and deliver integrated services and solutions for our clients.

Accenture Strategy

Accenture Strategy helps clients achieve specific business outcomes and enhance shareholder value by defining and executing industry- specific strategies enabled by technology. We bring together our strategy capabilities in business and technology to help senior management teams shape and execute their transformation objectives, focusing on issues related to digital disruption, competitive agility, global operating models and the future workforce. We provide a range of strategy services focused on areas such as digital technologies; enterprise architecture and applications; CFO and enterprise value; IT; security; mergers and acquisitions; operations; advanced customer services; sustainability; and talent and organization.

Accenture Consulting

Accenture Consulting provides industry experts with the insights and management and technology consulting capabilities to transform the world's leading companies. Accenture Consulting has primary responsibility for orchestrating expertise from across our entire organization to enable our clients to transform their businesses.

Our consulting capabilities enable our clients to design and implement transformational change programs, either for one or more functions or business units, or across their entire organization. We provide industry- specific consulting services across 13 industry groups, as well as functional and technology consulting services. Our functional and technology consulting services include finance and enterprise performance; supply chain and operations; talent and organization; customers and channels; applications and architecture advisory; and technology advisory. We help our clients with the digital transformation of industries, enhancing our consulting services with digital, cloud, cybersecurity, artificial intelligence and blockchain capabilities.

Accenture Digital

Accenture Digital combines our capabilities in digital marketing, mobility and analytics to help clients provide better experiences for the customers they serve, create new products and business models, and enhance their digital enterprise capabilities and connections. We provide digital services across three broad areas:

- **Accenture Interactive.** Our end- to- end marketing solutions help clients deliver seamless multi- channel customer experiences and enhance their marketing performance. Our services span customer experience design, digital marketing, personalization and commerce, as well as digital content production and operations.
- **Accenture Mobility.** We provide clients with practical innovations in connectivity and the Internet of Things to transform business processes and enable new operating models. Our end- to- end mobility capabilities include collecting and exchanging valuable data through connected devices, mobile applications, embedded software and sensor technology.
- **Accenture Analytics.** We deliver insight- driven outcomes at scale to help clients improve performance. Our capabilities range from implementing analytics technologies such as big data to advanced mathematical modeling and sophisticated statistical analysis. Our services enhance business performance and productivity outcomes through advanced analytics, artificial intelligence and collaboration capabilities.

Accenture Technology

Accenture Technology comprises two primary areas: technology services and technology innovation & ecosystem.

- **Technology Services.** Technology Services includes our application services spanning systems integration and application outsourcing and covering the full application lifecycle, from custom systems to all emerging technologies, across every leading technology platform (both traditional and cloud/software- as- a- service- based). It also includes our global delivery capability in Technology and portfolio of products and platforms. We continuously innovate new services and capabilities through early adoption of technologies such as artificial intelligence to enhance productivity and create new growth opportunities.
- **Technology Innovation & Ecosystem.** We harness innovation through the research and development activities in the Accenture Labs and through emerging technologies. We also manage our technology platforms and our alliance relationships across a broad range of technology providers, including SAP, Oracle, Microsoft,

salesforce.com, Workday, Pegasystems and many others, to enhance the value that we and our clients realize from the technology ecosystem.

Accenture Operations

Accenture Operations provides business process services, infrastructure services, security services and cloud services, including the Accenture Cloud Platform. We operate infrastructure and business processes on behalf of clients, increasingly on an as-a-service basis, to help improve their productivity and performance.

- **Business Process Services.** We offer services for specific business functions, such as finance and accounting, procurement, marketing, human resources and learning, as well as industry-specific services, such as credit and health services. We provide these services on a global basis and across industry sectors through our Global Delivery Network.
- **Infrastructure and Cloud Services.** We provide infrastructure and security design, implementation and operation services to help organizations take advantage of innovative technologies and improve the efficiency and effectiveness of their existing technology. Our solutions help clients optimize their IT infrastructures—whether on-premise, in the cloud or a hybrid of the two.

Global Delivery Model

A key differentiator is our global delivery model, which allows us to draw on the benefits of using people and other resources from around the world—including scalable, standardized processes, methods and tools; automation and artificial intelligence; industry expertise and specialized capabilities; cost advantages; foreign language fluency; proximity to clients; and time zone advantages—to deliver high-quality solutions. Emphasizing quality, productivity, reduced risk, speed to market and predictability, our global delivery model supports all parts of our business to provide clients with price-competitive services and solutions.

Our Global Delivery Network continues to be a competitive differentiator for us. As of August 31, 2016, we had approximately 285,000 professionals in our network globally in more than 50 delivery centers around the world, as well as Accenture offices and client locations.

Alliances

We have sales and delivery alliances with companies whose capabilities complement our own by, among other things, enhancing a service offering, delivering a new technology or helping us extend our services to new geographies. By combining our alliance partners' products and services with our own capabilities and expertise, we create innovative, high-value business solutions for our clients. Most of our alliances are non-exclusive. These alliances can generate significant revenues from services we provide to implement our alliance partners' products as well as revenue from the resale of their products. We also receive as reimbursement some direct payments, which are not material to our business, from our alliance partners to cover costs we incur for marketing and other assistance.

Research and Innovation

We are committed to developing leading-edge ideas. Research and innovation, which is a component of our overall investment in our business, have been major factors in our success, and we believe they will help us continue to grow in the future. We use our investment in research and development—on which we spent \$643 million, \$626 million and \$640 million in fiscal 2016, 2015 and 2014, respectively—to help create, commercialize and disseminate innovative business strategies and technology solutions. We spend a significant portion of our research and development investment to develop market-ready solutions for our clients.

Our research and innovation program is designed to generate early insights into how knowledge can be harnessed to create innovative business solutions for our clients and to develop business strategies with significant value. Our innovation capabilities include research and thought leadership to identify market and technology trends. We also partner with and invest in growth-stage companies that create innovative enterprise technologies. Our Accenture Labs incubate and prototype new concepts through applied research and development projects. In addition, our studios, innovation centers and delivery centers build, scale and industrialize the delivery of our innovations.

Employees

As a talent-led organization, one of our key goals is to have the best talent, with highly specialized skills in each part of our business, at the right levels in the right locations, to enhance our differentiation and competitiveness. We are deeply committed to the career development of our employees, who receive significant and focused technical, functional, industry, managerial and leadership skill development and training appropriate for their roles and levels within the Company. We provide our people with expert content and opportunities to collaborate in a broad range of

physical and virtual learning environments. We seek to reinforce our employees' commitments to our clients, culture and values through a comprehensive performance management and compensation system and a career philosophy that provides rewards based on individual and Company performance. With our commitment to inclusion and diversity, we strive to maintain a work environment that reinforces collaboration, motivation and innovation and is consistent with our core values and Code of Business Ethics.

As of August 31, 2016, we employed approximately 384,000 people and had offices and operations in more than 200 cities in 55 countries.

Competition

We operate in a highly competitive and rapidly changing global marketplace and compete with a variety of organizations that offer services and solutions competitive with those we offer. Our competitors include:

- large multinational providers, including the services arms of large global technology providers (hardware, equipment and software), that offer some or all of the services and solutions that we do;
- off- shore service providers in lower- cost locations, particularly in India, that offer services globally that are similar to the services and solutions we offer;
- accounting firms that provide consulting and other services and solutions in areas that compete with us;
- niche solution or service providers or local competitors that compete with us in a specific geographic market, industry segment or service area, including digital agencies and emerging start- ups and other companies that can scale rapidly to focus on certain markets and provide new or alternative products, services or delivery models; and
- in- house departments of large corporations that use their own resources, rather than engage an outside firm for the types of services and solutions we provide.

Our revenues are derived primarily from Fortune Global 500 and Fortune 1000 companies, medium- sized companies, governments, government agencies and other enterprises. We believe that the principal competitive factors in the industries in which we compete include:

- skills and capabilities of people;
- technical and industry expertise;
- innovative service and product offerings;
- ability to add business value and improve performance;
- reputation and client references;
- contractual terms, including competitive pricing;
- ability to deliver results reliably and on a timely basis;
- scope of services;
- service delivery approach;
- quality of services and solutions;
- availability of appropriate resources; and
- global reach and scale, including level of presence in key emerging markets.

Our clients typically retain us on a non- exclusive basis.

Intellectual Property

We provide value to our clients based in part on a differentiated range of proprietary inventions, methodologies, software, reusable knowledge capital and other intellectual property. We recognize the increasing value of intellectual property in the marketplace and create, harvest, and protect this intellectual property. We leverage patent, trade secret, copyright and trademark laws as well as contractual arrangements to protect our intellectual property. We have also established policies to respect the intellectual property rights of third parties, such as our clients, partners and others.

As of August 31, 2016, we had over 2,475 patent applications pending worldwide and had been issued over 1,250 U.S. patents and 1,750 non- U.S. patents.

Trademarks appearing in this report are the trademarks or registered trademarks of Accenture Global Services Ltd or third parties, as applicable.

Organizational Structure

Accenture plc is an Irish public limited company with no material assets other than ordinary and deferred shares in its subsidiary, Accenture Holdings plc, an Irish public limited company. Accenture plc owns a majority voting interest in Accenture Holdings plc, and Accenture plc's only business is to hold these shares. As a result, Accenture plc controls Accenture Holdings plc's management and operations and consolidates Accenture Holdings plc's results in its Consolidated Financial Statements. We operate our business through subsidiaries of Accenture Holdings plc. Accenture Holdings plc generally reimburses Accenture plc for its expenses but does not pay Accenture plc any fees.

History

Prior to our transition to a corporate structure in fiscal 2001, we operated as a series of related partnerships and corporations under the control of our partners. In connection with our transition to a corporate structure, our partners generally exchanged all of their interests in these partnerships and corporations for Accenture Ltd Class A common shares or, in the case of partners in certain countries, Class I common shares of Accenture SCA, a Luxembourg partnership limited by shares and direct subsidiary of Accenture Ltd ("Accenture SCA"), or exchangeable shares issued by Accenture Canada Holdings Inc., an indirect subsidiary of Accenture SCA. Generally, partners who received Accenture SCA Class I common shares or Accenture Canada Holdings Inc. exchangeable shares also received a corresponding number of Accenture Ltd Class X common shares, which entitled their holders to vote at Accenture Ltd shareholder meetings but did not carry any economic rights. The combination of the Accenture Ltd Class X common shares and the Accenture SCA Class I common shares or Accenture Canada Holdings Inc. exchangeable shares gave these partners substantially similar economic and governance rights as holders of Accenture Ltd Class A common shares.

On June 10, 2009, Accenture plc was incorporated in Ireland, as a public limited company, in order to effect moving the place of incorporation of our parent holding company from Bermuda to Ireland. This transaction was completed on September 1, 2009, at which time Accenture Ltd, our predecessor holding company, became a wholly owned subsidiary of Accenture plc and Accenture plc became our parent holding company. Accenture Ltd was dissolved on December 29, 2009.

On April 10, 2015, Accenture Holdings plc was incorporated in Ireland, as a public limited company, in order to further consolidate Accenture's presence in Ireland. On August 26, 2015, Accenture SCA merged with and into Accenture Holdings plc, with Accenture Holdings plc as the surviving entity. This merger was a transaction between entities under common control and had no effect on the Company's Consolidated Financial Statements.

All references to Accenture Holdings plc included in this report with respect to periods prior to August 26, 2015 reflect the activity and/or balances of Accenture SCA (the predecessor of Accenture Holdings plc). The Consolidated Financial Statements reflect the ownership interests in Accenture Holdings plc and Accenture Canada Holdings Inc. held by certain current and former members of Accenture Leadership as noncontrolling interests. "Accenture Leadership" is comprised of members of our global management committee (the Company's primary management and leadership team, which consists of approximately 20 of our most senior leaders), senior managing directors and managing directors. The noncontrolling ownership interests percentage was 4% as of August 31, 2016.

Accenture plc Class A and Class X Ordinary Shares

Each Class A ordinary share and each Class X ordinary share of Accenture plc entitles its holder to one vote on all matters submitted to a vote of shareholders of Accenture plc. A Class X ordinary share does not, however, entitle its holder to receive dividends or to receive payments upon a liquidation of Accenture plc. As described above under "—History," Class X ordinary shares generally provide the holders of Accenture Holdings plc ordinary shares and Accenture Canada Holdings Inc. exchangeable shares with a vote at Accenture plc shareholder meetings that is equivalent to the voting rights held by Accenture plc Class A ordinary shareholders, while their economic rights consist of interests in Accenture Holdings plc ordinary shares or in Accenture Canada Holdings Inc. exchangeable shares.

Under its memorandum and articles of association, Accenture plc may redeem, at its option, any Class X ordinary share for a redemption price equal to the nominal value of the Class X ordinary share, or \$0.0000225 per share. Accenture plc, as successor to Accenture Ltd, has separately agreed with the original holders of Accenture Holdings plc ordinary shares and Accenture Canada Holdings Inc. exchangeable shares not to redeem any Class X ordinary share of such holder if the redemption would reduce the number of Class X ordinary shares held by that holder to a number that is less than the number of Accenture Holdings plc ordinary shares or Accenture Canada Holdings Inc. exchangeable shares owned by that holder. Accenture plc will redeem Class X ordinary shares upon the redemption or exchange of Accenture Holdings plc ordinary shares and Accenture Canada Holdings Inc. exchangeable shares so that the aggregate number of Class X ordinary shares outstanding at any time does not exceed the aggregate number

of Accenture Holdings plc ordinary shares and Accenture Canada Holdings Inc. exchangeable shares outstanding. Class X ordinary shares are not transferable without the consent of Accenture plc.

A transfer of Accenture plc Class A ordinary shares effected by transfer of a book- entry interest in The Depository Trust Company will not be subject to Irish stamp duty. Other transfers of Accenture plc Class A ordinary shares may be subject to Irish stamp duty (currently at the rate of 1% of the price paid or the market value of the Class A ordinary shares acquired, if higher) payable by the buyer.

Accenture Holdings plc Ordinary and Deferred Shares

Only Accenture plc, Accenture Holdings plc, Accenture International S.à.r.l. and certain current and former members of Accenture Leadership and their permitted transferees hold Accenture Holdings plc ordinary shares. Each ordinary share entitles its holder to one vote on all matters submitted to the shareholders of Accenture Holdings plc and entitles its holder to dividends and liquidation payments. As of October 14, 2016, Accenture plc holds a voting interest of approximately 96% of the aggregate outstanding Accenture Holdings plc ordinary shares entitled to vote, with the remaining 4% of the voting interest held by certain current and former members of Accenture Leadership and their permitted transferees.

Only Accenture plc beneficially holds Accenture Holdings plc deferred shares. The deferred shares were issued solely to ensure that Accenture Holdings plc satisfies Irish law minimum share capital requirements for public limited companies at all times and carry no voting rights or income rights and have only limited rights on a return of capital equal to the nominal value of those shares.

Holders of ordinary shares of Accenture Holdings plc have the ability, subject to the restrictions on redemption contained in Accenture Holdings plc's articles of association and the Companies Act 2014 of Ireland (the "Companies Act") and any contractual restrictions on redemption that may be applicable to a holder, to require that Accenture Holdings plc redeem all or a portion of such holder's ordinary shares of Accenture Holdings plc. In that case, Accenture Holdings plc is obligated, subject to the availability of distributable reserves, to redeem any such ordinary shares of Accenture Holdings plc. The redemption price per share generally equals the average of the high and low sale prices of a Class A ordinary share of Accenture plc as reported on the New York Stock Exchange on the trading day on which Accenture Holdings plc receives an irrevocable notice of redemption from a holder of ordinary shares of Accenture Holdings plc if received prior to close of trading for that day, or on the following trading day if Accenture Holdings plc receives the irrevocable notice of redemption later than the close of trading on that day. Accenture Holdings plc may, at its option, pay the redemption price in cash or by instructing Accenture plc to deliver Class A ordinary shares on a one- for- one basis, subject to adjustment for dividends and share splits. In order to maintain Accenture plc's economic interest in Accenture Holdings plc, Accenture plc generally will acquire additional Accenture Holdings plc ordinary shares each time additional Accenture plc Class A ordinary shares are issued.

Except in the case of a redemption of Accenture Holdings plc ordinary shares or a transfer of Accenture Holdings plc ordinary shares to Accenture plc or one of its subsidiaries, Accenture Holdings plc's articles of association provide that Accenture Holdings plc ordinary shares may be transferred only with the consent of the Board of Directors of Accenture Holdings plc. In addition, all holders of ordinary shares (except Accenture plc) are precluded from having their shares redeemed by Accenture Holdings plc or transferred to Accenture Holdings plc, Accenture plc or a subsidiary of Accenture plc at any time or during any period when Accenture Holdings plc determines, based on the advice of counsel, that there is material non- public information that may affect the average price per share of Accenture plc Class A ordinary shares, if the redemption would be prohibited by applicable law or regulation, or during the period from the announcement of a tender offer by Accenture Holdings plc or its affiliates for Accenture Holdings plc ordinary shares, or any securities convertible into, or exchangeable or exercisable for, ordinary shares, until the expiration of ten business days after the termination of the tender offer (other than to tender the holder's Accenture Holdings plc ordinary shares in the tender offer).

Accenture Canada Holdings Inc. Exchangeable Shares

Holders of Accenture Canada Holdings Inc. exchangeable shares may exchange their shares for Accenture plc Class A ordinary shares at any time on a one- for- one basis. Accenture may, at its option, satisfy this exchange with cash at a price per share generally equal to the market price of an Accenture plc Class A ordinary share at the time of the exchange. Each exchangeable share of Accenture Canada Holdings Inc. entitles its holder to receive distributions equal to any distributions to which an Accenture plc Class A ordinary share entitles its holder. The exchange of all of the outstanding Accenture Canada Holdings Inc. exchangeable shares for Accenture plc Class A ordinary shares would not have a material impact on the equity ownership position of Accenture or the other shareholders of Accenture Holdings plc.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the following factors which could materially adversely affect our business, financial condition, results of operations (including revenues and profitability) and/or stock price. Our business is also subject to general risks and uncertainties that may broadly affect companies, including us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also could materially adversely affect our business, financial condition, results of operations and/or stock price.

Our results of operations could be adversely affected by volatile, negative or uncertain economic conditions and the effects of these conditions on our clients' businesses and levels of business activity.

Global macroeconomic conditions affect our clients' businesses and the markets they serve. Volatile, negative or uncertain economic conditions in our significant markets have undermined and could in the future undermine business confidence in our significant markets or in other markets, which are increasingly interdependent, and cause our clients to reduce or defer their spending on new initiatives and technologies, or may result in clients reducing, delaying or eliminating spending under existing contracts with us, which would negatively affect our business. Growth in the markets we serve could be at a slow rate, or could stagnate or contract, in each case, for an extended period of time. Differing economic conditions and patterns of economic growth and contraction in the geographical regions in which we operate and the industries we serve have affected and may in the future affect demand for our services and solutions. A material portion of our revenues and profitability is derived from our clients in North America and Europe. Weak demand in these markets could have a material adverse effect on our results of operations. In addition, because we operate globally and have significant businesses in markets outside of North America and Europe, an economic slowdown in one or more of those other markets could adversely affect our results of operations as well. Ongoing economic volatility and uncertainty and changing demand patterns affect our business in a number of other ways, including making it more difficult to accurately forecast client demand and effectively build our revenue and resource plans, particularly in consulting.

Economic volatility and uncertainty is particularly challenging because it may take some time for the effects and changes in demand patterns resulting from these and other factors to manifest themselves in our business and results of operations. Changing demand patterns from economic volatility and uncertainty could have a significant negative impact on our results of operations.

Our business depends on generating and maintaining ongoing, profitable client demand for our services and solutions, including through the adaptation and expansion of our services and solutions in response to ongoing changes in technology and offerings, and a significant reduction in such demand or an inability to respond to the evolving technological environment could materially affect our results of operations.

Our revenue and profitability depend on the demand for our services and solutions with favorable margins, which could be negatively affected by numerous factors, many of which are beyond our control and unrelated to our work product. As described above, volatile, negative or uncertain global economic conditions and lower growth in the markets we serve have adversely affected and could in the future adversely affect client demand for our services and solutions. Our success depends, in part, on our ability to continue to develop and implement services and solutions that anticipate and respond to rapid and continuing changes in technology and offerings to serve the evolving needs of our clients. Examples of areas of significant change include digital-, cloud- and security- related offerings, which are continually evolving as developments such as artificial intelligence, automation, blockchain, Internet of Things and as-a-service solutions are commercialized. Technological developments such as these may materially affect the cost and use of technology by our clients and, in the case of as-a-service solutions, could affect the nature of how we generate revenue. Some of these technologies, such as cloud-based services, artificial intelligence and automation, and others that may emerge, have reduced and replaced some of our historical services and solutions and may continue to do so in the future. This has caused, and may in the future cause, clients to delay spending under existing contracts and engagements and to delay entering into new contracts while they evaluate new technologies. Such delays can negatively impact our results of operations if the pace and level of spending on new technologies is not sufficient to make up any shortfall.

Developments in the industries we serve, which may be rapid, also could shift demand to new services and solutions. If, as a result of new technologies or changes in the industries we serve, our clients demand new services and solutions, we may be less competitive in these new areas or need to make significant investment to meet that demand. Our growth strategy focuses on responding to these types of developments by driving innovation that will enable us to expand our business into new growth areas. If we do not sufficiently invest in new technology and adapt to industry developments, or evolve and expand our business at sufficient speed and scale, or if we do not make the right strategic investments to respond to these developments and successfully drive innovation, our services and

solutions, our results of operations, and our ability to develop and maintain a competitive advantage and to execute on our growth strategy could be negatively affected.

We operate in a rapidly evolving environment in which there currently are, and we expect will continue to be, new technology entrants. New services or technologies offered by competitors or new entrants may make our offerings less differentiated or less competitive when compared to other alternatives, which may adversely affect our results of operations. In addition, companies in the industries we serve sometimes seek to achieve economies of scale and other synergies by combining with or acquiring other companies. If one of our current clients merges or consolidates with a company that relies on another provider for the services and solutions we offer, we may lose work from that client or lose the opportunity to gain additional work if we are not successful in generating new opportunities from the merger or consolidation. At any given time in a particular industry or geography, one or a small number of clients could contribute a significant portion of our revenues, and any decision by such a client to delay, reduce, or eliminate spending on our services and solutions could have a disproportionate impact on the results of operations in the relevant industry and/or geography.

Many of our consulting contracts are less than 12 months in duration, and these contracts typically permit a client to terminate the agreement with as little as 30 days' notice. Longer-term, larger and more complex contracts, such as the majority of our outsourcing contracts, generally require a longer notice period for termination and often include an early termination charge to be paid to us, but this charge might not be sufficient to cover our costs or make up for anticipated ongoing revenues and profits lost upon termination of the contract. Many of our contracts allow clients to terminate, delay, reduce or eliminate spending on the services and solutions we provide. Additionally, a client could choose not to retain us for additional stages of a project, try to renegotiate the terms of its contract or cancel or delay additional planned work. When contracts are terminated or not renewed, we lose the anticipated revenues, and it may take significant time to replace the level of revenues lost. Consequently, our results of operations in subsequent periods could be materially lower than expected. The specific business or financial condition of a client, changes in management and changes in a client's strategy are also all factors that can result in terminations, cancellations or delays.

If we are unable to keep our supply of skills and resources in balance with client demand around the world and attract and retain professionals with strong leadership skills, our business, the utilization rate of our professionals and our results of operations may be materially adversely affected.

Our success is dependent, in large part, on our ability to keep our supply of skills and resources in balance with client demand around the world and our ability to attract and retain personnel with the knowledge and skills to lead our business globally. Experienced personnel in our industry are in high demand, and competition for talent is intense. We must hire, retain and motivate appropriate numbers of talented people with diverse skills in order to serve clients across the globe, respond quickly to rapid and ongoing technology, industry and macroeconomic developments and grow and manage our business. For example, if we are unable to hire or continually train our employees to keep pace with the rapid and continuing changes in technology and the industries we serve or changes in the types of services and solutions clients are demanding, we may not be able to develop and deliver new services and solutions to fulfill client demand. As we expand our services and solutions, we must also hire and retain an increasing number of professionals with different skills and professional expectations than those of the professionals we have historically hired and retained. Additionally, if we are unable to successfully integrate, motivate and retain these professionals, our ability to continue to secure work in those industries and for our services and solutions may suffer.

We are particularly dependent on retaining members of Accenture Leadership and other experienced managers, and if we are unable to do so, our ability to develop new business and effectively manage our current contracts and client relationships could be jeopardized. We depend on identifying, developing and retaining key employees to provide leadership and direction for our businesses. This includes developing talent and leadership capabilities in emerging markets, where the depth of skilled employees is often limited and competition for these resources is intense. Our ability to expand geographically depends, in large part, on our ability to attract, retain and integrate both leaders for the local business and people with the appropriate skills.

Similarly, our profitability depends on our ability to effectively utilize personnel with the right mix of skills and experience to perform services for our clients, including our ability to transition employees to new assignments on a timely basis. If we are unable to effectively deploy our employees globally on a timely basis to fulfill the needs of our clients, our profitability could suffer. If the utilization rate of our professionals is too high, it could have an adverse effect on employee engagement and attrition, the quality of the work performed as well as our ability to staff projects. If our utilization rate is too low, our profitability and the engagement of our employees could suffer. The costs associated with recruiting and training employees are significant. An important element of our global business model is the deployment of our employees around the world, which allows us to move talent as needed. Therefore, if we are not able to deploy the talent we need because of increased regulation of immigration or work visas, including limitations

placed on the number of visas granted, limitations on the type of work performed or location in which the work can be performed, and new or higher minimum salary requirements, it could be more difficult to staff our employees on client engagements and could increase our costs.

Our equity- based incentive compensation plans are designed to reward high- performing personnel for their contributions and provide incentives for them to remain with us. If the anticipated value of such incentives does not materialize because of volatility or lack of positive performance in our stock price, or if our total compensation package is not viewed as being competitive, our ability to attract and retain the personnel we need could be adversely affected. In addition, if we do not obtain the shareholder approval needed to continue granting equity awards under our share plans in the amounts we believe are necessary, our ability to attract and retain personnel could be negatively affected.

There is a risk that at certain points in time, and in certain geographical regions, we will find it difficult to hire and retain a sufficient number of employees with the skills or backgrounds to meet current and/or future demand. In these cases, we might need to redeploy existing personnel or increase our reliance on subcontractors to fill certain labor needs, and if not done effectively, our profitability could be negatively impacted. Additionally, if demand for our services and solutions were to escalate at a high rate, we may need to adjust our compensation practices, which could put upward pressure on our costs and adversely affect our profitability if we are unable to recover these increased costs. At certain times, however, we may also have more personnel than we need in certain skill sets or geographies or at compensation levels that are not aligned with skill sets. In these situations, we have engaged, and may in the future engage, in actions to rebalance our resources, including through reduced levels of new hiring and increased involuntary terminations as a means to keep our supply of skills and resources in balance with client demand. If we are not successful in these initiatives, our results of operations could be adversely affected.

The markets in which we compete are highly competitive, and we might not be able to compete effectively.

The markets in which we offer our services and solutions are highly competitive. Our competitors include:

- large multinational providers, including the services arms of large global technology providers (hardware, equipment and software), that offer some or all of the services and solutions that we do;
- off- shore service providers in lower- cost locations, particularly in India, that offer services globally that are similar to the services and solutions we offer;
- accounting firms that provide consulting and other services and solutions in areas that compete with us;
- niche solution or service providers or local competitors that compete with us in a specific geographic market, industry segment or service area, including digital agencies and emerging start- ups and other companies that can scale rapidly to focus on certain markets and provide new or alternative products, services or delivery models; and
- in- house departments of large corporations that use their own resources, rather than engage an outside firm for the types of services and solutions we provide.

Some competitors may have greater financial, marketing or other resources than we do and, therefore, may be better able to compete for new work and skilled professionals, may be able to innovate and provide new services and solutions faster than we can or may be able to anticipate the need for services and solutions before we do.

Even if we have potential offerings that address marketplace or client needs, competitors may be more successful at selling similar services they offer, including to companies that are our clients. Some competitors are more established in certain markets, and that may make executing our geographic expansion strategy in these markets more challenging. Additionally, competitors may also offer more aggressive contractual terms, which may affect our ability to win work. Our future performance is largely dependent on our ability to compete successfully in the markets we currently serve, while expanding into additional markets. If we are unable to compete successfully, we could lose market share and clients to competitors, which could materially adversely affect our results of operations.

In addition, we may face greater competition due to consolidation of companies in the technology sector through strategic mergers or acquisitions. Consolidation activity may result in new competitors with greater scale, a broader footprint or offerings that are more attractive than ours. Over time, our access to certain technology products and services may be reduced as a result of this consolidation. Additionally, vertically integrated companies are able to offer as a single provider more integrated services (software and hardware) to clients than we can in some cases and therefore may represent a more attractive alternative to clients. If buyers of services favor using a single provider for an integrated technology stack, such buyers may direct more business to such competitors, and this could materially adversely affect our competitive position and our results of operations.

We could have liability or our reputation could be damaged if we fail to protect client and/or Accenture data from security breaches or cyberattacks.

We are dependent on information technology networks and systems to securely process, transmit and store electronic information and to communicate among our locations around the world and with our clients, alliance partners and vendors. As the breadth and complexity of this infrastructure continues to grow, including as a result of the use of mobile technologies, social media and cloud-based services, the potential risk of security breaches and cyberattacks increases. Such breaches could lead to shutdowns or disruptions of our systems and potential unauthorized disclosure of sensitive or confidential information, including personal data.

In providing services and solutions to clients, we often manage, utilize and store sensitive or confidential client or Accenture data, including personal data, and we expect these activities to increase, including through the use of analytics. Unauthorized disclosure of sensitive or confidential client or Accenture data, whether through systems failure, employee negligence, fraud or misappropriation, could damage our reputation, cause us to lose clients and could result in significant financial exposure. Similarly, unauthorized access to or through our information systems or those we develop for our clients, whether by our employees or third parties, including a cyberattack by computer programmers, hackers, members of organized crime and/or state-sponsored organizations, who may develop and deploy viruses or other malicious software programs or social engineering attacks, could result in negative publicity, significant remediation costs, legal liability, damage to our reputation and government sanctions and could have a material adverse effect on our results of operations. Cybersecurity threats are constantly evolving, thereby increasing the difficulty of detecting and defending against them.

We are subject to numerous laws and regulations designed to protect this information, such as the national laws implementing the European Union Directive on Data Protection (which will be replaced by the European Union General Data Protection Regulation from 2018 onwards), various U.S. federal and state laws governing the protection of health or other personally identifiable information and data privacy and cybersecurity laws in other regions. These laws and regulations are increasing in complexity and number, change frequently and sometimes conflict among the various countries in which we operate. If any person, including any of our employees, negligently disregards or intentionally breaches our established controls with respect to client or Accenture data, or otherwise mismanages or misappropriates that data, we could be subject to significant litigation, monetary damages, regulatory enforcement actions, fines and/or criminal prosecution in one or more jurisdictions. These monetary damages might not be subject to a contractual limit of liability or an exclusion of consequential or indirect damages and could be significant. In addition, our liability insurance, which includes cyber insurance, might not be sufficient in type or amount to cover us against claims related to security breaches, cyberattacks and other related breaches.

Our profitability could materially suffer if we are unable to obtain favorable pricing for our services and solutions, if we are unable to remain competitive, if our cost- management strategies are unsuccessful or if we experience delivery inefficiencies.

Our profitability is highly dependent on a variety of factors and could be materially impacted by any of the following:

Our results of operations could materially suffer if we are not able to obtain sufficient pricing to meet our profitability expectations. If we are not able to obtain favorable pricing for our services and solutions, our revenues and profitability could materially suffer. The rates we are able to charge for our services and solutions are affected by a number of factors, including:

- general economic and political conditions;
- our clients' desire to reduce their costs;
- the competitive environment in our industry;
- our ability to accurately estimate our service delivery costs, upon which our pricing is sometimes determined, includes our ability to estimate the impact of inflation and foreign exchange on our service delivery costs over long- term contracts; and
- the procurement practices of clients and their use of third- party advisors.

Our profitability could suffer if we are not able to remain competitive. The competitive environment in our industry affects our ability to secure new contracts at our target economics in a number of ways, any of which could have a material negative impact on our results of operations. The less we are able to differentiate our services and solutions and/or clearly convey the value of our services and solutions, the more risk we have in winning new work in sufficient volumes and at our target pricing and overall economics. In addition, the introduction of new services or products by competitors could reduce our ability to obtain favorable pricing and impact our overall economics for the services or solutions we offer. Competitors may be willing, at times, to price contracts lower than us in an effort to enter the market or increase market share.

Our profitability could suffer if our cost- management strategies are unsuccessful, and we may not be able to improve our profitability to the degree we have done in the past. Our ability to improve or maintain our profitability is dependent on our being able to successfully manage our costs. Our cost management strategies include maintaining appropriate alignment between the demand for our services and solutions and our resource capacity. We have also taken actions to reduce certain costs, and these initiatives include, without limitation, re- alignment of portions of our workforce to lower- cost locations and the use of involuntary terminations as a means to keep our supply of skills and resources in balance. These actions and our other cost- management efforts may not be successful, our efficiency may not be enhanced and we may not achieve desired levels of profitability. Because of the significant steps taken in the past to manage costs, it may become increasingly difficult to continue to manage our cost structure to the same degree as in the past. If we are not effective in managing our operating costs in response to changes in demand or pricing, or if we are unable to recover employee compensation increases through improved pricing, automation or the movement of work to lower- cost locations, we may not be able to continue to invest in our business in an amount necessary to achieve our planned rates of growth, we may not be able to reward our people in the manner we believe is necessary to attract or retain personnel at desired levels, and our results of operations could be materially adversely affected.

If we do not accurately anticipate the cost, risk and complexity of performing our work or if third parties upon whom we rely do not meet their commitments, then our contracts could have delivery inefficiencies and be less profitable than expected or unprofitable. Our contract profitability is highly dependent on our forecasts regarding the effort and cost necessary to deliver our services and solutions, which are based on available data and could turn out to be materially inaccurate. If we do not accurately estimate the effort, costs or timing for meeting our contractual commitments and/or completing engagements to a client's satisfaction, our contracts could yield lower profit margins than planned or be unprofitable. Similarly, if we experience unanticipated delivery difficulties due to our management, the failure of third parties to meet their commitments or for any other reason, our contracts could yield lower profit margins than planned or be unprofitable. In particular, large and complex arrangements often require that we utilize subcontractors or that our services and solutions incorporate or coordinate with the software, systems or infrastructure requirements of other vendors and service providers, including companies with which we have alliances. Our profitability depends on the ability of these subcontractors, vendors and service providers to deliver their products and services in a timely manner and in accordance with the project requirements, as well as on our effective oversight of their performance. In some cases, these subcontractors are small firms, and they might not have the resources or experience to successfully integrate their services or products with large- scale engagements or enterprises. Some of this work involves new technologies, which may not work as intended or may take more effort to implement than initially predicted. In addition, certain client work requires the use of unique and complex structures and alliances, some of which require us to assume responsibility for the performance of third parties whom we do not control. Any of these factors could adversely affect our ability to perform and subject us to additional liabilities, which could have a material adverse effect on our relationships with clients and on our results of operations.

Changes in our level of taxes, as well as audits, investigations and tax proceedings, or changes in tax laws or in their interpretation or enforcement, could have a material adverse effect on our effective tax rate, results of operations, cash flows and financial condition.

We are subject to taxes in numerous jurisdictions. We calculate and provide for taxes in each tax jurisdiction in which we operate. Tax accounting often involves complex matters and requires our judgment to determine our worldwide provision for income taxes and other tax liabilities. We are subject to ongoing audits, investigations and tax proceedings in various jurisdictions. Tax authorities have disagreed, and may in the future disagree, with our judgments, or may take increasingly aggressive positions opposing the judgments we make, including with respect to our intercompany transactions. We regularly assess the likely outcomes of our audits, investigations and tax proceedings to determine the appropriateness of our tax liabilities. However, our judgments might not be sustained as a result of these audits, investigations and tax proceedings, and the amounts ultimately paid could be materially different from the amounts previously recorded. In addition, our effective tax rate in the future could be adversely affected by the expiration of current tax benefits, changes in the mix of earnings in countries with differing statutory tax rates, challenges to our intercompany transactions, changes in the valuation of deferred tax assets and liabilities and changes in tax laws or in their interpretation or enforcement. Tax rates in the jurisdictions in which we operate may change as a result of macroeconomic or other factors outside of our control. In addition, changes in tax laws, treaties or regulations, or their interpretation or enforcement, have become more unpredictable and may become more stringent, which could materially adversely affect our tax position.

The overall tax environment has made it increasingly challenging for multinational corporations to operate with certainty about taxation in many jurisdictions. For example, the European Commission has been conducting investigations, focusing on whether local country tax rulings or tax legislation provide preferential tax treatment that violates European Union state aid rules. In addition, the Organization for Economic Co- operation and Development,

which represents a coalition of member countries, is supporting changes to numerous long-standing tax principles through its base erosion and profit shifting project, which is focused on a number of issues, including the shifting of profits among affiliated entities located in different tax jurisdictions. Furthermore, a number of countries where we do business, including the United States and many countries in the European Union, are considering changes in relevant tax, accounting and other laws, regulations and interpretations, including changes to tax laws applicable to multinational corporations. The increasingly complex global tax environment could have a material adverse effect on our effective tax rate, results of operations, cash flows and financial condition.

Although we expect to be able to rely on the tax treaty between the United States and Ireland, legislative or diplomatic action could be taken, or the treaty may be amended in such a way, that would prevent us from being able to rely on such treaty. Our inability to rely on the treaty would subject us to increased taxation or significant additional expense. In addition, congressional proposals could change the definition of a U.S. person for U.S. federal income tax purposes, which could also subject us to increased taxation. In addition, we could be materially adversely affected by future changes in tax law or policy (or in their interpretation or enforcement) in Ireland or other jurisdictions where we operate, including their treaties with Ireland or the United States. These changes could be exacerbated by economic, budget or other challenges facing Ireland or these other jurisdictions.

Our results of operations could be materially adversely affected by fluctuations in foreign currency exchange rates.

Although we report our results of operations in U.S. dollars, a majority of our net revenues is denominated in currencies other than the U.S. dollar. Unfavorable fluctuations in foreign currency exchange rates have had an adverse effect, and could in the future have a material adverse effect, on our results of operations.

Because our consolidated financial statements are presented in U.S. dollars, we must translate revenues, expenses and income, as well as assets and liabilities, into U.S. dollars at exchange rates in effect during or at the end of each reporting period. Therefore, changes in the value of the U.S. dollar against other currencies will affect our net revenues, operating income and the value of balance-sheet items, including intercompany payables and receivables, originally denominated in other currencies. These changes cause our growth in consolidated earnings stated in U.S. dollars to be higher or lower than our growth in local currency when compared against other periods. Our currency hedging programs, which are designed to partially offset the impact on consolidated earnings related to the changes in value of certain balance sheet items, might not be successful. Additionally, some transactions and balances may be denominated in currencies for which there is no available market to hedge.

As we continue to leverage our global delivery model, more of our expenses are incurred in currencies other than those in which we bill for the related services. An increase in the value of certain currencies, such as the Indian rupee or Philippine peso, against the currencies in which our revenue is recorded could increase costs for delivery of services at off-shore sites by increasing labor and other costs that are denominated in local currency. Our contractual provisions or cost management efforts might not be able to offset their impact, and our currency hedging activities, which are designed to partially offset this impact, might not be successful. This could result in a decrease in the profitability of our contracts that are utilizing delivery center resources. Conversely, a decrease in the value of certain currencies, such as the Indian rupee or Philippine peso, against the currencies in which our revenue is recorded could place us at a competitive disadvantage compared to service providers that benefit to a greater degree from such a decrease and can, as a result, deliver services at a lower cost. In addition, our currency hedging activities are themselves subject to risk. These include risks related to counterparty performance under hedging contracts, risks related to ineffective hedges and risks related to currency fluctuations. We also face risks that extreme economic conditions, political instability, or hostilities or disasters of the type described below could impact or perhaps eliminate the underlying exposures that we are hedging. Such an event could lead to losses being recognized on the currency hedges then in place that are not offset by anticipated changes in the underlying hedge exposure.

Our business could be materially adversely affected if we incur legal liability.

We are subject to, and may become a party to, a variety of litigation or other claims and suits that arise from time to time in the ordinary course of our business. Our business is subject to the risk of litigation involving current and former employees, clients, alliance partners, subcontractors, suppliers, competitors, shareholders, government agencies or others through private actions, class actions, whistleblower claims, administrative proceedings, regulatory actions or other litigation. Regardless of the merits of the claims, the cost to defend current and future litigation may be significant, and such matters can be time-consuming and divert management's attention and resources. The results of litigation and other legal proceedings are inherently uncertain, and adverse judgments or settlements in some or all of these legal disputes may result in materially adverse monetary damages, penalties or injunctive relief against us. Any claims or litigation, even if fully indemnified or insured, could damage our reputation and make it more difficult to compete effectively or to obtain adequate insurance in the future.

For example, we could be subject to significant legal liability and litigation expense if we fail to meet our contractual obligations, contribute to internal control deficiencies of a client or otherwise breach obligations to third parties, including clients, alliance partners, employees and former employees, and other parties with whom we conduct business, or if our subcontractors breach or dispute the terms of our agreements with them and impede our ability to meet our obligations to our clients. We may enter into agreements with non-standard terms because we perceive an important economic opportunity or because our personnel did not adequately follow our contracting guidelines. In addition, the contracting practices of competitors, along with the demands of increasingly sophisticated clients, may cause contract terms and conditions that are unfavorable to us to become new standards in the marketplace. We may find ourselves committed to providing services or solutions that we are unable to deliver or whose delivery will reduce our profitability or cause us financial loss. If we cannot or do not meet our contractual obligations and if our potential liability is not adequately limited through the terms of our agreements, liability limitations are not enforced or a third party alleges fraud or other wrongdoing to prevent us from relying upon those contractual protections, we might face significant legal liability and litigation expense and our results of operations could be materially adversely affected. In addition, as we expand our services and solutions into new areas, such as taking over the operation of certain portions of our clients' businesses, which increasingly include the operation of functions and systems that are critical to the core businesses of our clients, we may be exposed to additional operational, regulatory or other risks specific to these new areas, including risks related to data security. A failure of a client's system based on our services or solutions could also subject us to a claim for significant damages that could materially adversely affect our results of operations.

While we maintain insurance for certain potential liabilities, such insurance does not cover all types and amounts of potential liabilities and is subject to various exclusions as well as caps on amounts recoverable. Even if we believe a claim is covered by insurance, insurers may dispute our entitlement to recovery for a variety of potential reasons, which may affect the timing and, if they prevail, the amount of our recovery.

Our work with government clients exposes us to additional risks inherent in the government contracting environment.

Our clients include national, provincial, state and local governmental entities. Our government work carries various risks inherent in the government contracting process. These risks include, but are not limited to, the following:

- Government entities, particularly in the United States, often reserve the right to audit our contract costs and conduct inquiries and investigations of our business practices and compliance with government contract requirements. U.S. government agencies, including the Defense Contract Audit Agency, routinely audit our contract costs, including allocated indirect costs, for compliance with the Cost Accounting Standards and the Federal Acquisition Regulation. These agencies also conduct reviews and investigations and make inquiries regarding our accounting and other systems in connection with our performance and business practices with respect to our government contracts. Negative findings from existing and future audits, investigations or inquiries could affect our future sales and profitability by preventing us, by operation of law or in practice, from receiving new government contracts for some period of time. In addition, if the U.S. government concludes that certain costs are not reimbursable, have not been properly determined or are based on outdated estimates of our work, then we will not be allowed to bill for such costs, may have to refund money that has already been paid to us or could be required to retroactively and prospectively adjust previously agreed to billing or pricing rates for our work. Negative findings from existing and future audits of our business systems, including our accounting system, may result in the U.S. government preventing us from billing, at least temporarily, a percentage of our costs. As a result of prior negative findings in connection with audits, investigations and inquiries, we have from time to time experienced some of the adverse consequences described above and may in the future experience further adverse consequences, which could materially adversely affect our future results of operations.
- If a government client discovers improper or illegal activities in the course of audits or investigations, we may become subject to various civil and criminal penalties, including those under the civil U.S. False Claims Act, and administrative sanctions, which may include termination of contracts, forfeiture of profits, suspension of payments, fines and suspensions or debarment from doing business with other agencies of that government. The inherent limitations of internal controls may not prevent or detect all improper or illegal activities.
- U.S. government contracting regulations impose strict compliance and disclosure obligations. Disclosure is required if certain company personnel have knowledge of "credible evidence" of a violation of federal criminal laws involving fraud, conflict of interest, bribery or improper gratuity, a violation of the civil U.S. False Claims Act or receipt of a significant overpayment from the government. Failure to make required disclosures could be a basis for suspension and/or debarment from federal government contracting in addition to breach of the specific contract and could also impact contracting beyond the U.S. federal level. Reported matters also could lead to audits or investigations and other civil, criminal or administrative sanctions.

- Government contracts are subject to heightened reputational and contractual risks compared to contracts with commercial clients. For example, government contracts and the proceedings surrounding them are often subject to more extensive scrutiny and publicity. Negative publicity, including an allegation of improper or illegal activity, regardless of its accuracy, may adversely affect our reputation.
- Terms and conditions of government contracts also tend to be more onerous and are often more difficult to negotiate. For example, these contracts often contain high or unlimited liability for breaches and feature less favorable payment terms and sometimes require us to take on liability for the performance of third parties.
- Government entities typically fund projects through appropriated monies. While these projects are often planned and executed as multi-year projects, government entities usually reserve the right to change the scope of or terminate these projects for lack of approved funding and/or at their convenience. Changes in government or political developments, including budget deficits, shortfalls or uncertainties, government spending reductions or other debt constraints could result in our projects being reduced in price or scope or terminated altogether, which also could limit our recovery of incurred costs, reimbursable expenses and profits on work completed prior to the termination. Furthermore, if insufficient funding is appropriated to the government entity to cover termination costs, we may not be able to fully recover our investments.
- Political and economic factors such as pending elections, the outcome of recent elections, changes in leadership among key executive or legislative decision makers, revisions to governmental tax or other policies and reduced tax revenues can affect the number and terms of new government contracts signed or the speed at which new contracts are signed, decrease future levels of spending and authorizations for programs that we bid, shift spending priorities to programs in areas for which we do not provide services and/or lead to changes in enforcement or how compliance with relevant rules or laws is assessed.
- Legislative and executive proposals remain under consideration or could be proposed in the future, which, if enacted, could limit or even prohibit our eligibility to be awarded state or federal government contracts in the United States in the future or could include requirements that would otherwise affect our results of operations. Various U.S. federal and state legislative proposals have been introduced and/or enacted in recent years that deny government contracts to certain U.S. companies that reincorporate or have reincorporated outside the United States. While Accenture was not a U.S. company that reincorporated outside the United States, it is possible that these contract bans and other legislative proposals could be applied in a way that negatively affects Accenture.

The occurrences or conditions described above could affect not only our business with the particular government entities involved, but also our business with other entities of the same or other governmental bodies or with certain commercial clients, and could have a material adverse effect on our business or our results of operations.

We might not be successful at identifying, acquiring, investing in or integrating businesses, entering into joint ventures or divesting businesses.

We expect to continue pursuing strategic and targeted acquisitions, investments and joint ventures to enhance or add to our skills and capabilities or offerings of services and solutions, or to enable us to expand in certain geographic and other markets. Depending on the opportunities available, we may increase the amount of capital invested in such opportunities. We may not successfully identify suitable investment opportunities. We also might not succeed in completing targeted transactions or achieve desired results of operations. Furthermore, we face risks in successfully integrating any businesses we might acquire or create through a joint venture. Ongoing business may be disrupted, and our management's attention may be diverted by acquisition, investment, transition or integration activities. In addition, we might need to dedicate additional management and other resources, and our organizational structure could make it difficult for us to efficiently integrate acquired businesses into our ongoing operations and assimilate and retain employees of those businesses into our culture and operations. Acquisitions or joint ventures may result in significant costs and expenses, including those related to retention payments, equity compensation, severance pay, early retirement costs, intangible asset amortization and asset impairment charges, assumed litigation and other liabilities, and legal, accounting and financial advisory fees, which could negatively affect our profitability. We may have difficulties as a result of entering into new markets where we have limited or no direct prior experience or where competitors may have stronger market positions.

We might fail to realize the expected benefits or strategic objectives of any acquisition, investment or joint venture we undertake. We might not achieve our expected return on investment or may lose money. We may be adversely impacted by liabilities that we assume from a company we acquire or in which we invest, including from that company's known and unknown obligations, intellectual property or other assets, terminated employees, current or former clients or other third parties. In addition, we may fail to identify or adequately assess the magnitude of certain liabilities, shortcomings or other circumstances prior to acquiring, investing in or partnering with a company, including potential

exposure to regulatory sanctions or liabilities resulting from an acquisition target's previous activities. If any of these circumstances occurs, they could result in unexpected legal or regulatory exposure, unfavorable accounting treatment, unexpected increases in taxes or other adverse effects on our business. In addition, we have a lesser degree of control over the business operations of the joint ventures and businesses in which we have made minority investments. This lesser degree of control may expose us to additional reputational, financial, legal, compliance or operational risks. Litigation, indemnification claims and other unforeseen claims and liabilities may arise from the acquisition or operation of acquired businesses. For example, we may face litigation or other claims as a result of certain terms and conditions of the acquisition agreement, such as earnout payments or closing net asset adjustments. Alternatively, shareholder litigation may arise as a result of proposed acquisitions. If we are unable to complete the number and kind of investments for which we plan, or if we are inefficient or unsuccessful at integrating any acquired businesses into our operations, we may not be able to achieve our planned rates of growth or improve our market share, profitability or competitive position in specific markets or services.

We periodically evaluate, and have engaged in, the disposition of assets and businesses. Divestitures could involve difficulties in the separation of operations, services, products and personnel, the diversion of management's attention, the disruption of our business and the potential loss of key employees. After reaching an agreement with a buyer for the disposition of a business, the transaction may be subject to the satisfaction of pre-closing conditions as well as to obtaining necessary regulatory and government approvals, which, if not satisfied or obtained, may prevent us from completing the transaction. Divestitures may also involve continued financial involvement in the divested assets and businesses, such as indemnities or other financial obligations, in which the performance of the divested assets or businesses could impact our results of operations. Any divestiture we undertake could adversely affect our results of operations.

Our Global Delivery Network is increasingly concentrated in India and the Philippines, which may expose us to operational risks.

Our business model is dependent on our Global Delivery Network, which includes Accenture personnel based at more than 50 delivery centers around the world. While these delivery centers are located throughout the world, we have based large portions of our delivery network in India, where we have the largest number of people in our delivery network located, and the Philippines, where we have the second largest number of people located. Concentrating our Global Delivery Network in these locations presents a number of operational risks, many of which are beyond our control. For example, natural disasters of the type described below, some of which India and the Philippines have experienced and other countries may experience, could impair the ability of our people to safely travel to and work in our facilities and disrupt our ability to perform work through our delivery centers. Additionally, both India and the Philippines have experienced, and other countries may experience, political instability, worker strikes, civil unrest and hostilities with neighboring countries. Military activity or civil hostilities in the future, as well as terrorist activities and other conditions, which are described more fully below, could significantly disrupt our ability to perform work through our delivery centers. Our business continuity and disaster recovery plans may not be effective, particularly if catastrophic events occur. If any of these circumstances occurs, we have a greater risk that the interruptions in communications with our clients and other Accenture locations and personnel, and any down-time in important processes we operate for clients, could result in a material adverse effect on our results of operations and our reputation in the marketplace.

As a result of our geographically diverse operations and our growth strategy to continue geographic expansion, we are more susceptible to certain risks.

We have offices and operations in more than 200 cities in 55 countries around the world. One aspect of our growth strategy is to continue to expand in key markets around the world. Our growth strategy might not be successful. If we are unable to manage the risks of our global operations and geographic expansion strategy, including international hostilities, terrorist activities, natural disasters, security breaches, failure to maintain compliance with our clients' control requirements and multiple legal and regulatory systems, our results of operations and ability to grow could be materially adversely affected. In addition, emerging markets generally involve greater financial and operational risks, such as those described below, than our more mature markets. Negative or uncertain political climates in countries or geographies where we operate could also adversely affect us.

International hostilities, terrorist activities, natural disasters, pandemics and infrastructure disruptions could prevent us from effectively serving our clients and thus adversely affect our results of operations. Acts of terrorist violence; political unrest; armed regional and international hostilities and international responses to these hostilities; natural disasters, volcanic eruptions, floods and other severe weather conditions; health emergencies or pandemics or the threat of or perceived potential for these events; and other acts of god could have a negative impact on us. These events could adversely affect our clients' levels of business activity and precipitate sudden and significant changes in regional and global economic conditions and cycles. These events also pose significant risks to our people and to physical facilities and operations around the world, whether the facilities are ours or those of our alliance partners

or clients. By disrupting communications and travel and increasing the difficulty of obtaining and retaining highly skilled and qualified personnel, these events could make it difficult or impossible for us to deliver our services and solutions to our clients. Extended disruptions of electricity, other public utilities or network services at our facilities, as well as system failures at, or security breaches in, our facilities or systems, could also adversely affect our ability to serve our clients. We might be unable to protect our people, facilities and systems against all such occurrences. We generally do not have insurance for losses and interruptions caused by terrorist attacks, conflicts and wars. If these disruptions prevent us from effectively serving our clients, our results of operations could be adversely affected.

We could be subject to strict restrictions on the movement of cash and the exchange of foreign currencies. In some countries, we could be subject to strict restrictions on the movement of cash and the exchange of foreign currencies, which would limit our ability to use this cash across our global operations and expose us to more extreme currency fluctuations. This risk could increase as we continue our geographic expansion in key markets around the world, which include emerging markets that are more likely to impose these restrictions than more established markets.

Our global operations expose us to numerous and sometimes conflicting legal and regulatory requirements, and violation of these regulations could harm our business. We are subject to numerous, and sometimes conflicting, legal regimes on matters as diverse as anticorruption, import/export controls, content requirements, trade restrictions, tariffs, taxation, sanctions, immigration, internal and disclosure control obligations, securities regulation, anti- competition, anti- money- laundering, data privacy and protection, wage- and- hour standards, and employment and labor relations. The global nature of our operations, including emerging markets where legal systems may be less developed or understood by us, and the diverse nature of our operations across a number of regulated industries, further increase the difficulty of compliance. Compliance with diverse legal requirements is costly, time- consuming and requires significant resources. Violations of one or more of these regulations in the conduct of our business could result in significant fines, criminal sanctions against us and/or our employees, prohibitions on doing business and damage to our reputation. Violations of these regulations in connection with the performance of our obligations to our clients also could result in liability for significant monetary damages, fines and/or criminal prosecution, unfavorable publicity and other reputational damage and restrictions on our ability to effectively carry out our contractual obligations and thereby expose us to potential claims from our clients. Due to the varying degrees of development of the legal systems of the countries in which we operate, local laws may not be well developed or provide sufficiently clear guidance and may be insufficient to protect our rights.

In particular, in many parts of the world, including countries in which we operate and/or seek to expand, practices in the local business community might not conform to international business standards and could violate anticorruption laws, or regulations, including the U.S. Foreign Corrupt Practices Act and the UK Bribery Act 2010. Our employees, subcontractors, vendors, agents, alliance or joint venture partners, the companies we acquire and their employees, subcontractors, vendors and agents, and other third parties with which we associate, could take actions that violate policies or procedures designed to promote legal and regulatory compliance or applicable anticorruption laws or regulations. Violations of these laws or regulations by us, our employees or any of these third parties could subject us to criminal or civil enforcement actions (whether or not we participated or knew about the actions leading to the violations), including fines or penalties, disgorgement of profits and suspension or disqualification from work, including U.S. federal contracting, any of which could materially adversely affect our business, including our results of operations and our reputation.

Changes in laws and regulations could also mandate significant and costly changes to the way we implement our services and solutions or could impose additional taxes on our services and solutions. For example, changes in laws and regulations to limit using off- shore resources in connection with our work or to penalize companies that use off- shore resources, which have been proposed from time to time in various jurisdictions, could adversely affect our results of operations. Such changes may result in contracts being terminated or work being transferred on- shore, resulting in greater costs to us. In addition, these changes could have a negative impact on our ability to obtain future work from government clients.

Adverse changes to our relationships with key alliance partners or in the business of our key alliance partners could adversely affect our results of operations.

We have alliances with companies whose capabilities complement our own. A very significant portion of our services and solutions are based on technology or software provided by a few major providers that are our alliance partners. See “Business—Alliances.” The priorities and objectives of our alliance partners may differ from ours. As most of our alliance relationships are non- exclusive, our alliance partners are not prohibited from competing with us or forming closer or preferred arrangements with our competitors. One or more of our key alliance partners may be acquired by a competitor, or key alliance partners might merge with each other, either of which could reduce our access over time to the technology or software provided by those partners. In addition, our alliance partners could experience reduced demand for their technology or software, including, for example, in response to changes in technology, which

could lessen related demand for our services and solutions. If we do not obtain the expected benefits from our alliance relationships for any reason, we may be less competitive, our ability to offer attractive solutions to our clients may be negatively affected, and our results of operations could be adversely affected.

Our services or solutions could infringe upon the intellectual property rights of others or we might lose our ability to utilize the intellectual property of others.

We cannot be sure that our services and solutions, including, for example, our software solutions, or the solutions of others that we offer to our clients, do not infringe on the intellectual property rights of third parties, and these third parties could claim that we or our clients are infringing upon their intellectual property rights. These claims could harm our reputation, cause us to incur substantial costs or prevent us from offering some services or solutions in the future. Any related proceedings could require us to expend significant resources over an extended period of time. In most of our contracts, we agree to indemnify our clients for expenses and liabilities resulting from claimed infringements of the intellectual property rights of third parties. In some instances, the amount of these indemnities could be greater than the revenues we receive from the client. Any claims or litigation in this area could be time-consuming and costly, damage our reputation and/or require us to incur additional costs to obtain the right to continue to offer a service or solution to our clients. If we cannot secure this right at all or on reasonable terms, or we cannot substitute alternative technology, our results of operations could be materially adversely affected. The risk of infringement claims against us may increase as we expand our industry software solutions and continue to develop and license our software to multiple clients. Additionally, in recent years, individuals and firms have purchased intellectual property assets in order to assert claims of infringement against technology providers and customers that use such technology. Any such action naming us or our clients could be costly to defend or lead to an expensive settlement or judgment against us. Moreover, such an action could result in an injunction being ordered against our client or our own services or operations, causing further damages.

In addition, we rely on third-party software in providing some of our services and solutions. If we lose our ability to continue using such software for any reason, including because it is found to infringe the rights of others, we will need to obtain substitute software or seek alternative means of obtaining the technology necessary to continue to provide such services and solutions. Our inability to replace such software, or to replace such software in a timely or cost-effective manner, could materially adversely affect our results of operations.

If we are unable to protect our intellectual property rights from unauthorized use or infringement by third parties, our business could be adversely affected.

Our success depends, in part, upon our ability to protect our proprietary methodologies and other intellectual property. Existing laws of the various countries in which we provide services or solutions offer only limited protection of our intellectual property rights, and the protection in some countries may be very limited. We rely upon a combination of confidentiality policies, nondisclosure and other contractual arrangements, and patent, trade secret, copyright and trademark laws to protect our intellectual property rights. These laws are subject to change at any time and could further limit our ability to protect our intellectual property. There is uncertainty concerning the scope of available intellectual property protection for software and business methods, which are fields in which we rely on intellectual property laws to protect our rights. Our intellectual property rights may not prevent competitors from reverse engineering our proprietary information or independently developing products and services similar to or duplicative of ours. Further, the steps we take in this regard might not be adequate to prevent or deter infringement or other misappropriation of our intellectual property by competitors, former employees or other third parties, and we might not be able to detect unauthorized use of, or take appropriate and timely steps to enforce, our intellectual property rights. Enforcing our rights might also require considerable time, money and oversight, and we may not be successful in enforcing our rights.

Our ability to attract and retain business and employees may depend on our reputation in the marketplace.

We believe the Accenture brand name and our reputation are important corporate assets that help distinguish our services and solutions from those of competitors and also contribute to our efforts to recruit and retain talented employees. However, our corporate reputation is potentially susceptible to material damage by events such as disputes with clients, cybersecurity breaches or service outages, internal control deficiencies, delivery failures, compliance violations, government investigations or legal proceedings. Similarly, our reputation could be damaged by actions or statements of current or former clients, directors, employees, competitors, vendors, alliance partners, our joint ventures or joint venture partners, adversaries in legal proceedings, legislators or government regulators, as well as members of the investment community or the media. There is a risk that negative information about Accenture, even if based on rumor or misunderstanding, could adversely affect our business. Damage to our reputation could be difficult, expensive and time-consuming to repair, could make potential or existing clients reluctant to select us for new engagements, resulting in a loss of business, and could adversely affect our recruitment and retention efforts. Damage

to our reputation could also reduce the value and effectiveness of the Accenture brand name and could reduce investor confidence in us, materially adversely affecting our share price.

If we are unable to manage the organizational challenges associated with our size, we might be unable to achieve our business objectives.

As of August 31, 2016, we had approximately 384,000 employees worldwide. Our size and scale present significant management and organizational challenges. It might become increasingly difficult to maintain effective standards across a large enterprise and effectively institutionalize our knowledge. It might also become more difficult to maintain our culture, effectively manage and monitor our personnel and operations and effectively communicate our core values, policies and procedures, strategies and goals, particularly given our world-wide operations. The size and scope of our operations increase the possibility that we will have employees who engage in unlawful or fraudulent activity, or otherwise expose us to unacceptable business risks, despite our efforts to train them and maintain internal controls to prevent such instances. For example, employee misconduct could involve the improper use of our clients' sensitive or confidential information or the failure to comply with legislation or regulations regarding the protection of sensitive or confidential information. Furthermore, the inappropriate use of social networking sites by our employees could result in breaches of confidentiality, unauthorized disclosure of non- public company information or damage to our reputation. If we do not continue to develop and implement the right processes and tools to manage our enterprise and instill our culture and core values into all of our employees, our ability to compete successfully and achieve our business objectives could be impaired. In addition, from time to time, we have made, and may continue to make, changes to our operating model, including how we are organized, as the needs and size of our business change, and if we do not successfully implement the changes, our business and results of operation may be negatively impacted.

We make estimates and assumptions in connection with the preparation of our consolidated financial statements, and any changes to those estimates and assumptions could adversely affect our financial results.

Our financial statements have been prepared in accordance with U.S. generally accepted accounting principles. The application of generally accepted accounting principles requires us to make estimates and assumptions about certain items and future events that affect our reported financial condition, and our accompanying disclosure with respect to, among other things, revenue recognition and income taxes. We base our estimates on historical experience, contractual commitments and on various other assumptions that we believe to be reasonable under the circumstances and at the time they are made. These estimates and assumptions involve the use of judgment and are subject to significant uncertainties, some of which are beyond our control. If our estimates, or the assumptions underlying such estimates, are not correct, actual results may differ materially from our estimates, and we may need to, among other things, adjust revenues or accrue additional charges that could adversely affect our results of operations.

Many of our contracts include payments that link some of our fees to the attainment of performance or business targets and/or require us to meet specific service levels. This could increase the variability of our revenues and impact our margins.

Many of our contracts include clauses that tie our compensation to the achievement of agreed- upon performance standards or milestones. If we fail to satisfy these measures, it could significantly reduce or eliminate our fees under the contracts, increase the cost to us of meeting performance standards or milestones, delay expected payments or subject us to potential damage claims under the contract terms. Clients also often have the right to terminate a contract and pursue damage claims under the contract for serious or repeated failure to meet these service commitments. We also have a number of contracts in which a portion of our compensation depends on performance measures such as cost- savings, revenue enhancement, benefits produced, business goals attained and adherence to schedule. These goals can be complex and may depend on our clients' actual levels of business activity or may be based on assumptions that are later determined not to be achievable or accurate. These provisions could increase the variability in revenues and margins earned on those contracts.

Our results of operations and share price could be adversely affected if we are unable to maintain effective internal controls.

The accuracy of our financial reporting is dependent on the effectiveness of our internal controls. We are required to provide a report from management to our shareholders on our internal control over financial reporting that includes an assessment of the effectiveness of these controls. Internal control over financial reporting has inherent limitations, including human error, the possibility that controls could be circumvented or become inadequate because of changed conditions, and fraud. Because of these inherent limitations, internal control over financial reporting might not prevent or detect all misstatements or fraud. If we cannot maintain and execute adequate internal control over financial reporting or implement required new or improved controls that provide reasonable assurance of the reliability of the financial reporting and preparation of our financial statements for external use, we could suffer harm to our reputation, incur

incremental compliance costs, fail to meet our public reporting requirements on a timely basis, be unable to properly report on our business and our results of operations, or be required to restate our financial statements, and our results of operations, our share price and our ability to obtain new business could be materially adversely affected.

We are incorporated in Ireland and a significant portion of our assets are located outside the United States. As a result, it might not be possible for shareholders to enforce civil liability provisions of the federal or state securities laws of the United States. We may also be subject to criticism and negative publicity related to our incorporation in Ireland.

We are organized under the laws of Ireland, and a significant portion of our assets are located outside the United States. A shareholder who obtains a court judgment based on the civil liability provisions of U.S. federal or state securities laws may be unable to enforce the judgment against us in Ireland or in countries other than the United States where we have assets. In addition, there is some doubt as to whether the courts of Ireland and other countries would recognize or enforce judgments of U.S. courts obtained against us or our directors or officers based on the civil liabilities provisions of the federal or state securities laws of the United States or would hear actions against us or those persons based on those laws. We have been advised that the United States and Ireland do not currently have a treaty providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters. The laws of Ireland do, however, as a general rule, provide that the judgments of the courts of the United States have the same validity in Ireland as if rendered by Irish Courts. Certain important requirements must be satisfied before the Irish Courts will recognize a U.S. judgment. The originating court must have been a court of competent jurisdiction, the judgment must be final and conclusive and the judgment may not be recognized if it was obtained by fraud or its recognition would be contrary to Irish public policy. Any judgment obtained in contravention of the rules of natural justice or that is irreconcilable with an earlier foreign judgment would not be enforced in Ireland. Similarly, judgments might not be enforceable in countries other than the United States where we have assets.

Some companies that conduct substantial business in the United States but which have a parent domiciled in certain other jurisdictions have been criticized as improperly avoiding U.S. taxes or creating an unfair competitive advantage over other U.S. companies. Accenture never conducted business under a U.S. parent company and pays U.S. taxes on all of its U.S. operations. Nonetheless, we could be subject to criticism in connection with our incorporation in Ireland.

Irish law differs from the laws in effect in the United States and might afford less protection to shareholders.

Our shareholders could have more difficulty protecting their interests than would shareholders of a corporation incorporated in a jurisdiction of the United States. As an Irish company, we are governed by the Companies Act. The Companies Act differs in some significant, and possibly material, respects from laws applicable to U.S. corporations and shareholders under various state corporation laws, including the provisions relating to interested directors, mergers and acquisitions, takeovers, shareholder lawsuits and indemnification of directors.

Under Irish law, the duties of directors and officers of a company are generally owed to the company only. Shareholders of Irish companies do not generally have rights to take action against directors or officers of the company under Irish law, and may only do so in limited circumstances. Directors of an Irish company must, in exercising their powers and performing their duties, act with due care and skill, honestly and in good faith with a view to the best interests of the company. Directors have a duty not to put themselves in a position in which their duties to the company and their personal interests might conflict and also are under a duty to disclose any personal interest in any contract or arrangement with the company or any of its subsidiaries. If a director or officer of an Irish company is found to have breached his duties to that company, he could be held personally liable to the company in respect of that breach of duty.

Under Irish law, we must have authority from our shareholders to issue any shares, including shares that are part of the company's authorized but unissued share capital. In addition, unless otherwise authorized by its shareholders, when an Irish company issues shares for cash to new shareholders, it is required first to offer those shares on the same or more favorable terms to existing shareholders on a pro-rata basis. If we are unable to obtain these authorizations from our shareholders, or are otherwise limited by the terms of our authorizations, our ability to issue shares under our equity compensation plans and, if applicable, to facilitate funding acquisitions or otherwise raise capital could be adversely affected.

We might be unable to access additional capital on favorable terms or at all. If we raise equity capital, it may dilute our shareholders' ownership interest in us.

We might choose to raise additional funds through public or private debt or equity financings in order to:

- take advantage of opportunities, including more rapid expansion;

- acquire other businesses or assets;
- repurchase shares from our shareholders;
- develop new services and solutions; or
- respond to competitive pressures.

Any additional capital raised through the sale of equity could dilute shareholders' ownership percentage in us. Furthermore, any additional financing we need might not be available on terms favorable to us, or at all.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

We have major offices in the world's leading business centers, including Boston, Chicago, New York, San Francisco, Dublin, Frankfurt, London, Madrid, Milan, Paris, Rome, Bangalore, Beijing, Manila, Mumbai, Sao Paulo, Shanghai, Singapore, Sydney and Tokyo, among others. In total, we have offices and operations in more than 200 cities in 55 countries around the world. We do not own any material real property. Substantially all of our office space is leased under long- term leases with varying expiration dates. We believe that our facilities are adequate to meet our needs in the near future.

ITEM 3. LEGAL PROCEEDINGS

The information set forth under "Legal Contingencies" in Note 15 (Commitments and Contingencies) to our Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," is incorporated herein by reference.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

EXECUTIVE OFFICERS OF THE REGISTRANT

Our executive officers and persons chosen to become executive officers as of the date hereof are as follows:

Gianfranco Casati, 57, became our group chief executive—Growth Markets in January 2014. From September 2006 to January 2014, he served as our group chief executive—Products operating group. From April 2002 to September 2006, Mr. Casati was managing director of the Products operating group's Europe operating unit. He also served as Accenture's country managing director for Italy and as chairman of our geographic council in its IGEM (Italy, Greece, emerging markets) region, supervising Accenture offices in Italy, Greece and several Eastern European countries. Mr. Casati has been with Accenture for 32 years.

Richard P. Clark, 55, became our chief accounting officer in September 2013 and has served as our corporate controller since September 2010. Prior to that, Mr. Clark served as our senior managing director of investor relations from September 2006 to September 2010. Previously he served as our finance director—Communications, Media & Technology operating group from July 2001 to September 2006 and as our finance director—Resources operating group from 1998 to July 2001. Mr. Clark has been with Accenture for 33 years.

Johan (Jo) G. Deblaere, 54, became our chief operating officer in September 2009 and has also served as our chief executive—Europe since January 2014. From September 2006 to September 2009, Mr. Deblaere served as our chief operating officer—Outsourcing. Prior to that, from September 2005 to September 2006, he led our global network of business process outsourcing delivery centers. From September 2000 to September 2005, he had overall responsibility for work with public- sector clients in Western Europe. Mr. Deblaere has been with Accenture for 31 years.

Chad T. Jerdee, 49, became our general counsel and chief compliance officer in June 2015. From August 2010 to June 2015, Mr. Jerdee served as deputy general counsel—Sales & Delivery. Previously, he served as legal lead for the outsourcing sales legal team as well as for Accenture's growth platforms. Mr. Jerdee has been with Accenture for 19 years.

Daniel T. London, 52, became our group chief executive—Health & Public Service operating group in June 2014. From 2009 to June 2014, Mr. London was senior managing director for Health & Public Service in North America. Previously, he served as managing director of Accenture's Finance & Performance Management global service line. Mr. London has been with Accenture for 30 years.

Richard A. Lumb, 55, became our group chief executive—Financial Services operating group in December 2010. From June 2006 to December 2010, Mr. Lumb led our Financial Services operating group in Europe, Africa, the

Middle East and Latin America. He also served as our managing director of business and market development—Financial Services operating group from September 2005 to June 2006. Mr. Lumb has been with Accenture for 31 years.

Pierre Nanterme, 57, became chairman of the Board of Directors in February 2013 and has served as our chief executive officer since January 2011. Mr. Nanterme was our group chief executive—Financial Services operating group from September 2007 to December 2010. Prior to assuming this role, Mr. Nanterme held various leadership roles throughout the Company, including serving as our chief leadership officer from May 2006 through September 2007 and our country managing director for France from November 2005 to September 2007. Mr. Nanterme has been a director since October 2010 and has been with Accenture for 33 years. In addition to serving on Accenture plc's board of directors, Mr. Nanterme serves on the board of its subsidiary Accenture Holdings plc.

Jean- Marc Ollagnier, 54, became our group chief executive—Resources operating group in March 2011. From September 2006 to March 2011, Mr. Ollagnier led our Resources operating group in Europe, Latin America, the Middle East and Africa. Previously, he served as our global managing director—Financial Services Solutions group and as our geographic unit managing director—Gallia. Mr. Ollagnier has been with Accenture for 30 years.

David P. Rowland, 55, became our chief financial officer in July 2013. From October 2006 to July 2013, he was our senior vice president—Finance. Previously, Mr. Rowland was our managing director—Finance Operations from July 2001 to October 2006. Prior to assuming that role, he served as our finance director—Communications, Media & Technology and as our finance director—Products. Mr. Rowland has been with Accenture for 33 years.

Robert E. Sell, 54, became our group chief executive—Communications, Media & Technology operating group in March 2012. From September 2007 to March 2012, Mr. Sell led our Communications, Media & Technology operating group in North America. Prior to assuming that role, he served in a variety of leadership roles throughout Accenture, serving clients in a number of industries. Mr. Sell has been with Accenture for 32 years.

Ellyn J. Shook, 53, became our chief leadership officer in December 2015 and has also served as our chief human resources officer since March 2014. From 2012 to March 2014, Ms. Shook was our senior managing director—Human Resources and head of Accenture's Human Resources Centers of Expertise. From 2004 to 2011, she served as the global human resources lead for career management, performance management, total rewards, employee engagement and mergers and acquisitions. Ms. Shook has been with Accenture for 28 years.

Julie Spellman Sweet, 49, became our group chief executive—North America in June 2015. From March 2010 to June 2015, she served as our general counsel, secretary and chief compliance officer. Prior to joining Accenture, Ms. Sweet was, for 10 years, a partner in the Corporate department of the law firm of Cravath, Swaine & Moore LLP, which she joined as an associate in 1992. Ms. Sweet has been with Accenture for 6 years.

Alexander M. van 't Noordende, 53, became our group chief executive—Products operating group in January 2014. From March 2011 to January 2014, he served as our group chief executive—Management Consulting. Mr. van 't Noordende was our group chief executive—Resources operating group from September 2006 to March 2011. Prior to assuming that role, he led our Resources operating group in Southern Europe, Africa, the Middle East and Latin America, and served as managing partner of the Resources operating group in France, Belgium and the Netherlands. From 2001 until September 2006, he served as our country managing director for the Netherlands. Mr. van 't Noordende has been with Accenture for 29 years.

PART II**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES****Price Range of Accenture plc Class A Ordinary Shares**

Accenture plc Class A ordinary shares are traded on the New York Stock Exchange under the symbol "ACN." The New York Stock Exchange is the principal United States market for these shares.

The following table sets forth, on a per share basis for the periods indicated, the high and low sale prices for Accenture plc Class A ordinary shares as reported by the New York Stock Exchange.

	Price Range	
	High	Low
<u>Fiscal 2015</u>		
First Quarter	\$ 86.49	\$ 73.98
Second Quarter	\$ 91.94	\$ 81.66
Third Quarter	\$ 97.95	\$ 86.40
Fourth Quarter	\$ 105.37	\$ 88.43
<u>Fiscal 2016</u>		
First Quarter	\$ 109.86	\$ 91.68
Second Quarter	\$ 109.65	\$ 91.40
Third Quarter	\$ 119.72	\$ 101.00
Fourth Quarter	\$ 120.78	\$ 108.66
<u>Fiscal 2017</u>		
First Quarter (through October 14, 2016)	\$ 124.96	\$ 108.83

The closing sale price of an Accenture plc Class A ordinary share as reported by the New York Stock Exchange consolidated tape as of October 14, 2016 was \$118.25. As of October 14, 2016, there were 284 holders of record of Accenture plc Class A ordinary shares.

There is no trading market for Accenture plc Class X ordinary shares. As of October 14, 2016, there were 603 holders of record of Accenture plc Class X ordinary shares.

To ensure that members of Accenture Leadership continue to maintain equity ownership levels that we consider meaningful, we require current members of Accenture Leadership to comply with the Accenture Equity Ownership Requirement Policy. This policy requires members of Accenture Leadership to own Accenture equity valued at a multiple (ranging from $\frac{1}{2}$ to 6) of their base compensation determined by their position level.

Dividend Policy

On November 17, 2014, May 15, 2015, November 13, 2015 and May 13, 2016, Accenture plc paid a semi-annual cash dividend of \$1.02, \$1.02, \$1.10 and \$1.10 per share, respectively, on our Class A ordinary shares, and Accenture Holdings plc paid a semi-annual cash dividend of \$1.02, \$1.02, \$1.10 and \$1.10 per share, respectively, on its ordinary shares.

Future dividends on Accenture plc Class A ordinary shares and Accenture Holdings plc ordinary shares, if any, and the timing of declaration of any such dividends, will be at the discretion of the Board of Directors of Accenture plc and will depend on, among other things, our results of operations, cash requirements and surplus, financial condition, contractual restrictions and other factors that the Board of Directors of Accenture plc may deem relevant, as well as our ability to pay dividends in compliance with the Companies Act.

In certain circumstances, as an Irish tax resident company, we may be required to deduct Irish dividend withholding tax ("DWT") (currently at the rate of 20%) from dividends paid to our shareholders. Shareholders resident in "relevant territories" (including countries that are European Union member states (other than Ireland), the United States and other countries with which Ireland has a tax treaty) may be exempted from Irish DWT. However, shareholders residing in other countries will generally be subject to Irish DWT.

Recent Sales of Unregistered Securities

None.

Purchases and Redemptions of Accenture plc Class A Ordinary Shares and Class X Ordinary Shares

The following table provides information relating to our purchases of Accenture plc Class A ordinary shares and redemptions of Accenture plc Class X ordinary shares during the fourth quarter of fiscal 2016. For year- to- date information on all share purchases, redemptions and exchanges by the Company and further discussion of our share purchase activity, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Share Purchases and Redemptions.”

Period	Total Number of Shares Purchased	Average Price Paid per Share (1)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (3) (in millions of U.S. dollars)
June 1, 2016 — June 30, 2016				
Class A ordinary shares	1,342,918	\$ 116.73	1,330,550	\$ 5,758
Class X ordinary shares	17,448	\$ 0.0000225	—	—
July 1, 2016 — July 31, 2016				
Class A ordinary shares	2,334,486	\$ 113.95	1,444,155	\$ 5,583
Class X ordinary shares	64,830	\$ 0.0000225	—	—
August 1, 2016 — August 31, 2016				
Class A ordinary shares	1,703,494	\$ 113.75	1,667,532	\$ 5,387
Class X ordinary shares	187,020	\$ 0.0000225	—	—
Total				
Class A ordinary shares (4)	5,380,898	\$ 114.58	4,442,237	
Class X ordinary shares (5)	269,298	\$ 0.0000225	—	

- (1) Average price paid per share reflects the total cash outlay for the period, divided by the number of shares acquired, including those acquired by purchase or redemption for cash and any acquired by means of employee forfeiture.
- (2) Since August 2001, the Board of Directors of Accenture plc has authorized and periodically confirmed a publicly announced open-market share purchase program for acquiring Accenture plc Class A ordinary shares. During the fourth quarter of fiscal 2016, we purchased 4,442,237 Accenture plc Class A ordinary shares under this program for an aggregate price of \$510 million. The open-market purchase program does not have an expiration date.
- (3) As of August 31, 2016, our aggregate available authorization for share purchases and redemptions was \$5,387 million, which management has the discretion to use for either our publicly announced open- market share purchase program or our other share purchase programs. Since August 2001 and as of August 31, 2016, the Board of Directors of Accenture plc has authorized an aggregate of \$30,100 million for purchases and redemptions of Accenture plc Class A ordinary shares, Accenture Holdings plc ordinary shares or Accenture Canada Holdings Inc. exchangeable shares.
- (4) During the fourth quarter of fiscal 2016, Accenture purchased 938,661 Accenture plc Class A ordinary shares in transactions unrelated to publicly announced share plans or programs. These transactions consisted of acquisitions of Accenture plc Class A ordinary shares primarily via share withholding for payroll tax obligations due from employees and former employees in connection with the delivery of Accenture plc Class A ordinary shares under our various employee equity share plans. These purchases of shares in connection with employee share plans do not affect our aggregate available authorization for our publicly announced open-market share purchase and our other share purchase programs.
- (5) Accenture plc Class X ordinary shares are redeemable at their par value of \$0.0000225 per share.

Purchases and Redemptions of Accenture Holdings plc Ordinary Shares and Accenture Canada Holdings Inc. Exchangeable Shares

The following table provides additional information relating to our purchases and redemptions of Accenture Holdings plc ordinary shares and Accenture Canada Holdings Inc. exchangeable shares for cash during the fourth quarter of fiscal 2016. We believe that the following table and footnotes provide useful information regarding the share purchase and redemption activity of Accenture. Generally, purchases and redemptions of Accenture Holdings plc ordinary shares and Accenture Canada Holdings Inc. exchangeable shares for cash and employee forfeitures reduce shares outstanding for purposes of computing diluted earnings per share.

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share (2)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (3)
<u>Accenture Holdings plc</u>				
June 1, 2016 — June 30, 2016	61,737	\$ 110.63	—	—
July 1, 2016 — July 31, 2016	89,516	\$ 114.14	—	—
August 1, 2016 — August 31, 2016	23,949	\$ 113.36	—	—
Total	175,202	\$ 112.80	—	—
<u>Accenture Canada Holdings Inc.</u>				
June 1, 2016 — June 30, 2016	—	\$ —	—	—
July 1, 2016 — July 31, 2016	—	\$ —	—	—
August 1, 2016 — August 31, 2016	32,009	\$ 113.58	—	—
Total	32,009	\$ 113.58	—	—

(1) During the fourth quarter of fiscal 2016, we acquired a total of 175,202 Accenture Holdings plc ordinary shares and 32,009 Accenture Canada Holdings Inc. exchangeable shares from current and former members of Accenture Leadership and their permitted transferees by means of purchase or redemption for cash, or employee forfeiture, as applicable. In addition, during the fourth quarter of fiscal 2016, we issued 105,589 Accenture plc Class A ordinary shares upon redemptions of an equivalent number of Accenture Holdings plc ordinary shares pursuant to a registration statement.

(2) Average price paid per share reflects the total cash outlay for the period, divided by the number of shares acquired, including those acquired by purchase or redemption for cash and any acquired by means of employee forfeiture.

(3) For a discussion of our aggregate available authorization for share purchases and redemptions through either our publicly announced open-market share purchase program or our other share purchase programs, see the “Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs” column of the “Purchases and Redemptions of Accenture plc Class A Ordinary Shares and Class X Ordinary Shares” table above and the applicable footnote.

ITEM 6. SELECTED FINANCIAL DATA

The data for fiscal 2016, 2015 and 2014 and as of August 31, 2016 and 2015 are derived from the audited Consolidated Financial Statements and related Notes that are included elsewhere in this report. The data for fiscal 2013 and 2012 and as of August 31, 2014, 2013 and 2012 are derived from the audited Consolidated Financial Statements and related Notes that are not included in this report. The selected financial data should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our Consolidated Financial Statements and related Notes included elsewhere in this report.

	Fiscal				
	2016 (1)	2015 (2)	2014	2013 (3)	2012
	(in millions of U.S. dollars)				
Income Statement Data					
Revenues before reimbursements (“Net revenues”)	\$ 32,883	\$ 31,048	\$ 30,002	\$ 28,563	\$ 27,862
Revenues	34,798	32,914	31,875	30,394	29,778
Operating income	4,810	4,436	4,301	4,339	3,872
Net income	4,350	3,274	3,176	3,555	2,825
Net income attributable to Accenture plc	4,112	3,054	2,941	3,282	2,554

(1) Includes the impact of \$849 million pre- tax Gain on sale of businesses recorded during fiscal 2016. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations for Fiscal 2016 Compared to Fiscal 2015—Gain on Sale of Businesses.”

(2) Includes the impact of a \$64 million, pre- tax, Pension settlement charge recorded during fiscal 2015. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations for Fiscal 2016 Compared to Fiscal 2015—Pension Settlement Charge.”

(3) Includes the impact of \$274 million in reorganization benefits and \$243 million in U.S. federal tax benefits recorded during fiscal 2013.

	Fiscal				
	2016	2015	2014	2013	2012
Earnings Per Class A Ordinary Share					
Basic	\$ 6.58	\$ 4.87	\$ 4.64	\$ 5.08	\$ 3.97
Diluted	6.45	4.76	4.52	4.93	3.84
Dividends per ordinary share	2.20	2.04	1.86	1.62	1.35

	August				
	31, 2016	31, 2015	31, 2014	31, 2013	31, 2012
	(in millions of U.S. dollars)				

Balance Sheet Data					
Cash and cash equivalents	\$ 4,906	\$ 4,361	\$ 4,921	\$ 5,632	\$ 6,641
Total assets	20,609	18,203	17,930	16,867	16,665
Long- term debt, net of current portion	24	26	26	26	—
Accenture plc shareholders’ equity	7,555	6,134	5,732	4,960	4,146

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

The following discussion and analysis should be read in conjunction with our Consolidated Financial Statements and related Notes included elsewhere in this Annual Report on Form 10- K. This discussion and analysis also contains forward- looking statements and should also be read in conjunction with the disclosures and information contained in "Disclosure Regarding Forward- Looking Statements" and "Risk Factors" in this Annual Report on Form 10- K.

We use the terms "Accenture," "we," the "Company," "our" and "us" in this report to refer to Accenture plc and its subsidiaries. All references to years, unless otherwise noted, refer to our fiscal year, which ends on August 31. For example, a reference to "fiscal 2016" means the 12- month period that ended on August 31, 2016. All references to quarters, unless otherwise noted, refer to the quarters of our fiscal year.

We use the term "in local currency" so that certain financial results may be viewed without the impact of foreign currency exchange rate fluctuations, thereby facilitating period- to- period comparisons of business performance. Financial results "in local currency" are calculated by restating current period activity into U.S. dollars using the comparable prior year period's foreign currency exchange rates. This approach is used for all results where the functional currency is not the U.S. dollar.

Overview

Revenues are driven by the ability of our executives to secure new contracts and to deliver services and solutions that add value relevant to our clients' current needs and challenges. The level of revenues we achieve is based on our ability to deliver market- leading service offerings and to deploy skilled teams of professionals quickly and on a global basis.

Our results of operations are affected by economic conditions, including macroeconomic conditions and levels of business confidence. There continues to be significant volatility and economic and geopolitical uncertainty in many markets around the world, which may impact our business. We continue to monitor the impact of this volatility and uncertainty and seek to manage our costs in order to respond to changing conditions. There also continues to be significant volatility in foreign currency exchange rates. The majority of our net revenues are denominated in currencies other than the U.S. dollar, including the Euro and the U.K. pound. Unfavorable fluctuations in foreign currency exchange rates have had and could have in the future a material effect on our financial results.

Revenues before reimbursements ("net revenues") for the fourth quarter of fiscal 2016 increased 8% in U.S. dollars and 9% in local currency compared to the fourth quarter of fiscal 2015. Net revenues for fiscal 2016 increased 6% in U.S. dollars and 10% in local currency compared to fiscal 2015. Demand for our services and solutions continued to be strong, resulting in growth across all areas of our business. During the fourth quarter of fiscal 2016, revenue growth in local currency was significant in Products and strong in Health & Public Service and Financial Services. Communications, Media & Technology revenue growth in local currency was solid, while Resources was flat. Revenue growth in local currency was very strong in consulting and solid in outsourcing during the fourth quarter of fiscal 2016. While the business environment remained competitive, we experienced pricing improvement in several areas of our business in fiscal 2016. We use the term "pricing" to mean the contract profitability or margin on the work that we sell.

In our consulting business, net revenues for the fourth quarter of fiscal 2016 increased 11% in U.S. dollars and 13% in local currency compared to the fourth quarter of fiscal 2015. Net consulting revenues for fiscal 2016 increased 10% in U.S. dollars and 15% in local currency compared to fiscal 2015. Consulting revenue growth in local currency in the fourth quarter of fiscal 2016 was led by very significant growth in Products, as well as strong growth in Financial Services, Health & Public Service and Communications, Media & Technology, while Resources had a slight decline. We continue to experience growing demand for digital- related services and assisting clients with the adoption of new technologies. In addition, clients continued to be focused on initiatives designed to deliver cost savings and operational efficiency, as well as projects to integrate their global operations and grow and transform their businesses. Compared to fiscal 2015, we continued to provide a greater proportion of systems integration consulting through use of lower cost resources in our Global Delivery Network. This trend has resulted in work volume growing faster than revenue in our systems integration business, and we expect this trend to continue.

In our outsourcing business, net revenues for the fourth quarter of fiscal 2016 increased 4% in U.S. dollars and 6% in local currency compared to the fourth quarter of fiscal 2015. Net outsourcing revenues for fiscal 2016 increased 1% in U.S. dollars and 6% in local currency compared to fiscal 2015. Outsourcing revenue growth in local currency in the fourth quarter of fiscal 2016 was driven by very strong growth in Health & Public Service as well as solid growth in Products and Financial Services. We are experiencing growing demand to assist clients with cloud enablement and the operation and maintenance of digital- related services. In addition, clients continue to be focused on transforming

their operations to improve effectiveness and save costs. Compared to fiscal 2015, we continued to provide a greater proportion of application outsourcing through use of lower- cost resources in our Global Delivery Network.

As we are a global company, our revenues are denominated in multiple currencies and may be significantly affected by currency exchange rate fluctuations. If the U.S. dollar strengthens against other currencies, resulting in unfavorable currency translation, our revenues, revenue growth and results of operations in U.S. dollars may be lower. If the U.S. dollar weakens against other currencies, resulting in favorable currency translation, our revenues, revenue growth and results of operations in U.S. dollars may be higher. When compared to the same periods in fiscal 2015, the U.S. dollar strengthened against many currencies during the fourth quarter and fiscal year ended August 31, 2016, resulting in unfavorable currency translation and U.S. dollar revenue growth that was approximately 2% and 5% lower, respectively, than our revenue growth in local currency. Assuming that exchange rates stay within recent ranges for fiscal 2017, we estimate that our full fiscal 2017 revenue growth in U.S. dollars will be approximately equal to our revenue growth in local currency.

The primary categories of operating expenses include Cost of services, Sales and marketing and General and administrative costs. Cost of services is primarily driven by the cost of client- service personnel, which consists mainly of compensation, subcontractor and other personnel costs, and non- payroll costs on outsourcing contracts. Cost of services includes a variety of activities such as: contract delivery; recruiting and training; software development; and integration of acquisitions. Sales and marketing costs are driven primarily by: compensation costs for business development activities; marketing- and advertising- related activities; and certain acquisition- related costs. General and administrative costs primarily include costs for non- client- facing personnel, information systems and office space.

Utilization for the fourth quarter of fiscal 2016 was 92%, up from 91% in the third quarter of fiscal 2016 and 90% in the fourth quarter of fiscal 2015. We continue to hire to meet current and projected future demand. We proactively plan and manage the size and composition of our workforce and take actions as needed to address changes in the anticipated demand for our services and solutions, given that compensation costs are the most significant portion of our operating expenses. Based on current and projected future demand, we have increased our headcount, the majority of which serve our clients, to approximately 384,000 as of August 31, 2016, compared to approximately 358,000 as of August 31, 2015. The year- over- year increase in our headcount reflects an overall increase in demand for our services and solutions, as well as headcount added in connection with acquisitions. Annualized attrition, excluding involuntary terminations, for the fourth quarter of fiscal 2016 was 16%, up from 15% in the third quarter of fiscal 2016 and 14% in the fourth quarter of fiscal 2015. We evaluate voluntary attrition, adjust levels of new hiring and use involuntary terminations as means to keep our supply of skills and resources in balance with changes in client demand. In addition, we adjust compensation in certain skill sets and geographies in order to attract and retain appropriate numbers of qualified employees. For the majority of our personnel, compensation increases for fiscal 2016 became effective December 1, 2015. We strive to adjust pricing and/or the mix of resources to reduce the impact of compensation increases on our gross margin. Our ability to grow our revenues and maintain or increase our margin could be adversely affected if we are unable to: keep our supply of skills and resources in balance with changes in the types or amounts of services and solutions clients are demanding; recover increases in compensation; deploy our employees globally on a timely basis; manage attrition; and/or effectively assimilate and utilize new employees.

Gross margin (Net revenues less Cost of services before reimbursable expenses as a percentage of Net revenues) for the fourth quarter of fiscal 2016 was 31.3%, compared with 31.7% for the fourth quarter of fiscal 2015. Gross margin for fiscal 2016 was 31.3%, compared with 31.6% for fiscal 2015. The reduction in gross margin for fiscal 2016 was principally due to higher labor costs and higher costs associated with acquisition activities compared to fiscal 2015.

Sales and marketing and General and administrative costs as a percentage of net revenues were 17.2% for the fourth quarter of fiscal 2016, compared with 17.9% for the fourth quarter of fiscal 2015. Sales and marketing and General and administrative costs as a percentage of net revenues were 16.6% for fiscal 2016, compared with 17.1% for fiscal 2015. We continuously monitor these costs and implement cost- management actions, as appropriate. For fiscal 2016 compared to fiscal 2015, Sales and marketing costs as a percentage of net revenues decreased 40 basis points principally due to improved operational efficiency in our business development activities, and General and administrative costs as a percentage of net revenues decreased 10 basis points.

Operating expenses in fiscal 2015 included a Pension settlement charge of \$64 million related to lump sum cash payments made from our U.S. defined benefit pension plan to former employees who elected to receive such payments. For additional information, see Note 10 (Retirement and Profit Sharing Plans) to our Consolidated Financial Statements under Item 8, "Financial Statements and Supplementary Data."

Operating margin (Operating income as a percentage of Net revenues) for the fourth quarter of fiscal 2016 was 14.1%, compared with 13.9% for the fourth quarter of fiscal 2015. Operating margin for fiscal 2016 was 14.6%, compared with 14.3% for fiscal 2015. The Pension settlement charge of \$64 million recorded in fiscal 2015 decreased operating

margin by 20 basis points for fiscal 2015. Excluding the effect of the Pension settlement charge, operating margin for fiscal 2015 would have been 14.5%.

During fiscal 2016, we recorded a \$548 million gain on sale of business and \$56 million in taxes related to the divestiture of our Navitaire business, as well as a \$301 million gain on sale of business and \$48 million in taxes related to the partial divestiture of our Duck Creek business. For additional information, see Note 5 (Business Combinations and Divestitures) to our Consolidated Financial Statements under Item 8, "Financial Statements and Supplementary Data."

The effective tax rate for fiscal 2016 was 22.4%, compared with 25.8% for fiscal 2015. Absent the \$849 million Gain on sale of businesses and related \$104 million in taxes recorded during fiscal 2016, our effective tax rate for fiscal 2016 would have been 24.2%. Absent the \$64 million Pension settlement charge and related \$25 million in taxes recorded during fiscal 2015, our effective tax rate for fiscal 2015 would have been 26.0%.

Diluted earnings per share were \$6.45 for fiscal 2016, compared with \$4.76 for fiscal 2015. The Gain on sale of businesses, net of taxes, recorded during fiscal 2016 increased Diluted earnings per share by \$1.11 in fiscal 2016. The Pension settlement charge, net of taxes, recorded during fiscal 2015 decreased Diluted earnings per share by \$0.06 in fiscal 2015. Excluding these impacts, Diluted earnings per share would have been \$5.34 and \$4.82 for fiscal 2016 and 2015, respectively.

We have presented Operating income, operating margin, effective tax rate and Diluted earnings per share excluding the impacts of the fiscal 2016 Gain on sale of businesses and the fiscal 2015 Pension settlement charge, as we believe doing so facilitates understanding as to both the impacts of these items and our operating performance in comparison to the prior period.

Our Operating income and Diluted earnings per share are affected by currency exchange rate fluctuations on revenues and costs. Most of our costs are incurred in the same currency as the related net revenues. Where practical, we seek to manage foreign currency exposure for costs not incurred in the same currency as the related net revenues, such as the cost of our Global Delivery Network, by using currency protection provisions in our customer contracts and through our hedging programs. We seek to manage our costs, taking into consideration the residual positive and negative effects of changes in foreign exchange rates on those costs. For more information on our hedging programs, see Note 7 (Derivative Financial Instruments) to our Consolidated Financial Statements under Item 8, "Financial Statements and Supplementary Data."

Bookings and Backlog

New bookings for the fourth quarter of fiscal 2016 were \$8.99 billion, with consulting bookings of \$4.81 billion and outsourcing bookings of \$4.18 billion. New bookings for fiscal 2016 were \$35.39 billion, with consulting bookings of \$19.16 billion and outsourcing bookings of \$16.23 billion.

We provide information regarding our new bookings, which include new contracts, including those acquired through acquisitions, as well as renewals, extensions and changes to existing contracts, because we believe doing so provides useful trend information regarding changes in the volume of our new business over time. New bookings can vary significantly quarter to quarter depending in part on the timing of the signing of a small number of large outsourcing contracts. The types of services and solutions clients are demanding and the pace and level of their spending may impact the conversion of new bookings to revenues. For example, outsourcing bookings, which are typically for multi- year contracts, generally convert to revenue over a longer period of time compared to consulting bookings. Information regarding our new bookings is not comparable to, nor should it be substituted for, an analysis of our revenues over time. New bookings involve estimates and judgments. There are no third- party standards or requirements governing the calculation of bookings. We do not update our new bookings for material subsequent terminations or reductions related to bookings originally recorded in prior fiscal years. New bookings are recorded using then- existing foreign currency exchange rates and are not subsequently adjusted for foreign currency exchange rate fluctuations.

The majority of our contracts are terminable by the client on short notice, and some without notice. Accordingly, we do not believe it is appropriate to characterize bookings attributable to these contracts as backlog. Normally, if a client terminates a project, the client remains obligated to pay for commitments we have made to third parties in connection with the project, services performed and reimbursable expenses incurred by us through the date of termination.

Critical Accounting Policies and Estimates

The preparation of our Consolidated Financial Statements in conformity with U.S. generally accepted accounting principles requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenues and expenses. We continually evaluate our estimates, judgments and assumptions based on available information and experience. Because the use of estimates is inherent in the financial reporting process, actual results could differ from those estimates. Certain of our accounting policies require higher degrees of judgment than others in their application. These include certain aspects of accounting for revenue recognition and income taxes.

Revenue Recognition

Our contracts have different terms based on the scope, deliverables and complexity of the engagement, the terms of which frequently require us to make judgments and estimates in recognizing revenues. We have many types of contracts, including time- and- materials contracts, fixed- price contracts and contracts with features of both of these contract types. In addition, some contracts include incentives related to costs incurred, benefits produced or adherence to schedules that may increase the variability in revenues and margins earned on such contracts. We conduct rigorous reviews prior to signing such contracts to evaluate whether these incentives are reasonably achievable.

We recognize revenues from technology integration consulting contracts using the percentage- of- completion method of accounting, which involves calculating the percentage of services provided during the reporting period compared with the total estimated services to be provided over the duration of the contract. Our contracts for technology integration consulting services generally span six months to two years. Estimated revenues used in applying the percentage- of- completion method include estimated incentives for which achievement of defined goals is deemed probable. This method is followed where reasonably dependable estimates of revenues and costs can be made. Estimates of total contract revenues and costs are continuously monitored during the term of the contract, and recorded revenues and estimated costs are subject to revision as the contract progresses. Such revisions may result in increases or decreases to revenues and income and are reflected in the Consolidated Financial Statements in the periods in which they are first identified. If our estimates indicate that a contract loss will occur, a loss provision is recorded in the period in which the loss first becomes probable and reasonably estimable. Contract losses are determined to be the amount by which the estimated total direct and indirect costs of the contract exceed the estimated total revenues that will be generated by the contract and are included in Cost of services and classified in Other accrued liabilities.

Revenues from contracts for non- technology integration consulting services with fees based on time and materials or cost- plus are recognized as the services are performed and amounts are earned. We consider amounts to be earned once evidence of an arrangement has been obtained, services are delivered, fees are fixed or determinable, and collectibility is reasonably assured. In such contracts, our efforts, measured by time incurred, typically are provided in less than a year and represent the contractual milestones or output measure, which is the contractual earnings pattern. For non- technology integration consulting contracts with fixed fees, we recognize revenues as amounts become billable in accordance with contract terms, provided the billable amounts are not contingent, are consistent with the services delivered and are earned. Contingent or incentive revenues relating to non- technology integration consulting contracts are recognized when the contingency is satisfied and we conclude the amounts are earned.

Outsourcing contracts typically span several years and involve complex delivery, often through multiple workforces in different countries. In a number of these arrangements, we hire client employees and become responsible for certain client obligations. Revenues are recognized on outsourcing contracts as amounts become billable in accordance with contract terms, unless the amounts are billed in advance of performance of services, in which case revenues are recognized when the services are performed and amounts are earned. Revenues from time- and- materials or cost- plus contracts are recognized as the services are performed. In such contracts, our effort, measured by time incurred, represents the contractual milestones or output measure, which is the contractual earnings pattern. Revenues from unit- priced contracts are recognized as transactions are processed based on objective measures of output. Revenues from fixed- price contracts are recognized on a straight- line basis, unless revenues are earned and obligations are fulfilled in a different pattern. Outsourcing contracts can also include incentive payments for benefits delivered to clients. Revenues relating to such incentive payments are recorded when the contingency is satisfied and we conclude the amounts are earned. We continuously review and reassess our estimates of contract profitability. Circumstances that potentially affect profitability over the life of the contract include decreases in volumes of transactions or other inputs/outputs on which we are paid, failure to deliver agreed benefits, variances from planned internal/external costs to deliver our services and other factors affecting revenues and costs.

Costs related to delivering outsourcing services are expensed as incurred, with the exception of certain transition costs related to the set- up of processes, personnel and systems, which are deferred during the transition period and expensed evenly over the period outsourcing services are provided. The deferred costs are specific internal costs or

incremental external costs directly related to transition or set-up activities necessary to enable the outsourced services. Generally, deferred amounts are protected in the event of early termination of the contract and are monitored regularly for impairment. Impairment losses are recorded when projected remaining undiscounted operating cash flows of the related contract are not sufficient to recover the carrying amount of contract assets. Amounts billable to the client for transition or set-up activities are deferred and recognized as revenue evenly over the period outsourcing services are provided. Contract acquisition and origination costs are expensed as incurred. We enter into contracts that may consist of multiple deliverables. These contracts may include any combination of technology integration consulting services, non-technology integration consulting services or outsourcing services described above. Revenues for contracts with multiple deliverables are allocated based on the lesser of the element's relative selling price or the amount that is not contingent on future delivery of another deliverable. The selling price of each deliverable is determined by obtaining third party evidence of the selling price for the deliverable and is based on the price charged when largely similar services are sold on a standalone basis by the Company to similarly situated customers. If the amount of non-contingent revenues allocated to a deliverable accounted for under the percentage-of-completion method of accounting is less than the costs to deliver such services, then such costs are deferred and recognized in future periods when the revenues become non-contingent. Revenues are recognized in accordance with our accounting policies for the separate deliverables when the services have value on a stand-alone basis, selling price of the separate deliverables exists and, in arrangements that include a general right of refund relative to the completed deliverable, performance of the in-process deliverable is considered probable and substantially in our control. While determining fair value and identifying separate deliverables require judgment, generally fair value and the separate deliverables are readily identifiable as we also sell those deliverables unaccompanied by other deliverables.

Revenues recognized in excess of billings are recorded as Unbilled services. Billings in excess of revenues recognized are recorded as Deferred revenues until revenue recognition criteria are met. Client prepayments (even if nonrefundable) are deferred and recognized over future periods as services are delivered or performed.

Our consulting revenues are affected by the number of work days in a fiscal quarter, which in turn is affected by the level of vacation days and holidays. Consequently, since our first and third quarters typically have approximately 5-10% more work days than our second and fourth quarters, our consulting revenues are typically higher in our first and third quarters than in our second and fourth quarters.

Net revenues include the margin earned on computer hardware, software and related services resale contracts, as well as revenues from alliance agreements, neither of which is material to us. Reimbursements include billings for travel and other out-of-pocket expenses and third-party costs, such as the cost of hardware, software and related services resales. In addition, Reimbursements include allocations from gross billings to record an amount equivalent to reimbursable costs, where billings do not specifically identify reimbursable expenses. We report revenues net of any revenue-based taxes assessed by governmental authorities that are imposed on and concurrent with specific revenue-producing transactions.

Income Taxes

Determining the consolidated provision for income tax expense, income tax liabilities and deferred tax assets and liabilities involves judgment. Deferred tax assets and liabilities, measured using enacted tax rates, are recognized for the future tax consequences of temporary differences between the tax and financial statement bases of assets and liabilities. As a global company, we calculate and provide for income taxes in each of the tax jurisdictions in which we operate. This involves estimating current tax exposures in each jurisdiction as well as making judgments regarding the recoverability of deferred tax assets. Tax exposures can involve complex issues and may require an extended period to resolve. In assessing the realizability of deferred tax assets, we consider whether it is more likely than not that some portion or all of the deferred tax assets will not be realized and adjust the valuation allowances accordingly. Factors considered in making this determination include the period of expiration of the tax asset, planned use of the tax asset, tax planning strategies and historical and projected taxable income as well as tax liabilities for the tax jurisdiction in which the tax asset is located. Valuation allowances will be subject to change in each future reporting period as a result of changes in one or more of these factors. Changes in the geographic mix or estimated level of annual income before taxes can affect the overall effective tax rate.

We apply an estimated annual effective tax rate to our quarterly operating results to determine the interim provision for income tax expense. In accordance with Financial Accounting Standards Board ("FASB") guidance on uncertainty in income taxes, a change in judgment that impacts the measurement of a tax position taken in a prior year is recognized as a discrete item in the interim period in which the change occurs. In the event there is a significant unusual or infrequent item recognized in our quarterly operating results, the tax attributable to that item is recorded in the interim period in which it occurs.

No taxes have been provided on undistributed foreign earnings that are planned to be indefinitely reinvested. If future events, including material changes in estimates of cash, working capital and long-term investment requirements, necessitate that these earnings be distributed, an additional provision for taxes may apply, which could materially affect our future effective tax rate. During fiscal 2015, the Company distributed substantially all of the earnings of its U.S. subsidiaries that were previously considered indefinitely reinvested and recorded a tax liability of \$247 million for withholding taxes payable on this distribution. We currently do not foresee any event that would require us to distribute any remaining undistributed earnings. For additional information, see Note 9 (Income Taxes) to our Consolidated Financial Statements under Item 8, "Financial Statements and Supplementary Data."

As a matter of course, we are regularly audited by various taxing authorities, and sometimes these audits result in proposed assessments where the ultimate resolution may result in us owing additional taxes. We establish tax liabilities or reduce tax assets for uncertain tax positions when, despite our belief that our tax return positions are appropriate and supportable under local tax law, we believe we may not succeed in realizing the tax benefit of certain positions if challenged. In evaluating a tax position, we determine whether it is more likely than not that the position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. Our estimate of the ultimate tax liability contains assumptions based on past experiences, judgments about potential actions by taxing jurisdictions as well as judgments about the likely outcome of issues that have been raised by taxing jurisdictions. The tax position is measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon settlement. We evaluate these uncertain tax positions each quarter and adjust the related tax liabilities or assets in light of changing facts and circumstances, such as the progress of a tax audit or the expiration of a statute of limitations. We believe the estimates and assumptions used to support our evaluation of uncertain tax positions are reasonable. However, final determinations of prior-year tax liabilities, either by settlement with tax authorities or expiration of statutes of limitations, could be materially different from estimates reflected in assets and liabilities and historical income tax provisions. The outcome of these final determinations could have a material effect on our income tax provision, net income, or cash flows in the period in which that determination is made. We believe our tax positions comply with applicable tax law and that we have adequately accounted for uncertain tax positions.

Revenues by Segment/Operating Group

Our five reportable operating segments are our operating groups, which are Communications, Media & Technology; Financial Services; Health & Public Service; Products; and Resources. Operating groups are managed on the basis of net revenues because our management believes net revenues are a better indicator of operating group performance than revenues. In addition to reporting net revenues by operating group, we also report net revenues by two types of work: consulting and outsourcing, which represent the services sold by our operating groups. Consulting net revenues, which include management and technology consulting and systems integration, reflect a finite, distinct project or set of projects with a defined outcome and typically a defined set of specific deliverables. Outsourcing net revenues typically reflect ongoing, repeatable services or capabilities provided to transition, run and/or manage operations of client systems or business functions.

From time to time, our operating groups work together to sell and implement certain contracts. The resulting revenues and costs from these contracts may be apportioned among the participating operating groups. Generally, operating expenses for each operating group have similar characteristics and are subject to the same factors, pressures and challenges. However, the economic environment and its effects on the industries served by our operating groups affect revenues and operating expenses within our operating groups to differing degrees. The mix between consulting and outsourcing is not uniform among our operating groups. Local currency fluctuations also tend to affect our operating groups differently, depending on the geographic concentrations and locations of their businesses.

While we provide discussion about our results of operations below, we cannot measure how much of our revenue growth in a particular period is attributable to changes in price or volume. Management does not track standard measures of unit or rate volume. Instead, our measures of volume and price are extremely complex, as each of our services contracts is unique, reflecting a customized mix of specific services that does not fit into standard comparability measurements. Revenue for our services is a function of the nature of each service to be provided, the skills required and the outcome sought, as well as estimated cost, risk, contract terms and other factors.

Results of Operations for Fiscal 2016 Compared to Fiscal 2015

Net revenues (by operating group, geographic region and type of work) and reimbursements were as follows:

	Fiscal		Percent Increase (Decrease)	Percent Increase	Percent of Total Net Revenues for Fiscal	
	2016	2015	U.S. Dollars	Local Currency	2016	2015
(in millions of U.S. dollars)						
OPERATING GROUPS						
Communications, Media & Technology	\$ 6,616	\$ 6,349	4 %	9%	20%	20%
Financial Services	7,031	6,635	6	11	21	21
Health & Public Service	5,987	5,463	10	12	18	18
Products	8,395	7,596	11	15	26	25
Resources	4,839	4,989	(3)	3	15	16
Other	15	17	n/m	n/m	—	—
TOTAL NET REVENUES	32,883	31,048	6 %	10%	100%	100%
Reimbursements	1,915	1,866	3			
TOTAL REVENUES	\$ 34,798	\$ 32,914	6 %			
GEOGRAPHIC REGIONS						
North America	\$ 15,653	\$ 14,209	10 %	11%	48%	46%
Europe	11,448	10,930	5	11	35	35
Growth Markets	5,781	5,909	(2)	8	17	19
TOTAL NET REVENUES	\$ 32,883	\$ 31,048	6 %	10%	100%	100%
TYPE OF WORK						
Consulting	\$ 17,868	\$ 16,204	10 %	15%	54%	52%
Outsourcing	15,015	14,844	1	6	46	48
TOTAL NET REVENUES	\$ 32,883	\$ 31,048	6 %	10%	100%	100%

n/m = not meaningful

Amounts in table may not total due to rounding.

Our business in the United States represented 46%, 43% and 40% of our consolidated net revenues during fiscal 2016, 2015 and 2014, respectively. No other country individually comprised 10% or more of our consolidated net revenues during these periods.

Net Revenues

The following net revenues commentary discusses local currency net revenue changes for fiscal 2016 compared to fiscal 2015:

Operating Groups

- Communications, Media & Technology net revenues increased 9% in local currency. Net revenues reflected strong growth, driven by growth across all industry groups in North America and Growth Markets, as well as Media & Entertainment in Europe.
- Financial Services net revenues increased 11% in local currency. Net revenues reflected very strong growth, driven by growth in both industry groups across all geographic regions, led by Banking & Capital Markets in Europe.
- Health & Public Service net revenues increased 12% in local currency. Net revenues reflected very strong growth, driven by growth in both industry groups across all geographic regions, led by Public Service and Health in North America.
- Products net revenues increased 15% in local currency. Net revenues reflected very strong growth, driven by growth across all industry groups and geographic regions, led by Consumer Goods, Retail & Travel Services, as well as Industrial in Europe and Life Sciences in North America.

- Resources net revenues increased 3% in local currency. Net revenues reflected modest growth, as significant growth in Utilities across all geographic regions was largely offset by declines in Chemicals & Natural Resources in Growth Markets and North America and Energy in Europe and Growth Markets. We have experienced lower or negative revenue growth in Chemicals & Natural Resources and Energy, principally due to economic challenges in these industries, and we expect this trend to continue in the near term.

Geographic Regions

- North America net revenues increased 11% in local currency, driven by the United States.
- Europe net revenues increased 11% in local currency, driven by the United Kingdom, Italy, Switzerland, Spain, Germany and France.
- Growth Markets net revenues increased 8% in local currency, led by Japan, as well as China, India, South Africa and Mexico.

Operating Expenses

Operating expenses for fiscal 2016 increased \$1,509 million, or 5%, over fiscal 2015, and decreased as a percentage of revenues to 86.2% from 86.5% during this period. Operating expenses before reimbursable expenses for fiscal 2016 increased \$1,460 million, or 5%, over fiscal 2015, and decreased as a percentage of net revenues to 85.4% from 85.7% during this period.

Cost of Services

Cost of services for fiscal 2016 increased \$1,415 million, or 6%, over fiscal 2015, and increased as a percentage of revenues to 70.5% from 70.2% during this period. Cost of services before reimbursable expenses for fiscal 2016 increased \$1,367 million, or 6%, over fiscal 2015, and increased as a percentage of net revenues to 68.7% from 68.4% during this period. Gross margin for fiscal 2016 decreased to 31.3% from 31.6% in fiscal 2015. The reduction in gross margin for fiscal 2016 was principally due to higher labor costs and higher costs associated with acquisition activities compared to fiscal 2015.

Sales and Marketing

Sales and marketing expense for fiscal 2016 increased \$75 million, or 2%, over fiscal 2015, and decreased as a percentage of net revenues to 10.9% from 11.3% during this period. The decrease as a percentage of net revenues was principally due to improved operational efficiency in our business development activities.

General and Administrative Costs

General and administrative costs for fiscal 2016 increased \$83 million, or 5%, over fiscal 2015, and decreased as a percentage of net revenues to 5.7% from 5.8% during this period.

Pension Settlement Charge

We recorded a Pension settlement charge of \$64 million during fiscal 2015 as a result of lump sum cash payments made from our U.S. defined benefit pension plan to former employees who elected to receive such payments. For additional information, see Note 10 (Retirement and Profit Sharing Plans) to our Consolidated Financial Statements under Item 8, "Financial Statements and Supplementary Data."

Operating Income and Operating Margin

Operating income for fiscal 2016 increased \$375 million, or 8%, over fiscal 2015. During fiscal 2015, we recorded a Pension settlement charge of \$64 million, which decreased operating margin by 20 basis points. Excluding the effect of the fiscal 2015 Pension settlement charge, operating margin for fiscal 2016 increased 10 basis points compared with fiscal 2015.

Operating income and operating margin for each of the operating groups were as follows:

	Fiscal			
	2016		2015	
	Operating Income	Operating Margin	Operating Income	Operating Margin
	(in millions of U.S. dollars)			
Communications, Media & Technology	\$ 966	15%	\$ 871	14%
Financial Services	1,128	16	1,079	16
Health & Public Service	807	13	701	13
Products	1,282	15	1,082	14
Resources	628	13	702	14
Total	<u>\$ 4,810</u>	14.6%	<u>\$ 4,436</u>	14.3%

Amounts in table may not total due to rounding.

Operating Income and Operating Margin Excluding Fiscal 2015 Pension Settlement Charge (Non- GAAP)

	Fiscal						
	2016		2015				
	Operating Income and Operating Margin as Reported (GAAP)		Operating Income and Operating Margin excluding Pension Settlement Charge (Non- GAAP)	Operating Income (Non-GAAP)	Operating Margin (Adjusted)	Operating Margin (Adjusted)	Increase (Decrease)
	(in millions of U.S. dollars)						
Communications, Media & Technology	\$ 966	15%	\$ 871	\$ 13	\$ 884	14%	\$ 82
Financial Services	1,128	16	1,079	13	1,093	16	35
Health & Public Service	807	13	701	12	713	13	94
Products	1,282	15	1,082	16	1,098	14	184
Resources	628	13	702	11	713	14	(85)
Total	<u>\$ 4,810</u>	14.6%	<u>\$ 4,436</u>	<u>\$ 64</u>	<u>\$ 4,500</u>	14.5%	<u>\$ 310</u>

Amounts in table may not total due to rounding.

(1) Represents Pension settlement charge related to lump sum cash payment from plan assets offered to eligible former employees.

We estimate that the aggregate percentage impact of foreign currency exchange rates on our Operating income during fiscal 2016 was similar to that disclosed for Net revenue. In addition, during fiscal 2016, each operating group experienced higher costs associated with acquisition activity. The commentary below provides insight into other factors affecting operating group performance and operating margin for fiscal 2016 compared with fiscal 2015, exclusive of the Pension settlement charge recorded in fiscal 2015:

- Communications, Media & Technology operating income increased primarily due to higher contract profitability and consulting revenue growth.
- Financial Services operating income increased primarily due to consulting revenue growth.
- Health & Public Service operating income increased due to revenue growth and higher contract profitability.

- Products operating income increased due to very significant consulting revenue growth and lower sales and marketing costs as a percentage of net revenues.
- Resources operating income decreased due to lower outsourcing contract profitability, partially offset by lower sales and marketing costs as a percentage of net revenues.

Other Expense, net

Other expense, net primarily consists of foreign currency gains and losses as well as gains and losses associated with our investments in privately held companies. During fiscal 2016, Other expense, net increased \$25 million over fiscal 2015, primarily due to higher net foreign exchange losses, including losses incurred on the devaluation of the Nigerian Naira.

Gain on Sale of Businesses

We recorded a gain from the Navitaire divestiture of \$548 million and a gain from the Duck Creek partial divestiture of \$301 million during fiscal 2016. For additional information, see Note 5 (Business Combinations and Divestitures) to our Consolidated Financial Statements under Item 8, "Financial Statements and Supplementary Data."

Provision for Income Taxes

The effective tax rate for fiscal 2016 was 22.4%, compared with 25.8% for fiscal 2015. Absent the \$849 million Gain on sale of businesses and related \$104 million in taxes recorded during fiscal 2016, the effective tax rate for fiscal 2016 would have been 24.2%. Absent the \$64 million Pension settlement charge and related \$25 million in taxes recorded during fiscal 2015, the effective tax rate for fiscal 2015 would have been 26.0%. The effective tax rate for fiscal 2016 benefited from a final determination of U.S. Federal taxes for fiscal 2012. The effective tax rate for fiscal 2015 benefited from a final determination of U.S. Federal taxes for fiscal years 2010 and 2011. This was offset by expenses associated with an increase in deferred tax liabilities during fiscal 2015, when we concluded that certain undistributed earnings of our U.S. subsidiaries would no longer be considered indefinitely reinvested. For additional information, see Note 9 (Income Taxes) to our Consolidated Financial Statements under Item 8, "Financial Statements and Supplementary Data."

Net Income Attributable to Noncontrolling Interests

Net income attributable to noncontrolling interests reflects the income earned or expense incurred attributable to the equity interest that some current and former members of Accenture Leadership and their permitted transferees have in our Accenture Holdings plc and Accenture Canada Holdings Inc. subsidiaries. See "Business—Organizational Structure." Net income attributable to Accenture plc represents the income attributable to the shareholders of Accenture plc. Since January 2002, noncontrolling interests has also included immaterial amounts primarily attributable to noncontrolling shareholders in our Avanade Inc. subsidiary.

Net income attributable to noncontrolling interests for fiscal 2016 increased \$18 million, or 8%, over fiscal 2015. The increase was due to higher Net income of \$1,076 million, primarily driven by the Gain on sale of businesses, partially offset by a reduction in the Accenture Holdings plc ordinary shares and Accenture Canada Holdings Inc. exchangeable shares average noncontrolling ownership interest during fiscal 2016.

Earnings Per Share

Diluted earnings per share were \$6.45 for fiscal 2016, compared with \$4.76 for fiscal 2015. The \$1.69 increase in our Diluted earnings per share included the impact of the Gain on sale of businesses, net of taxes, which increased Diluted earnings per share for fiscal 2016 by \$1.11 and the impact of the Pension settlement charge, net of taxes, which decreased Diluted earnings per share for fiscal 2015 by \$0.06. Excluding these impacts, Diluted earnings per share for fiscal 2016 increased \$0.52 compared with fiscal 2015, due to increases of \$0.34 from higher revenues and operating results, \$0.13 from a lower effective tax rate and \$0.08 from lower weighted average shares outstanding. These increases were partially offset by a decrease of \$0.03 from higher non-operating expense. For information regarding our Earnings per share calculations, see Note 2 (Earnings Per Share) to our Consolidated Financial Statements under Item 8, "Financial Statements and Supplementary Data."

Results of Operations for Fiscal 2015 Compared to Fiscal 2014

Net revenues (by operating group, geographic region and type of work) and reimbursements were as follows:

	Fiscal		Percent	Percent	Percent of		
	2015	2014	Increase (Decrease) U.S. Dollars	Increase Local Currency	Total Net Revenues for Fiscal	2015	2014
(in millions of U.S. dollars)							
OPERATING GROUPS							
Communications, Media & Technology	\$ 6,349	\$ 5,924	7 %	16%	20%	20%	
Financial Services	6,635	6,511	2	11	21	22	
Health & Public Service	5,463	5,022	9	12	18	17	
Products	7,596	7,395	3	10	25	24	
Resources	4,989	5,135	(3)	5	16	17	
Other	17	15	n/m	n/m	—	—	
TOTAL NET REVENUES	31,048	30,002	3 %	11%	100%	100%	
Reimbursements	1,866	1,872	—				
TOTAL REVENUES	\$ 32,914	\$ 31,875	3 %				
GEOGRAPHIC REGIONS (1)							
North America	\$ 14,209	\$ 12,797	11 %	12%	46%	43%	
Europe	10,930	11,255	(3)	10	35	37	
Growth Markets	5,909	5,951	(1)	11	19	20	
TOTAL NET REVENUES	\$ 31,048	\$ 30,002	3 %	11%	100%	100%	
TYPE OF WORK							
Consulting	\$ 16,204	\$ 15,738	3 %	11%	52%	52%	
Outsourcing	14,844	14,265	4	11	48	48	
TOTAL NET REVENUES	\$ 31,048	\$ 30,002	3 %	11%	100%	100%	

n/m = not meaningful

Amounts in table may not total due to rounding.

(1) Effective September 1, 2014, we revised the reporting of our geographic regions as follows: North America (the United States and Canada); Europe; and Growth Markets (Asia Pacific, Latin America, Africa, the Middle East, Russia and Turkey). Prior period amounts have been reclassified to conform to the current period presentation.

Net Revenues

The following net revenues commentary discusses local currency net revenue changes for fiscal 2015 compared to fiscal 2014:

Operating Groups

- Communications, Media & Technology net revenues increased 16% in local currency. Outsourcing revenues reflected significant growth, driven by growth across all industry groups and geographic regions, led by Communications in all geographic regions as well as Media & Entertainment in North America. Consulting revenues reflected significant growth, driven by growth across all industry groups and geographic regions, led by Communications in North America and Growth Markets.
- Financial Services net revenues increased 11% in local currency. Consulting revenues reflected significant growth, driven by growth across both industry groups and all geographic regions, led by Banking & Capital Markets in Europe. Outsourcing revenue growth was driven by Banking & Capital Markets and Insurance in Europe and Banking & Capital Markets in Growth Markets. These outsourcing increases were partially offset by a decline in Banking & Capital Markets in North America.

- Health & Public Service net revenues increased 12% in local currency. Outsourcing revenues reflected very significant growth, led by Health and Public Service in North America. Consulting revenue growth was driven by Health and Public Service in North America.
- Products net revenues increased 10% in local currency. Consulting revenues reflected very strong growth, driven by growth across all industry groups and geographic regions, led by Consumer Goods, Retail & Travel Services and Industrial in Europe. Outsourcing revenues reflected strong growth, driven by all geographic regions and in most industry groups, led by Consumer Goods, Retail & Travel Services. These outsourcing increases were partially offset by a decline in Industrial in Europe.
- Resources net revenues increased 5% in local currency. Outsourcing revenues reflected strong growth, driven by Utilities across all geographic regions, Chemicals & Natural Resources in Growth Markets and Energy in Europe. Consulting revenues reflected slight growth, driven by Utilities across all geographic regions and Chemicals & Natural Resources in Europe. These consulting increases were largely offset by declines in Energy in Europe and North America and Chemicals & Natural Resources in Growth Markets.

Geographic Regions

- North America net revenues increased 12% in local currency, driven by the United States.
- Europe net revenues increased 10% in local currency, driven by Germany, the United Kingdom, Spain, the Netherlands, Italy and France.
- Growth Markets net revenues increased 11% in local currency, driven by Japan, Brazil and Australia, partially offset by declines in South Korea and Singapore.

Operating Expenses

Operating expenses for fiscal 2015 increased \$904 million, or 3%, over fiscal 2014, and remained flat as a percentage of revenues at 86.5%, compared with fiscal 2014. Operating expenses before reimbursable expenses for fiscal 2015 increased \$910 million, or 4%, over fiscal 2014, and remained flat as a percentage of net revenues at 85.7%, compared with fiscal 2014.

Cost of Services

Cost of services for fiscal 2015 increased \$915 million, or 4%, over fiscal 2014, and increased as a percentage of revenues to 70.2% from 69.6% during this period. Cost of services before reimbursable expenses for fiscal 2015 increased \$921 million, or 5%, over fiscal 2014, and increased as a percentage of net revenues to 68.4% from 67.7% during this period. Gross margin for fiscal 2015 decreased to 31.6% from 32.3% in fiscal 2014, principally due to higher labor costs, increased usage of subcontractors and higher non- payroll costs including recruiting and training costs from the addition of a larger number of employees compared to fiscal 2014.

Sales and Marketing

Sales and marketing expense for fiscal 2015 decreased \$78 million, or 2%, from fiscal 2014, and decreased as a percentage of net revenues to 11.3% from 11.9% during this period. The decrease as a percentage of net revenues was principally due to improved operational efficiency in our business development activities.

General and Administrative Costs

General and administrative costs for fiscal 2015 decreased \$15 million, or 1%, from fiscal 2014, and decreased as a percentage of net revenues to 5.8% from 6.1% during this period.

Pension Settlement Charge

We recorded a Pension settlement charge of \$64 million, pre- tax, during fiscal 2015 as a result of lump sum cash payments made from our U.S. defined benefit pension plan to former employees who elected to receive such payments. For additional information, refer to Note 10 (Retirement and Profit Sharing Plans) to our Consolidated Financial Statements under Item 8, "Financial Statements and Supplementary Data."

Operating Income and Operating Margin

Operating income for fiscal 2015 increased \$135 million, or 3%, from fiscal 2014. The Pension settlement charge of \$64 million recorded in fiscal 2015 decreased operating margin by 20 basis points. Excluding the effects of the Pension settlement charge, operating margin for fiscal 2015 increased 20 basis points compared with fiscal 2014.

Operating income and operating margin for each of the operating groups were as follows:

	Fiscal			
	2015		2014	
	Operating Income	Operating Margin	Operating Income	Operating Margin
	(in millions of U.S. dollars)			
Communications, Media & Technology	\$ 871	14%	\$ 770	13%
Financial Services	1,079	16	957	15
Health & Public Service	701	13	679	14
Products	1,082	14	992	13
Resources	702	14	902	18
Total	<u>\$ 4,436</u>	14.3%	<u>\$ 4,301</u>	14.3%

Amounts in table may not total due to rounding.

Operating Income and Operating Margin Excluding Fiscal 2015 Pension Settlement Charge (Non- GAAP)

	Fiscal						
	2015				2014		
	Operating Income and Operating Margin Excluding Pension Settlement Charge (Non- GAAP)				Operating Income and Operating Margin as Reported (GAAP)		
	Operating Income (GAAP)	Pension Settlement Charge (1)	Operating Income (Adjusted)	Operating Margin (Adjusted)	Operating Income	Operating Margin	Increase (Decrease)
	(in millions of U.S. dollars)						
Communications, Media & Technology	\$ 871	\$ 13	\$ 884	14%	\$ 770	13%	\$ 114
Financial Services	1,079	13	1,093	16	957	15	136
Health & Public Service	701	12	713	13	679	14	34
Products	1,082	16	1,098	14	992	13	106
Resources	702	11	713	14	902	18	(190)
Total	<u>\$ 4,436</u>	<u>\$ 64</u>	<u>\$ 4,500</u>	14.5%	<u>\$ 4,301</u>	14.3%	<u>\$ 200</u>

Amounts in table may not total due to rounding.

(1) Represents Pension settlement charge related to lump sum cash payment from plan assets offered to eligible former employees.

We estimate that the aggregate percentage impact of foreign currency exchange rates on our Operating income during fiscal 2015 was similar to that disclosed for Net revenue. In addition, during fiscal 2015, each operating group recorded a portion of the \$64 million Pension settlement charge. The commentary below provides insight into other factors affecting operating group performance and operating margin for fiscal 2015, exclusive of the Pension settlement charge, compared with fiscal 2014:

- Communications, Media & Technology operating income increased primarily due to revenue growth and lower sales and marketing costs as a percentage of net revenues.
- Financial Services operating income increased primarily due to consulting revenue growth, lower sales and marketing costs as a percentage of net revenues and higher contract profitability.
- Health & Public Service operating income increased due to outsourcing revenue growth.
- Products operating income increased due to higher contract profitability and consulting revenue growth.

- Resources operating income decreased due to lower contract profitability.

Other Expense, net

Other expense, net for fiscal 2015 increased \$29 million over fiscal 2014, primarily due to higher net foreign exchange losses, including losses incurred on the devaluation of the Venezuelan Bolivar Fuerte.

Provision for Income Taxes

The effective tax rate for fiscal 2015 was 25.8%, compared with 26.1% for fiscal 2014. Absent the tax impact of the \$64 million Pension settlement charge recorded during the third quarter of fiscal 2015, the effective tax rate for fiscal 2015 would have been 26.0%. The fiscal 2015 tax rate includes higher benefits related to final determinations of tax liabilities for prior years, including a \$170 million benefit related to final settlement of U.S. tax audits for fiscal years 2010 and 2011, and benefits related to changes in the geographic distribution of earnings, offset by an increase in withholding taxes payable on the distribution of U.S. earnings. For additional information, see Note 9 (Income Taxes) to our Consolidated Financial Statements under Item 8, "Financial Statements and Supplementary Data."

Net Income Attributable to Noncontrolling Interests

Net income attributable to noncontrolling interests reflects the income earned or expense incurred attributable to the equity interest that some current and former members of Accenture Leadership and their permitted transferees have in our Accenture Holdings plc and Accenture Canada Holdings Inc. subsidiaries. See "Business—Organizational Structure." Net income attributable to Accenture plc represents the income attributable to the shareholders of Accenture plc. Since January 2002, noncontrolling interests has also included immaterial amounts primarily attributable to noncontrolling shareholders in our Avanade Inc. subsidiary.

Net income attributable to noncontrolling interests for fiscal 2015 decreased \$14 million, or 6%, from fiscal 2014. The decrease was due to a reduction in the Accenture Holdings plc ordinary shares and Accenture Canada Holdings Inc. exchangeable shares average noncontrolling ownership interest, partially offset by higher Net income of \$98 million for fiscal 2015.

Earnings Per Share

Diluted earnings per share were \$4.76 for fiscal 2015, compared with \$4.52 for fiscal 2014. The \$0.24 increase in our diluted earnings per share included the impact of the \$64 million Pension settlement charge, which decreased diluted earnings per share for fiscal 2015 by \$0.06. Excluding the impact of this charge, diluted earnings per share for fiscal 2015 increased \$0.30 compared with fiscal 2014, due to increases of \$0.22 from higher revenues and operating results, \$0.09 from lower weighted average shares outstanding and \$0.01 from a lower effective tax rate. These increases were partially offset by a decrease of \$0.02 from lower non- operating income. For information regarding our earnings per share calculations, see Note 2 (Earnings Per Share) to our Consolidated Financial Statements under Item 8, "Financial Statements and Supplementary Data."

Liquidity and Capital Resources

Our primary sources of liquidity are cash flows from operations, available cash reserves and debt capacity available under various credit facilities. In addition, we could raise additional funds through public or private debt or equity financings. We may use our available or additional funds to, among other things:

- facilitate purchases, redemptions and exchanges of shares and pay dividends;
- acquire complementary businesses or technologies;
- take advantage of opportunities, including more rapid expansion; or
- develop new services and solutions.

As of August 31, 2016, Cash and cash equivalents were \$4.9 billion, compared with \$4.4 billion as of August 31, 2015.

Cash flows from operating, investing and financing activities, as reflected in our Consolidated Cash Flows Statements, are summarized in the following table:

	Fiscal			2016 to 2015 Change
	2016	2015	2014	
	(in millions of U.S. dollars)			
Net cash provided by (used in):				
Operating activities	\$ 4,575	\$ 4,092	\$ 3,486	\$ 483
Investing activities	(610)	(1,170)	(1,056)	560
Financing activities	(3,397)	(3,202)	(3,165)	(195)
Effect of exchange rate changes on cash and cash equivalents	(23)	(280)	25	257
Net increase (decrease) in cash and cash equivalents	<u>\$ 545</u>	<u>\$ (561)</u>	<u>\$ (711)</u>	<u>\$ 1,105</u>

Amounts in table may not total due to rounding.

Operating activities: The year- over- year increase in operating cash flow was primarily driven by revenue growth and higher operating income, as well as higher collections on net client balances (receivables from clients, current and non- current unbilled services and deferred revenues), partially offset by other changes in operating assets and liabilities, including higher spending on certain compensation payments.

Investing activities: Cash used in investing activities decreased \$560 million year- over- year, as higher spending on business acquisitions, investments and property and equipment was more than offset by proceeds of \$815 million from the Navitaire divestiture and Duck Creek partial divestiture. For additional information, see Note 5 (Business Combinations and Divestitures) to our Consolidated Financial Statements under Item 8, "Financial Statements and Supplementary Data."

Financing activities: The \$195 million increase in cash used in financing activities was primarily due to an increase in the net purchases of shares and an increase in cash dividends paid. For additional information, see Note 13 (Material Transactions Affecting Shareholders' Equity) to our Consolidated Financial Statements under Item 8, "Financial Statements and Supplementary Data."

We believe that our available cash balances and the cash flows expected to be generated from operations will be sufficient to satisfy our current and planned working capital and investment needs for the next twelve months. We also believe that our longer- term working capital and other general corporate funding requirements will be satisfied through cash flows from operations and, to the extent necessary, from our borrowing facilities and future financial market activities.

Substantially all of our cash is held in jurisdictions where there are no regulatory restrictions or material tax effects on the free flow of funds. Domestic cash inflows for our Irish parent, principally dividend distributions from lower- tier subsidiaries, have been sufficient to meet our historic cash requirements, and we expect this to continue into the future.

Borrowing Facilities

As of August 31, 2016, we had the following borrowing facilities, including the issuance of letters of credit, to support general working capital purposes:

	Facility Amount	Borrowings Under Facilities
	(in millions of U.S. dollars)	
Syndicated loan facility (1)	\$ 1,000	\$ —
Separate, uncommitted, unsecured multicurrency revolving credit facilities (2)	516	—
Local guaranteed and non- guaranteed lines of credit (3)	165	—
Total	<u>\$ 1,681</u>	<u>\$ —</u>

(1) On December 22, 2015, we replaced our \$1.0 billion syndicated loan facility maturing on October 31, 2016 with a \$1.0 billion syndicated loan facility maturing on December 22, 2020. This facility provides unsecured, revolving borrowing capacity for general working capital purposes, including the issuance of letters of credit. We continue to be in compliance with relevant covenant terms. The facility is subject to annual commitment fees. As of August 31, 2016 and 2015, we had no borrowings under either the current or the prior loan facility.

(2) We maintain separate, uncommitted and unsecured multicurrency revolving credit facilities. These facilities provide local- currency financing for the majority of our operations. Interest rate terms on the revolving facilities are at market rates prevailing in the relevant local markets. As of August 31, 2016 and 2015, we had no borrowings under these facilities.

(3) We also maintain local guaranteed and non- guaranteed lines of credit for those locations that cannot access our global facilities. As of August 31, 2016 and 2015, we had no borrowings under these various facilities.

Under the borrowing facilities described above, we had an aggregate of \$169 million and \$167 million of letters of credit outstanding as of August 31, 2016 and 2015, respectively. In addition, we had total outstanding debt of approximately \$27 million at both August 31, 2016 and 2015.

Share Purchases and Redemptions

The Board of Directors of Accenture plc has authorized funding for our publicly announced open- market share purchase program for acquiring Accenture plc Class A ordinary shares and for purchases and redemptions of Accenture plc Class A ordinary shares, Accenture Holdings plc ordinary shares and Accenture Canada Holdings Inc. exchangeable shares held by current and former members of Accenture Leadership and their permitted transferees.

Our share purchase activity during fiscal 2016 was as follows:

	Accenture Holdings plc Ordinary and Accenture Canada Holdings Inc. Exchangeable			
	Accenture plc Class A Ordinary		Shares	
	Shares	Amount	Shares	Amount
	(in millions of U.S. dollars, except share amounts)			
Open- market share purchases (1)	19,989,726	\$ 2,122	—	\$ —
Other share purchase programs	—	—	653,222	72
Other purchases (2)	3,857,795	411	—	—
Total	<u>23,847,521</u>	<u>\$ 2,533</u>	<u>653,222</u>	<u>\$ 72</u>

(1) We conduct a publicly announced open- market share purchase program for Accenture plc Class A ordinary shares. These shares are held as treasury shares by Accenture plc and may be utilized to provide for select employee benefits, such as equity awards to our employees.

(2) During fiscal 2016, as authorized under our various employee equity share plans, we acquired Accenture plc Class A ordinary shares primarily via share withholding for payroll tax obligations due from employees and former employees in connection with the delivery of Accenture plc Class A ordinary shares under those plans. These purchases of shares in connection with employee share plans do not affect our aggregate available authorization for our publicly announced open- market share purchase and the other share purchase programs.

We intend to continue to use a significant portion of cash generated from operations for share repurchases during fiscal 2017. The number of shares ultimately repurchased under our open- market share purchase program may vary depending on numerous factors, including, without limitation, share price and other market conditions, our ongoing capital allocation planning, the levels of cash and debt balances, other demands for cash, such as acquisition activity, general economic and/or business conditions, and board and management discretion. Additionally, as these factors may change over the course of the year, the amount of share repurchase activity during any particular period cannot be predicted and may fluctuate from time to time. Share repurchases may be made from time to time through open- market purchases, in respect of purchases and redemptions of Accenture Holdings plc ordinary shares and Accenture Canada Holdings Inc. exchangeable shares, through the use of Rule 10b5- 1 plans and/or by other means. The repurchase program may be accelerated, suspended, delayed or discontinued at any time, without notice.

Other Share Redemptions

During fiscal 2016, we issued 775,023 Accenture plc Class A ordinary shares upon redemptions of an equivalent number of Accenture Holdings plc ordinary shares pursuant to our registration statement on Form S- 3 (the “registration statement”). The registration statement allows us, at our option, to issue freely tradable Accenture plc Class A ordinary shares in lieu of cash upon redemptions of Accenture Holdings plc ordinary shares held by current and former members of Accenture Leadership and their permitted transferees.

Subsequent Developments

On September 27, 2016, the Board of Directors of Accenture plc declared a semi- annual cash dividend of \$1.21 per share on our Class A ordinary shares for shareholders of record at the close of business on October 21, 2016. On September 28, 2016, the Board of Directors of Accenture Holdings plc declared a semi- annual cash dividend of \$1.21 per share on its ordinary shares for shareholders of record at the close of business on October 18, 2016. Both dividends are payable on November 15, 2016.

Obligations and Commitments

As of August 31, 2016, we had the following obligations and commitments to make future payments under contracts, contractual obligations and commercial commitments:

	Payments due by period				
	Total	Less than 1 year	1- 3 years	3- 5 years	More than 5 years
Contractual Cash Obligations (1)					
	(in millions of U.S. dollars)				
Long- term debt	\$ 27	\$ 3	\$ 7	\$ 8	\$ 9
Operating leases	2,817	517	821	577	903
Retirement obligations (2)	106	11	22	22	51
Purchase obligations and other commitments (3)	145	56	89	—	—
Total	<u>\$ 3,096</u>	<u>\$ 586</u>	<u>\$ 940</u>	<u>\$ 607</u>	<u>\$ 962</u>

Amounts in table may not total due to rounding.

- (1) The liability related to unrecognized tax benefits has been excluded from the contractual obligations table because a reasonable estimate of the timing and amount of cash outflows from future tax settlements cannot be determined. For additional information, see Note 9 (Income Taxes) to our Consolidated Financial Statements under Item 8, “Financial Statements and Supplementary Data.”
- (2) Amounts represent projected payments under certain unfunded retirement plans for former pre- incorporation partners. Given these plans are unfunded, we pay these benefits directly. These plans were eliminated for active partners after May 15, 2001.
- (3) Other commitments include, among other things, information technology, software support and maintenance obligations, as well as other obligations in the ordinary course of business that we cannot cancel or where we would be required to pay a termination fee in the event of cancellation. Amounts shown do not include recourse that we may have to recover termination fees or penalties from clients.

Off- Balance Sheet Arrangements

In the normal course of business and in conjunction with some client engagements, we have entered into contractual arrangements through which we may be obligated to indemnify clients with respect to certain matters. To date, we have not been required to make any significant payment under any of these arrangements. For further discussion of these transactions, see Note 15 (Commitments and Contingencies) to our Consolidated Financial Statements under Item 8, "Financial Statements and Supplementary Data."

Recently Adopted Accounting Pronouncement

In August 2016, we early adopted Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") No. 2015- 17, Balance Sheet Classification of Deferred Taxes, which amends existing guidance on income taxes to require the classification of all deferred tax assets and liabilities as non- current on the balance sheet. We adopted this ASU using the retrospective method which required reclassification of current deferred taxes as previously reported on our August 31, 2015 Consolidated Balance Sheets to non-current, resulting in an increase to non- current deferred tax assets of \$816 million and a decrease to noncurrent deferred tax liabilities of \$22 million.

New Accounting Pronouncements

On March 31, 2016, the FASB issued ASU No. 2016- 09, Improvements to Employee Share- Based Payment Accounting, which simplifies the accounting for share- based payment transactions. The new guidance requires excess tax benefits and tax deficiencies to be recorded in the income statement when the awards vest or are settled. In addition, the ASU includes provisions that impact the classification of awards as either equity or liabilities and the classification of excess tax benefits on the cash flow statements. We will early adopt the standard effective September 1, 2016. Following adoption, the primary impact on our Consolidated Financial Statements will be the recognition of excess tax benefits in the provision for income taxes rather than Additional paid- in capital, which will likely result in increased volatility in the reported amounts of income tax expense and net income. We estimate this change will reduce our fiscal 2017 effective tax rate by less than two percentage points. The actual impact of adopting this standard on the effective tax rate will vary depending on our share price during fiscal 2017. Provisions of the new guidance related to changes to classification of excess tax benefits in the cash flow statements are expected to be adopted retrospectively. We are continuing to evaluate the impacts of the adoption of this guidance and our preliminary assessments are subject to change.

On March 15, 2016, the FASB issued ASU No. 2016- 07, Simplifying the Transition to the Equity Method of Accounting, which eliminates the requirement to retrospectively apply equity method accounting when an entity increases ownership or influence in a previously held investment. The ASU will be effective for us beginning September 1, 2017, including interim periods in our fiscal year 2018. We do not expect the adoption of this ASU to have a material impact on our Consolidated Financial Statements.

On February 25, 2016, the FASB issued ASU No. 2016- 02, Leases, which amends existing guidance to require lessees to recognize assets and liabilities on the balance sheet for the rights and obligations created by long- term leases and to disclose additional quantitative and qualitative information about leasing arrangements. The ASU will be effective for us beginning September 1, 2019, including interim periods in our fiscal year 2020, and allows for a modified retrospective method upon adoption. We are assessing the impact of this ASU on our Consolidated Financial Statements.

On January 5, 2016, the FASB issued ASU No. 2016- 01, Recognition and Measurement of Financial Assets and Financial Liabilities, which amends certain aspects of recognition, measurement, presentation and disclosure of financial instruments. The ASU will be effective for us beginning September 1, 2018, including interim periods in our fiscal year 2019. We do not expect the adoption of this ASU to have a material impact on our Consolidated Financial Statements.

On May 28, 2014, the FASB issued ASU No. 2014- 09 (Accounting Standard Codification 606), Revenue from Contracts with Customers, which will replace most existing revenue recognition guidance in U.S. GAAP. The core principle of the ASU is that an entity should recognize revenue for the transfer of goods or services equal to the amount that it expects to be entitled to receive for those goods or services. The ASU requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments. The ASU will be effective for us beginning September 1, 2018, including interim periods in our fiscal year 2019, and allows for both retrospective and modified retrospective methods of adoption. We will adopt the guidance on September 1, 2018 and apply the modified retrospective method. We are assessing the impact of this ASU on our Consolidated Financial Statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

All of our market risk sensitive instruments were entered into for purposes other than trading.

Foreign Currency Risk

We are exposed to foreign currency risk in the ordinary course of business. We hedge material cash flow exposures when feasible using forward contracts. These instruments are subject to fluctuations in foreign currency exchange rates and credit risk. Credit risk is managed through careful selection and ongoing evaluation of the financial institutions utilized as counterparties.

Certain of these hedge positions are undesignated hedges of balance sheet exposures such as intercompany loans and typically have maturities of less than one year. These hedges—primarily U.S. dollar/Indian rupee, U.S. dollar/Euro, U.S. dollar/Japanese yen, U.S. dollar/U.K. pound, U.S. dollar/Brazilian real, U.S. dollar/Swiss franc, U.S. dollar/Philippine peso and U.S. dollar/Norwegian krone—are intended to offset remeasurement of the underlying assets and liabilities. Changes in the fair value of these derivatives are recorded in Other expense, net in the Consolidated Income Statement. Additionally, we have hedge positions that are designated cash flow hedges of certain intercompany charges relating to our Global Delivery Network. These hedges—U.S. dollar/Indian rupee, U.S. dollar/Philippine peso, Euro/Indian rupee, U.K. pound/Indian rupee and Japanese yen/Chinese yuan, which typically have maturities not exceeding three years—are intended to partially offset the impact of foreign currency movements on future costs relating to resources supplied by our Global Delivery Network. For additional information, see Note 7 (Derivative Financial Instruments) to our Consolidated Financial Statements under Item 8, “Financial Statements and Supplementary Data.”

For designated cash flow hedges, gains and losses currently recorded in Accumulated other comprehensive loss will be reclassified into earnings at the time when certain anticipated intercompany charges are accrued as Cost of services. As of August 31, 2016, it was anticipated that approximately \$61 million of net gains, net of tax, currently recorded in Accumulated other comprehensive loss will be reclassified into Cost of services within the next 12 months.

We use sensitivity analysis to determine the effects that market foreign currency exchange rate fluctuations may have on the fair value of our hedge portfolio. The sensitivity of the hedge portfolio is computed based on the market value of future cash flows as affected by changes in exchange rates. This sensitivity analysis represents the hypothetical changes in value of the hedge position and does not reflect the offsetting gain or loss on the underlying exposure. A 10% change in the levels of foreign currency exchange rates against the U.S. dollar (or other base currency of the hedge if not a U.S. dollar hedge) with all other variables held constant would have resulted in a change in the fair value of our hedge instruments of approximately \$328 million and \$305 million as of August 31, 2016 and 2015, respectively.

Interest Rate Risk

The interest rate risk associated with our borrowing and investing activities as of August 31, 2016 is not material in relation to our consolidated financial position, results of operations or cash flows. While we may do so in the future, we have not used derivative financial instruments to alter the interest rate characteristics of our investment holdings or debt instruments.

Other Market Risk

The privately held companies in which we invest are often in a start-up or development stage, which is inherently risky. The technologies or products these companies have under development are typically in the early stages and may never materialize, which could result in a loss of a substantial part of our investment in these companies. The evaluation of privately held companies is based on information that we request from these companies, which is not subject to the same disclosure regulations as U.S. publicly traded companies, and as such, the basis for these evaluations is subject to the timing and accuracy of the data received from these companies. We have minimal exposure on our long-term investments in privately held companies as these investments were insignificant as of August 31, 2016.

Equity Price Risk

The equity price risk associated with our marketable equity securities that are subject to market price volatility is not material in relation to our consolidated financial position, results of operations or cash flows.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

See the Index to Consolidated Financial Statements and financial statements commencing on page F- 1, which are incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and our principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a- 15(e) under the Exchange Act) as of the end of the period covered by this report. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Based on that evaluation, the principal executive officer and the principal financial officer of Accenture plc have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective at the reasonable assurance level.

Management’s Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. 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 our assets;
- ii. provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of management and our Board of Directors; and
- iii. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Due to 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 due to 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 management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control—Integrated Framework (2013). Based on its evaluation, our management concluded that our internal control over financial reporting was effective as of the end of the fiscal year covered by this Annual Report on Form 10- K.

KPMG LLP, an independent registered public accounting firm, has audited the Consolidated Financial Statements included in this Annual Report on Form 10- K and, as part of their audit, has issued its attestation report, included herein, on the effectiveness of our internal control over financial reporting. See “Report of Independent Registered Public Accounting Firm” on page F- 2.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting that occurred during the fourth quarter of fiscal 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Except as described in Part II, Item 5 of our Quarterly Report on Form 10- Q for the quarter ended February 29, 2016, there have been no material changes to the procedures by which security holders may recommend nominees to our Board of Directors from those described in the proxy statement for our Annual General Meeting of Shareholders filed with the SEC on December 11, 2015.

Information about our executive officers is contained in the discussion entitled “Executive Officers of the Registrant” in Part I of this Form 10- K. The remaining information called for by Item 10 will be included in the sections captioned “Re- Appointment of Directors,” “Corporate Governance” and “Beneficial Ownership” included in the definitive proxy statement relating to the 2017 Annual General Meeting of Shareholders of Accenture plc to be held on February 10, 2017 and is incorporated herein by reference. Accenture plc will file such definitive proxy statement with the SEC pursuant to Regulation 14A not later than 120 days after the end of the Company’s 2016 fiscal year covered by this Form 10- K.

ITEM 11. EXECUTIVE COMPENSATION

The information called for by Item 11 will be included in the sections captioned “Executive Compensation” and “Director Compensation” included in the definitive proxy statement relating to the 2017 Annual General Meeting of Shareholders of Accenture plc to be held on February 10, 2017 and is incorporated herein by reference. Accenture plc will file such definitive proxy statement with the SEC pursuant to Regulation 14A not later than 120 days after the end of the Company’s 2016 fiscal year covered by this Form 10- K.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth, as of August 31, 2016, certain information related to our compensation plans under which Accenture plc Class A ordinary shares may be issued.

Plan Category	Number of Shares to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted- Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Shares Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in 1st Column)
Equity compensation plans approved by shareholders:			
2001 Share Incentive Plan	439,242(1)	\$ 35.417	—
Amended and Restated 2010 Share Incentive Plan	22,478,425(2)	48.105	23,167,880
Amended and Restated 2010 Employee Share Purchase Plan	—	N/A	47,420,425
Equity compensation plans not approved by shareholders	—	N/A	—
Total	<u>22,917,667</u>		<u>70,588,305</u>

(1) Consists of 419,683 restricted share units and 19,559 stock options.

(2) Consists of 22,474,674 restricted share units and 3,751 stock options.

The remaining information called for by Item 12 will be included in the section captioned “Beneficial Ownership” included in the definitive proxy statement relating to the 2017 Annual General Meeting of Shareholders of Accenture plc to be held on February 10, 2017 and is incorporated herein by reference. Accenture plc will file such definitive proxy statement with the SEC pursuant to Regulation 14A not later than 120 days after the end of the Company’s 2016 fiscal year covered by this Form 10- K.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information called for by Item 13 will be included in the section captioned “Corporate Governance” included in the definitive proxy statement relating to the 2017 Annual General Meeting of Shareholders of Accenture plc to be held on February 10, 2017 and is incorporated herein by reference. Accenture plc will file such definitive proxy statement with the SEC pursuant to Regulation 14A not later than 120 days after the end of the Company’s 2016 fiscal year covered by this Form 10- K.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information called for by Item 14 will be included in the section captioned “Audit” included in the definitive proxy statement relating to the 2017 Annual General Meeting of Shareholders of Accenture plc to be held on February 10, 2017 and is incorporated herein by reference. Accenture plc will file such definitive proxy statement with the SEC pursuant to Regulation 14A not later than 120 days after the end of the Company’s 2016 fiscal year covered by this Form 10- K.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) List of documents filed as part of this report:

1. Financial Statements as of August 31, 2016 and August 31, 2015 and for the three years ended August 31, 2016—Included in Part II of this Form 10- K:

- Consolidated Balance Sheets
- Consolidated Income Statements
- Consolidated Statements of Comprehensive Income
- Consolidated Shareholders' Equity Statements
- Consolidated Cash Flows Statements
- Notes to Consolidated Financial Statements

2. Financial Statement Schedules:

None

3. Exhibit Index:

Exhibit Number	Exhibit
3.1	Amended and Restated Memorandum and Articles of Association of Accenture plc (incorporated by reference to Exhibit 3.1 to Accenture plc's 8- K filed on February 3, 2016)
3.2	Certificate of Incorporation of Accenture plc (incorporated by reference to Exhibit 3.2 to Accenture plc's 8- K12B filed on September 1, 2009 (the "8- K12B"))
10.1	Form of Voting Agreement, dated as of April 18, 2001, among Accenture Ltd and the covered persons party thereto as amended and restated as of February 3, 2005 (incorporated by reference to Exhibit 9.1 to the Accenture Ltd February 28, 2005 10- Q (File No. 001- 16565) (the "February 28, 2005 10- Q"))
10.2	Assumption Agreement of the Amended and Restated Voting Agreement, dated September 1, 2009 (incorporated by reference to Exhibit 10.4 to the 8- K12B)
10.3*	Form of Non- Competition Agreement, dated as of April 18, 2001, among Accenture Ltd and certain employees (incorporated by reference to Exhibit 10.2 to the Accenture Ltd Registration Statement on Form S- 1 (File No. 333- 59194) filed on April 19, 2001 (the "April 19, 2001 Form S- 1"))
10.4	Assumption and General Amendment Agreement between Accenture plc and Accenture Ltd, dated September 1, 2009 (incorporated by reference to Exhibit 10.1 to the 8- K12B)
10.5*	2001 Share Incentive Plan (incorporated by reference to Exhibit 10.3 to the Accenture Ltd Registration Statement on Form S- 1/A (File No. 333- 59194) filed on July 12, 2001)
10.6*	Amended and Restated 2010 Share Incentive Plan (incorporated by reference to Exhibit 10.1 to Accenture plc's 8- K filed on February 3, 2016)
10.7*	Amended and Restated 2010 Employee Share Purchase Plan (incorporated by reference to Exhibit 10.2 to Accenture plc's 8- K filed on February 3, 2016)
10.8	Memorandum and Articles of Association and Deed Poll of Accenture Holdings plc (incorporated by reference to Exhibit 3.1 to Accenture Holdings plc's 8- K12G3 filed on August 26, 2015 (the "8- K12G3"))
10.9	Form of Accenture SCA Transfer Rights Agreement, dated as of April 18, 2001, among Accenture SCA and the covered persons party thereto as amended and restated as of February 3, 2005 (incorporated by reference to Exhibit 10.2 to the February 28, 2005 10- Q)
10.10*	Form of Non- Competition Agreement, dated as of April 18, 2001, among Accenture SCA and certain employees (incorporated by reference to Exhibit 10.7 to the April 19, 2001 Form S- 1)
10.11	Form of Letter Agreement, dated April 18, 2001, between Accenture SCA and certain shareholders of Accenture SCA (incorporated by reference to Exhibit 10.8 to the April 19, 2001 Form S- 1)
10.12	Form of Support Agreement, dated as of May 23, 2001, between Accenture Ltd and Accenture Canada Holdings Inc. (incorporated by reference to Exhibit 10.9 to the Accenture Ltd Registration Statement on Form S- 1/A (File No. 333- 59194) filed on July 2, 2001 (the "July 2, 2001 Form S- 1/A"))
10.13	First Supplemental Agreement to Support Agreement among Accenture plc, Accenture Ltd and Accenture Canada Holdings Inc., dated September 1, 2009 (incorporated by reference to Exhibit 10.2 to the 8- K12B)
10.14*	Employment Agreement between Accenture SAS and Pierre Nanterme dated as of June 20, 2013 (incorporated by reference to Exhibit 10.2 to the May 31, 2013 10- Q)

- 10.15* Form of Employment Agreement of executive officers in the United States (incorporated by reference to Exhibit 10.3 to the February 28, 2013 10- Q)
- 10.16* Form of Employment Agreement of executive officers in the United Kingdom (incorporated by reference to Exhibit 10.16 to the August 31, 2013 10- K)
- 10.17* Form of Employment Agreement of executive officers in Singapore (incorporated by reference to Exhibit 10.17 to the August 31, 2015 10- K)
- 10.18 Form of Articles of Association of Accenture Canada Holdings Inc. (incorporated by reference to Exhibit 10.11 to the July 2, 2001 Form S- 1/A)
- 10.19 Articles of Amendment to Articles of Association of Accenture Canada Holdings Inc. (incorporated by reference to Exhibit 10.21 to the August 31, 2013 10- K)
- 10.20 Form of Exchange Trust Agreement by and between Accenture Ltd and Accenture Canada Holdings Inc. and CIBC Mellon Trust Company, made as of May 23, 2001 (incorporated by reference to Exhibit 10.12 to the July 2, 2001 Form S- 1/A)
- 10.21 First Supplemental Agreement to Exchange Trust Agreement among Accenture plc, Accenture Ltd, Accenture Canada Holdings Inc. and Accenture Inc., dated September 1, 2009 (incorporated by reference to Exhibit 10.3 to the 8- K12B)
- 10.22* Form of Key Executive Performance- Based Award Restricted Share Unit Agreement pursuant to the Amended and Restated Accenture plc 2010 Share Incentive Plan (incorporated by reference to Exhibit 10.4 to the February 29, 2016 10- Q)
- 10.23* Form of Key Executive Performance- Based Award Restricted Share Unit Agreement pursuant to Accenture plc 2010 Share Incentive Plan (incorporated by reference to Exhibit 10.2 to the February 28, 2015 10- Q)
- 10.24* Form of Amendment to Senior Officer Performance Equity Award Restricted Share Unit Agreement pursuant to Accenture plc 2010 Share Incentive Plan (incorporated by reference to Exhibit 10.3 to the November 30, 2014 10- Q)
- 10.25* Form of Senior Officer Performance Equity Award Restricted Share Unit Agreement pursuant to Accenture plc 2010 Share Incentive Plan (incorporated by reference to Exhibit 10.3 to the February 28, 2014 10- Q)
- 10.26* Form of Senior Officer Performance Equity Award Restricted Share Unit Agreement in France pursuant to Accenture Ltd 2001 Share Incentive Plan (incorporated by reference to Exhibit 10.29 to the August 31, 2012 10- K)
- 10.27* Form of Accenture Leadership Performance Equity Award Restricted Share Unit Agreement pursuant to the Amended and Restated Accenture plc 2010 Share Incentive Plan (incorporated by reference to Exhibit 10.5 to the February 29, 2016 10- Q)
- 10.28* Form of Accenture Leadership Performance Equity Award Restricted Share Unit Agreement pursuant to Accenture plc 2010 Share Incentive Plan (incorporated by reference to Exhibit 10.3 to the February 28, 2015 10- Q)
- 10.29* Form of Voluntary Equity Investment Program Matching Grant Restricted Share Unit Agreement pursuant to the Amended and Restated Accenture plc 2010 Share Incentive Plan (incorporated by reference to Exhibit 10.6 to the February 29, 2016 10- Q)
- 10.30* Form of Voluntary Equity Investment Program Matching Grant Restricted Share Unit Agreement pursuant to Accenture plc 2010 Share Incentive Plan (incorporated by reference to Exhibit 10.4 to the February 28, 2015 10- Q)
- 10.31* Form of Amendment to the Senior Officer Performance Equity Award Restricted Share Unit Agreement, the Accenture Leadership Performance Equity Award Restricted Share Unit Agreement and the Voluntary Equity Investment Program Matching Grant Restricted Share Unit Agreement (filed herewith)
- 10.32* Form of Restricted Share Unit Agreement for director grants pursuant to the Amended and Restated Accenture plc 2010 Share Incentive Plan (incorporated by reference to Exhibit 10.7 to the February 29, 2016 10- Q)
- 10.33* Form of Restricted Share Unit Agreement for director grants pursuant to Accenture Ltd 2001 Share Incentive Plan (incorporated by reference to Exhibit 10.1 to the Accenture Ltd February 29, 2008 10- Q)
- 10.34* Accenture LLP Leadership Separation Benefits Plan (filed herewith)
- 10.35* Description of Global Annual Bonus Plan (incorporated by reference to Exhibit 10.49 to the August 31, 2013 10- K)
- 10.36* Form of Indemnification Agreement, between Accenture International S.à.r.l. and the indemnitee party thereto (incorporated by reference to Exhibit 10.5 to the 8- K12B)
- 10.37* Form of Indemnification Agreement, between Accenture Holdings plc, Accenture LLP and the indemnitee party thereto (incorporated by reference to Exhibit 10.1 of the 8- K12G3)
- 21.1 Subsidiaries of the Registrant (filed herewith)

23.1	Consent of KPMG LLP (filed herewith)
23.2	Consent of KPMG LLP related to the Accenture plc 2010 Employee Share Purchase Plan (filed herewith)
24.1	Power of Attorney (included on the signature page hereto)
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a- 14(a) or 15d- 14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes- Oxley Act of 2002 (filed herewith)
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a- 14(a) or 15d- 14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes- Oxley Act of 2002 (filed herewith)
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002 (furnished herewith)
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002 (furnished herewith)
99.1	Amended and Restated Accenture plc 2010 Employee Share Purchase Plan Financial Statements (filed herewith)
101	The following financial information from Accenture plc's Annual Report on Form 10- K for the fiscal year ended August 31, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of August 31, 2016 and August 31, 2015, (ii) Consolidated Income Statements for the years ended August 31, 2016, 2015 and 2014, (iii) Consolidated Statements of Comprehensive Income for the years ended August 31, 2016, 2015 and 2014, (iv) Consolidated Shareholders' Equity Statement for the years ended August 31, 2016, 2015 and 2014, (v) Consolidated Cash Flows Statements for the years ended August 31, 2016, 2015 and 2014, and (vi) the Notes to Consolidated Financial Statements

(*) Indicates management contract or compensatory plan or arrangement.

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by us in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

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 on October 28, 2016 by the undersigned, thereunto duly authorized.

ACCENTURE PLC

By: /s/ PIERRE NANTERME
Name: Pierre Nanterme
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Pierre Nanterme, David P. Rowland and Joel Unruch, and each of them, as his or her true and lawful attorneys-in-fact and agents, with power to act with or without the others and with full power of substitution and resubstitution, to do any and all acts and things and to execute any and all instruments which said attorneys and agents and each of them may deem necessary or desirable to enable the registrant to comply with the U.S. Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the U.S. Securities and Exchange Commission thereunder in connection with the registrant's Annual Report on Form 10-K for the fiscal year ended August 31, 2016 (the "Annual Report"), including specifically, but without limiting the generality of the foregoing, power and authority to sign the name of the registrant and the name of the undersigned, individually and in his or her capacity as a director or officer of the registrant, to the Annual Report as filed with the U.S. Securities and Exchange Commission, to any and all amendments thereto, and to any and all instruments or documents filed as part thereof or in connection therewith; and each of the undersigned hereby ratifies and confirms all that said attorneys and agents and each of them shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on October 28, 2016 by the following persons on behalf of the registrant and in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ PIERRE NANTERME</u> Pierre Nanterme	Chief Executive Officer, Chairman of the Board and Director (principal executive officer)
<u>/s/ DAVID P. ROWLAND</u> David P. Rowland	Chief Financial Officer (principal financial officer)
<u>/s/ RICHARD P. CLARK</u> Richard P. Clark	Chief Accounting Officer (principal accounting officer)
<u>/s/ JAIME ARDILA</u> Jaime Ardila	Director
<u>/s/ DINA DUBLON</u> Dina Dublon	Director

<u>/s/ CHARLES GIANCARLO</u> Charles Giancarlo	Director
<u>/s/ WILLIAM L. KIMSEY</u> William L. Kimsey	Director
<u>/s/ MARJORIE MAGNER</u> Marjorie Magner	Director
<u>/s/ BLYTHE J. MCGARVIE</u> Blythe J. McGarvie	Director
<u>/s/ NANCY MCKINSTRY</u> Nancy McKinstry	Director
<u>/s/ GILLES C. PÉLISSON</u> Gilles C. PéliSSon	Director
<u>/s/ PAULA A. PRICE</u> Paula A. Price	Director
<u>/s/ ARUN SARIN</u> Arun Sarin	Director
<u>/s/ WULF VON SCHIMMELMANN</u> Wulf von Schimmelmann	Director
<u>/s/ FRANK K. TANG</u> Frank K. Tang	Director

ACCENTURE PLC
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Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders

Accenture plc:

We have audited the accompanying consolidated balance sheets of Accenture plc and its subsidiaries (the Company) as of August 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the years in the three- year period ended August 31, 2016. We also have audited Accenture plc's internal control over financial reporting as of August 31, 2016, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Accenture plc'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 (Item 9A). Our responsibility is to express an opinion on these consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. 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.

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 (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) 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 (3) 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.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Accenture plc and its subsidiaries as of August 31, 2016 and 2015, and the results of their operations and their cash flows for each of the years in the three- year period ended August 31, 2016, in conformity with U.S. generally accepted accounting principles. Also in our opinion, Accenture plc maintained, in all material respects, effective internal control over financial reporting as of August 31, 2016, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ KPMG LLP
Chicago, Illinois
October 28, 2016

ACCENTURE PLC
CONSOLIDATED BALANCE SHEETS
August 31, 2016 and 2015
(In thousands of U.S. dollars, except share and per share amounts)

	August 31, 2016	August 31, 2015
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 4,905,609	\$ 4,360,766
Short- term investments	2,875	2,448
Receivables from clients, net	4,072,180	3,840,920
Unbilled services, net	2,150,219	1,884,504
Other current assets	845,339	611,436
Total current assets	<u>11,976,222</u>	<u>10,700,074</u>
NON- CURRENT ASSETS:		
Unbilled services, net	68,145	15,501
Investments	198,633	45,027
Property and equipment, net	956,542	801,884
Goodwill	3,609,437	2,929,833
Deferred contract costs	733,219	655,482
Deferred income taxes, net	2,077,312	2,089,928
Other non- current assets	989,494	964,918
Total non- current assets	<u>8,632,782</u>	<u>7,502,573</u>
TOTAL ASSETS	<u>\$ 20,609,004</u>	<u>\$ 18,202,647</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current portion of long- term debt and bank borrowings	\$ 2,773	\$ 1,848
Accounts payable	1,280,821	1,151,464
Deferred revenues	2,364,728	2,251,617
Accrued payroll and related benefits	4,040,751	3,687,468
Accrued consumption taxes	358,359	319,350
Income taxes payable	362,963	516,827
Other accrued liabilities	468,529	562,432
Total current liabilities	<u>8,878,924</u>	<u>8,491,006</u>
NON- CURRENT LIABILITIES:		
Long- term debt	24,457	25,587
Deferred revenues	754,812	524,455
Retirement obligation	1,494,789	1,108,623
Deferred income taxes, net	111,020	91,372
Income taxes payable	850,709	996,077
Other non- current liabilities	304,917	317,956
Total non- current liabilities	<u>3,540,704</u>	<u>3,064,070</u>
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY:		
Ordinary shares, par value 1.00 euros per share, 40,000 shares authorized and issued as of August 31, 2016 and August 31, 2015	57	57
Class A ordinary shares, par value \$0.0000225 per share, 20,000,000,000 shares authorized, 654,202,813 and 804,757,785 shares issued as of August 31, 2016 and August 31, 2015, respectively	15	18
Class X ordinary shares, par value \$0.0000225 per share, 1,000,000,000 shares authorized, 21,917,155 and 23,335,142 shares issued and outstanding as of August 31, 2016 and August 31, 2015, respectively	—	1
Restricted share units	1,004,128	1,031,203
Additional paid- in capital	2,924,729	4,516,810
Treasury shares, at cost: Ordinary, 40,000 shares as of August 31, 2016 and August 31, 2015; Class A ordinary, 33,529,739 and 178,056,462 shares as of August 31, 2016 and August 31, 2015, respectively	(2,591,907)	(11,472,400)
Retained earnings	7,879,960	13,470,008
Accumulated other comprehensive loss	<u>(1,661,720)</u>	<u>(1,411,972)</u>
Total Accenture plc shareholders' equity	7,555,262	6,133,725
Noncontrolling interests	634,114	513,846
Total shareholders' equity	<u>8,189,376</u>	<u>6,647,571</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$ 20,609,004</u>	<u>\$ 18,202,647</u>

The accompanying Notes are an integral part of these Consolidated Financial Statements.

ACCENTURE PLC
CONSOLIDATED INCOME STATEMENTS
For the Years Ended August 31, 2016, 2015 and 2014
(In thousands of U.S. dollars, except share and per share amounts)

	<u>2016</u>	<u>2015</u>	<u>2014</u>
REVENUES:			
Revenues before reimbursements ("Net revenues")	\$ 32,882,723	\$ 31,047,931	\$ 30,002,394
Reimbursements	1,914,938	1,866,493	1,872,284
Revenues	<u>34,797,661</u>	<u>32,914,424</u>	<u>31,874,678</u>
OPERATING EXPENSES:			
Cost of services:			
Cost of services before reimbursable expenses	22,605,296	21,238,692	20,317,928
Reimbursable expenses	1,914,938	1,866,493	1,872,284
Cost of services	<u>24,520,234</u>	<u>23,105,185</u>	<u>22,190,212</u>
Sales and marketing	3,580,439	3,505,045	3,582,833
General and administrative costs	1,886,543	1,803,943	1,819,136
Pension settlement charge	—	64,382	—
Reorganization benefits, net	—	—	(18,015)
Total operating expenses	<u>29,987,216</u>	<u>28,478,555</u>	<u>27,574,166</u>
OPERATING INCOME	<u>4,810,445</u>	<u>4,435,869</u>	<u>4,300,512</u>
Interest income	30,484	33,991	30,370
Interest expense	(16,258)	(14,578)	(17,621)
Other expense, net	(69,922)	(44,752)	(15,560)
Gain on sale of businesses	848,823	—	—
INCOME BEFORE INCOME TAXES	<u>5,603,572</u>	<u>4,410,530</u>	<u>4,297,701</u>
Provision for income taxes	1,253,969	1,136,741	1,121,743
NET INCOME	<u>4,349,603</u>	<u>3,273,789</u>	<u>3,175,958</u>
Net income attributable to noncontrolling interests in Accenture Holdings plc and Accenture Canada Holdings Inc.	(195,560)	(178,925)	(187,107)
Net income attributable to noncontrolling interests – other	(42,151)	(41,283)	(47,353)
NET INCOME ATTRIBUTABLE TO ACCENTURE PLC	<u>\$ 4,111,892</u>	<u>\$ 3,053,581</u>	<u>\$ 2,941,498</u>
Weighted average Class A ordinary shares:			
Basic	624,797,820	626,799,586	634,216,250
Diluted	667,770,274	678,757,070	692,389,966
Earnings per Class A ordinary share:			
Basic	\$ 6.58	\$ 4.87	\$ 4.64
Diluted	\$ 6.45	\$ 4.76	\$ 4.52
Cash dividends per share	\$ 2.20	\$ 2.04	\$ 1.86

The accompanying Notes are an integral part of these Consolidated Financial Statements.

ACCENTURE PLC
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the Years Ended August 31, 2016, 2015 and 2014
(In thousands of U.S. dollars)

	2016	2015	2014
NET INCOME	\$ 4,349,603	\$ 3,273,789	\$ 3,175,958
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX:			
Foreign currency translation	(66,459)	(528,908)	89,805
Defined benefit plans	(285,885)	7,524	(105,739)
Cash flow hedges	101,299	(17,079)	196,732
Marketable securities	1,297	(1,561)	—
OTHER COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO ACCENTURE PLC	(249,748)	(540,024)	180,798
Other comprehensive income (loss) attributable to noncontrolling interests	(7,881)	10,160	9,183
COMPREHENSIVE INCOME	<u>\$ 4,091,974</u>	<u>\$ 2,743,925</u>	<u>\$ 3,365,939</u>
COMPREHENSIVE INCOME ATTRIBUTABLE TO ACCENTURE PLC	\$ 3,862,144	\$ 2,513,557	\$ 3,122,296
Comprehensive income attributable to noncontrolling interests	229,830	230,368	243,643
COMPREHENSIVE INCOME	<u>\$ 4,091,974</u>	<u>\$ 2,743,925</u>	<u>\$ 3,365,939</u>

The accompanying Notes are an integral part of these Consolidated Financial Statements.

ACCENTURE PLC
CONSOLIDATED SHAREHOLDERS' EQUITY STATEMENTS
For the Years Ended August 31, 2016, 2015 and 2014
(In thousands of U.S. dollars and share amounts)

	Ordinary Shares		Class A Ordinary Shares		Class X Ordinary Shares		Restricted Share Units	Additional Paid-in Capital	Treasury Shares		Retained Earnings	Accumulated Other Comprehensive Loss	Total Accenture plc Shareholders' Equity	Noncontrolling Interests	Total Shareholders' Equity
	No.		No.		No.				No.						
	\$	Shares	\$	Shares	\$	Shares			\$	Shares					
Balance as of August 31, 2013	\$ 57	40	\$ 171,302		\$ 180,312		\$ 875,156	\$ 2,393,936	\$ (7,326,079)	35,299	\$ 10,069,844	\$ (1,052,746)	\$ 4,960,186	\$ 467,643	\$ 5,427,829
Net income										2,941,498			2,941,498	234,460	3,175,958
Other comprehensive income (loss)												180,798	180,798	9,183	189,981
Income tax benefit on share-based compensation plans								78,421					78,421		78,421
Purchases of Class A ordinary shares								128,395	(2,403,373)	(30,629)			(2,274,978)	(128,395)	(2,403,373)
Share-based compensation expense							625,792	45,509					671,301		671,301
Purchases/redemptions of Accenture Holdings plc ordinary shares, Accenture Canada Holdings Inc. exchangeable shares and Class X ordinary shares					(2,255)			(147,278)					(147,278)	(8,783)	(156,061)
Employee share programs			114,325			(634,619)		858,012	306,250	7,518			529,644	28,853	558,497
Upon redemption of Accenture Holdings plc ordinary shares			1,242					5,784					5,784	(5,784)	—
Dividends						55,257					(1,234,147)		(1,178,890)	(76,026)	(1,254,916)
Other, net								(15,387)			(19,064)		(34,451)	32,151	(2,300)
Balance as of August 31, 2014	\$ 57	40	\$ 176,869		\$ 188,057		\$ 921,586	\$ 3,347,392	\$ (9,423,202)	358,410	\$ 11,758,131	\$ (871,948)	\$ 5,732,035	\$ 553,302	\$ 6,285,337

ACCENTURE PLC
CONSOLIDATED SHAREHOLDERS' EQUITY STATEMENTS — (continued)
For the Years Ended August 31, 2016, 2015, and 2014
(In thousands of U.S. dollars and share amounts)

	Ordinary Shares		Class A Ordinary Shares	Class X Ordinary Shares	Restricted Share Units	Additional Paid-in Capital	Treasury Shares		Retained Earnings	Accumulated Other Comprehensive Loss	Total Accenture plc Shareholders' Equity	Noncontrolling Interests	Total Shareholders' Equity
	No. Shares	No. Shares	No. Shares	No. Shares			No. Shares						
Net income									3,053,581		3,053,581	220,208	3,273,789
Other comprehensive income (loss)										(540,024)	(540,024)	10,160	(529,864)
Income tax benefit on share-based compensation plans						202,868					202,868		202,868
Purchases of Class A ordinary shares						112,476	(2,273,933)	(25,449)			(2,161,457)	(112,476)	(2,273,933)
Share-based compensation expense					634,195	46,134					680,329		680,329
Purchases/redemptions of Accenture Holdings plc ordinary shares, Accenture Canada Holdings Inc. exchangeable shares and Class X ordinary shares				(4,722)		(170,168)					(170,168)	(8,888)	(179,056)
Issuances of Class A ordinary shares:													
Employee share programs		11,649			(575,979)	878,939	224,735	5,763			527,695	26,454	554,149
Upon redemption of Accenture Holdings plc ordinary shares		6,240				29,815					29,815	(29,815)	—
Dividends					51,401				(1,328,188)		(1,276,787)	(76,684)	(1,353,471)
Other, net						69,354			(13,516)		55,838	(68,415)	(12,577)
Balance as of August 31, 2015	\$ 57	40	\$ 4,758	\$ 23,335	\$ 1,031,203	\$ 4,516,810	\$ (11,472,400)	(78,096)	\$ 13,470,008	\$ (1,411,972)	\$ 6,133,725	\$ 513,846	\$ 6,647,571

ACCENTURE PLC
CONSOLIDATED SHAREHOLDERS' EQUITY STATEMENTS — (continued)
For the Years Ended August 31, 2016, 2015, and 2014
(In thousands of U.S. dollars and share amounts)

	Ordinary Shares		Class A Ordinary Shares		Class X Ordinary Shares		Restricted Share Units	Additional Paid-in Capital	Treasury Shares		Retained Earnings	Accumulated Other Comprehensive Loss	Total Accenture plc Shareholders' Equity	Noncontrolling Interests	Total Shareholders' Equity
	No. Shares	No. Shares	No. Shares	No. Shares	No. Shares	No. Shares			\$	\$					
Net income											4,111,892		4,111,892	237,711	4,349,603
Other comprehensive income (loss)												(249,748)	(249,748)	(7,881)	(257,629)
Income tax benefit on share-based compensation plans							112,562						112,562		112,562
Purchases of Class A ordinary shares							103,760	(2,532,796)	(23,848)				(2,429,036)	(103,760)	(2,532,796)
Cancellation of treasury shares		(463,016)					(2,923,579)	11,199,016	663,016	(8,275,433)			—		—
Share-based compensation expense						701,923	56,253						758,176		758,176
Purchases/redemptions of Accenture Holdings plc ordinary shares, Accenture Canada Holdings Inc. exchangeable shares and Class X ordinary shares				(1)(1,418)			(68,481)						(68,482)	(3,711)	(72,193)
Issuances of Class A ordinary shares:															
Employee share programs		111,686				(785,141)	1,138,304	214,273	5,358				567,437	23,920	591,357
Upon redemption of Accenture Holdings plc ordinary shares		775					3,541						3,541	(3,541)	—
Dividends						51,137				(1,423,316)			(1,372,179)	(65,959)	(1,438,138)
Other, net						5,006	(14,441)			(3,191)			(12,626)	43,489	30,863
Balance as of August 31, 2016	\$ 57	40	\$ 1554,203	\$ —21,917	\$ 1,004,128	\$ 2,924,729	\$ (2,591,907)	\$ (3,570)	\$ 7,879,960	\$ (1,661,720)	\$ 7,555,262	\$ 634,114	\$ 8,189,376		

The accompanying Notes are an integral part of these Consolidated Financial Statements.

ACCENTURE PLC
CONSOLIDATED CASH FLOWS STATEMENTS
For the Years Ended August 31, 2016, 2015 and 2014
(In thousands of U.S. dollars)

	2016	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	\$ 4,349,603	\$ 3,273,789	\$ 3,175,958
Adjustments to reconcile Net income to Net cash provided by operating activities—			
Depreciation, amortization and asset impairments	729,052	645,923	620,743
Reorganization benefits, net	—	—	(18,015)
Share- based compensation expense	758,176	680,329	671,301
Gain on sale of businesses	(848,823)	—	—
Deferred income taxes, net	65,940	(459,109)	(74,092)
Other, net	(53,706)	(237,876)	104,950
Change in assets and liabilities, net of acquisitions—			
Receivables from clients, net	(177,156)	(158,990)	(464,639)
Unbilled services, current and non- current, net	(192,912)	(268,135)	(239,893)
Other current and non- current assets	(655,876)	(400,524)	(343,392)
Accounts payable	72,626	113,548	72,526
Deferred revenues, current and non- current	302,738	182,836	93,927
Accrued payroll and related benefits	386,018	586,548	(138,618)
Income taxes payable, current and non- current	(251,255)	105,037	108,860
Other current and non- current liabilities	90,690	28,761	(83,531)
Net cash provided by operating activities	<u>4,575,115</u>	<u>4,092,137</u>	<u>3,486,085</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Proceeds from sales of property and equipment	4,220	5,784	5,526
Purchases of property and equipment	(496,566)	(395,017)	(321,870)
Purchases of businesses and investments, net of cash acquired	(932,542)	(791,704)	(740,067)
Proceeds from the sale of businesses and investments, net of cash transferred	814,538	10,553	—
Net cash used in investing activities	<u>(610,350)</u>	<u>(1,170,384)</u>	<u>(1,056,411)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from issuance of ordinary shares	591,357	554,149	558,497
Purchases of shares	(2,604,989)	(2,452,989)	(2,559,434)
Proceeds from (repayments of) long- term debt, net	(1,059)	701	543
Cash dividends paid	(1,438,138)	(1,353,471)	(1,254,916)
Excess tax benefits from share- based payment arrangements	92,285	84,026	114,293
Other, net	(36,389)	(34,712)	(24,399)
Net cash used in financing activities	<u>(3,396,933)</u>	<u>(3,202,296)</u>	<u>(3,165,416)</u>
Effect of exchange rate changes on cash and cash equivalents	(22,989)	(279,996)	25,162
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	544,843	(560,539)	(710,580)
CASH AND CASH EQUIVALENTS , beginning of period	<u>4,360,766</u>	<u>4,921,305</u>	<u>5,631,885</u>
CASH AND CASH EQUIVALENTS , end of period	<u>\$ 4,905,609</u>	<u>\$ 4,360,766</u>	<u>\$ 4,921,305</u>
SUPPLEMENTAL CASH FLOW INFORMATION:			
Interest paid	\$ 16,285	\$ 14,810	\$ 17,595
Income taxes paid	\$ 1,425,480	\$ 1,433,538	\$ 962,976

The accompanying Notes are an integral part of these Consolidated Financial Statements.

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business

Accenture plc is one of the world's leading organizations providing consulting, technology and outsourcing services and operates globally with one common brand and business model designed to enable it to provide clients around the world with the same high level of service. Drawing on a combination of industry and functional expertise, technology capabilities and alliances, and global delivery resources, Accenture plc seeks to provide differentiated services that help clients measurably improve their business performance and create sustainable value for their customers and stakeholders. Accenture plc's global delivery model enables it to provide an end-to-end delivery capability by drawing on its global resources to deliver high-quality, cost-effective solutions to clients.

Basis of Presentation

The Consolidated Financial Statements include the accounts of Accenture plc, an Irish company, and its controlled subsidiary companies (collectively, the "Company"). Accenture plc's only business is to hold ordinary and deferred shares in, and to act as the controlling shareholder of, its subsidiary, Accenture Holdings plc, an Irish public limited company. The Company operates its business through Accenture Holdings plc and subsidiaries of Accenture Holdings plc. Accenture plc controls Accenture Holdings plc's management and operations and consolidates Accenture Holdings plc's results in its Consolidated Financial Statements.

On April 10, 2015, Accenture Holdings plc was incorporated in Ireland, as a public limited company, in order to further consolidate Accenture's presence in Ireland. On August 26, 2015, Accenture SCA merged with and into Accenture Holdings plc, with Accenture Holdings plc as the surviving entity. This merger was a transaction between entities under common control and had no effect on the Company's Consolidated Financial Statements.

All references to Accenture Holdings plc included in this report with respect to periods prior to August 26, 2015 reflect the activity and/or balances of Accenture SCA (the predecessor of Accenture Holdings plc). The shares of Accenture Holdings plc and Accenture Canada Holdings Inc. held by persons other than the Company are treated as a noncontrolling interest in the Consolidated Financial Statements. The noncontrolling interest percentages were 4% and 5% as of August 31, 2016 and 2015, respectively.

All references to years, unless otherwise noted, refer to the Company's fiscal year, which ends on August 31. For example, a reference to "fiscal 2016" means the 12-month period that ended on August 31, 2016. All references to quarters, unless otherwise noted, refer to the quarters of the Company's fiscal year.

The preparation of the Consolidated Financial Statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect amounts reported in the Consolidated Financial Statements and accompanying disclosures. Although these estimates are based on management's best knowledge of current events and actions that the Company may undertake in the future, actual results may be different from those estimates.

Revenue Recognition

Revenues from contracts for technology integration consulting services where the Company designs/redesigns, builds and implements new or enhanced systems applications and related processes for its clients are recognized on the percentage-of-completion method, which involves calculating the percentage of services provided during the reporting period compared to the total estimated services to be provided over the duration of the contract. Contracts for technology integration consulting services generally span six months to two years. Estimated revenues used in applying the percentage-of-completion method include estimated incentives for which achievement of defined goals is deemed probable. This method is followed where reasonably dependable estimates of revenues and costs can be made. Estimates of total contract revenues and costs are continuously monitored during the term of the contract, and recorded revenues and estimated costs are subject to revision as the contract progresses. Such revisions may result in increases or decreases to revenues and income and are reflected in the Consolidated Financial Statements in the periods in which they are first identified. If the Company's estimates indicate that a contract loss will occur, a loss provision is recorded in the period in which the loss first becomes probable and reasonably estimable. Contract losses are determined to be the amount by which the estimated total direct and indirect costs of the contract exceed the estimated total revenues that will be generated by the contract and are included in Cost of services and classified in Other accrued liabilities.

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (continued)
(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

Revenues from contracts for non- technology integration consulting services with fees based on time and materials or cost- plus are recognized as the services are performed and amounts are earned. The Company considers amounts to be earned once evidence of an arrangement has been obtained, services are delivered, fees are fixed or determinable, and collectibility is reasonably assured. In such contracts, the Company's efforts, measured by time incurred, typically are provided in less than a year and represent the contractual milestones or output measure, which is the contractual earnings pattern. For non- technology integration consulting contracts with fixed fees, the Company recognizes revenues as amounts become billable in accordance with contract terms, provided the billable amounts are not contingent, are consistent with the services delivered and are earned. Contingent or incentive revenues relating to non- technology integration consulting contracts are recognized when the contingency is satisfied and the Company concludes the amounts are earned.

Outsourcing contracts typically span several years and involve complex delivery, often through multiple workforces in different countries. In a number of these arrangements, the Company hires client employees and becomes responsible for certain client obligations. Revenues are recognized on outsourcing contracts as amounts become billable in accordance with contract terms, unless the amounts are billed in advance of performance of services, in which case revenues are recognized when the services are performed and amounts are earned. Revenues from time- and- materials or cost- plus contracts are recognized as the services are performed. In such contracts, the Company's effort, measured by time incurred, represents the contractual milestones or output measure, which is the contractual earnings pattern. Revenues from unit- priced contracts are recognized as transactions are processed based on objective measures of output. Revenues from fixed- price contracts are recognized on a straight- line basis, unless revenues are earned and obligations are fulfilled in a different pattern. Outsourcing contracts can also include incentive payments for benefits delivered to clients. Revenues relating to such incentive payments are recorded when the contingency is satisfied and the Company concludes the amounts are earned.

Costs related to delivering outsourcing services are expensed as incurred with the exception of certain transition costs related to the set- up of processes, personnel and systems, which are deferred during the transition period and expensed evenly over the period outsourcing services are provided. The deferred costs are specific internal costs or incremental external costs directly related to transition or set- up activities necessary to enable the outsourced services. Generally, deferred amounts are protected in the event of early termination of the contract and are monitored regularly for impairment. Impairment losses are recorded when projected remaining undiscounted operating cash flows of the related contract are not sufficient to recover the carrying amount of contract assets. Deferred transition costs were \$709,444 and \$630,420 as of August 31, 2016 and 2015, respectively, and are included in Deferred contract costs. Amounts billable to the client for transition or set- up activities are deferred and recognized as revenue evenly over the period outsourcing services are provided. Deferred transition revenues were \$604,674 and \$522,968 as of August 31, 2016 and 2015, respectively, and are included in non- current Deferred revenues. Contract acquisition and origination costs are expensed as incurred.

The Company enters into contracts that may consist of multiple deliverables. These contracts may include any combination of technology integration consulting services, non- technology integration consulting services or outsourcing services described above. Revenues for contracts with multiple deliverables are allocated based on the lesser of the element's relative selling price or the amount that is not contingent on future delivery of another deliverable. The selling price of each deliverable is determined by obtaining third party evidence of the selling price for the deliverable and is based on the price charged when largely similar services are sold on a standalone basis by the Company to similarly situated customers. If the amount of non- contingent revenues allocated to a deliverable accounted for under the percentage- of- completion method of accounting is less than the costs to deliver such services, then such costs are deferred and recognized in future periods when the revenues become non- contingent. Revenues are recognized in accordance with the Company's accounting policies for the separate deliverables when the services have value on a stand- alone basis, selling price of the separate deliverables exists and, in arrangements that include a general right of refund relative to the completed deliverable, performance of the in- process deliverable is considered probable and substantially in the Company's control. While determining fair value and identifying separate deliverables require judgment, generally fair value and the separate deliverables are readily identifiable as the Company also sells those deliverables unaccompanied by other deliverables.

Revenues recognized in excess of billings are recorded as Unbilled services. Billings in excess of revenues recognized are recorded as Deferred revenues until revenue recognition criteria are met. Client prepayments (even if nonrefundable) are deferred and recognized over future periods as services are delivered or performed.

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (continued)
(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

Revenues before reimbursements (“net revenues”) include the margin earned on computer hardware, software and related services resale, as well as revenues from alliance agreements. Reimbursements include billings for travel and other out-of-pocket expenses and third-party costs, such as the cost of hardware, software and related services resales. In addition, Reimbursements include allocations from gross billings to record an amount equivalent to reimbursable costs, where billings do not specifically identify reimbursable expenses. The Company reports revenues net of any revenue-based taxes assessed by governmental authorities that are imposed on and concurrent with specific revenue-producing transactions.

Employee Share- Based Compensation Arrangements

Share-based compensation expense is recognized over the requisite service period for awards of equity instruments to employees based on the grant date fair value of those awards expected to ultimately vest. Forfeitures are estimated on the date of grant and revised if actual or expected forfeiture activity differs materially from original estimates.

Income Taxes

The Company calculates and provides for income taxes in each of the tax jurisdictions in which it operates. Deferred tax assets and liabilities, measured using enacted tax rates, are recognized for the future tax consequences of temporary differences between the tax and financial statement bases of assets and liabilities. A valuation allowance reduces the deferred tax assets to the amount that is more likely than not to be realized. The Company establishes liabilities or reduces assets for uncertain tax positions when the Company believes those tax positions are not more likely than not of being sustained if challenged. Each fiscal quarter, the Company evaluates these uncertain tax positions and adjusts the related tax assets and liabilities in light of changing facts and circumstances.

Translation of Non- U.S. Currency Amounts

Assets and liabilities of non- U.S. subsidiaries whose functional currency is not the U.S. dollar are translated into U.S. dollars at fiscal year-end exchange rates. Revenue and expense items are translated at average foreign currency exchange rates prevailing during the fiscal year. Translation adjustments are included in Accumulated other comprehensive loss. Gains and losses arising from intercompany foreign currency transactions that are of a long-term investment nature are reported in the same manner as translation adjustments.

Cash and Cash Equivalents

Cash and cash equivalents consist of all cash balances and liquid investments with original maturities of three months or less, including certificates of deposit and time deposits. Cash and cash equivalents also include restricted cash of \$45,478 and \$45,935 as of August 31, 2016 and 2015, respectively, which primarily relates to cash held to meet certain insurance requirements. As a result of certain subsidiaries’ cash management systems, checks issued but not presented to the banks for payment may create negative book cash balances. Such negative balances are classified as Current portion of long term debt and bank borrowings.

Client Receivables, Unbilled Services and Allowances

The Company records its client receivables and unbilled services at their face amounts less allowances. On a periodic basis, the Company evaluates its receivables and unbilled services and establishes allowances based on historical experience and other currently available information. As of August 31, 2016 and 2015, total allowances recorded for client receivables and unbilled services were \$79,440 and \$70,165, respectively. The allowance reflects the Company’s best estimate of collectibility risks on outstanding receivables and unbilled services. In limited circumstances, the Company agrees to extend financing to certain clients. The terms vary by contract, but generally payment for services is contractually linked to the achievement of specified performance milestones.

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (continued)
(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

Concentrations of Credit Risk

The Company's financial instruments, consisting primarily of cash and cash equivalents, foreign currency exchange rate instruments, client receivables and unbilled services, are exposed to concentrations of credit risk. The Company places its cash and cash equivalents and foreign exchange instruments with highly- rated financial institutions, limits the amount of credit exposure with any one financial institution and conducts ongoing evaluations of the credit worthiness of the financial institutions with which it does business. Client receivables are dispersed across many different industries and countries; therefore, concentrations of credit risk are limited.

Investments

All liquid investments with an original maturity greater than three months but less than one year are considered to be short- term investments. Non- current investments are primarily non- marketable equity securities of privately held companies and are accounted for using either the equity or cost methods of accounting, in accordance with the requirements of Accounting Standards Codification 323, Investments—Equity Method and Joint Ventures. Marketable securities are classified as available- for- sale investments and reported at fair value with changes in unrealized gains and losses recorded as a separate component of Accumulated other comprehensive loss until realized. Interest and amortization of premiums and discounts for debt securities are included in Interest income.

Cost method investments are periodically assessed for other- than- temporary impairment. For investments in privately held companies, if there are no identified events or circumstances that would have a significant adverse effect on the fair value of the investment, the fair value is not estimated. If an investment is deemed to have experienced an other- than- temporary decline below its cost basis, the Company reduces the carrying amount of the investment to its quoted or estimated fair value, as applicable, and establishes a new cost basis for the investment.

Property and Equipment

Property and equipment is stated at cost, net of accumulated depreciation. Depreciation of property and equipment is computed on a straight- line basis over the following estimated useful lives:

Computers, related equipment and software	2 to 7 years
Furniture and fixtures	5 to 10 years
Leasehold improvements	Lesser of lease term or 15 years

Goodwill

Goodwill represents the excess of the purchase price of an acquired entity over the fair value of net assets acquired. The Company reviews the recoverability of goodwill by reportable operating segment annually, or more frequently when indicators of impairment exist. Based on the results of its annual impairment analysis, the Company determined that no impairment existed as of August 31, 2016 and 2015, as each reportable operating segment's estimated fair value substantially exceeded its carrying value.

Long- Lived Assets

Long- lived assets, including deferred contract costs and identifiable intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be recoverable. Recoverability of long- lived assets or groups of assets is assessed based on a comparison of the carrying amount to the estimated future net cash flows. If estimated future undiscounted net cash flows are less than the carrying amount, the asset is considered impaired and a loss is recorded equal to the amount required to reduce the carrying amount to fair value.

Intangible assets with finite lives are generally amortized using the straight- line method over their estimated economic useful lives, ranging from one to fifteen years.

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (continued)
(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

Operating Expenses

Selected components of operating expenses were as follows:

	Fiscal		
	2016	2015	2014
Training costs	\$ 940,509	\$ 841,440	\$ 786,517
Research and development costs	643,407	625,541	639,513
Advertising costs	80,601	79,899	87,559
Provision for (release of) doubtful accounts (1)	15,312	(10,336)	(12,867)

(1) For additional information, see “Client Receivables, Unbilled Services and Allowances”.

Recently Adopted Accounting Pronouncement

In August 2016, the Company early adopted Financial Accounting Standards Board (“FASB”) Accounting Standards Update (“ASU”) No. 2015- 17, Balance Sheet Classification of Deferred Taxes, which amends existing guidance on income taxes to require the classification of all deferred tax assets and liabilities as non- current on the balance sheet. The Company adopted this ASU using the retrospective method which required reclassification of current deferred taxes as previously reported on the Company’s August 31, 2015 Consolidated Balance Sheets to non- current, resulting in an increase to non- current deferred tax assets of \$815,909 and a decrease to noncurrent deferred tax liabilities of \$22,218.

New Accounting Pronouncements

On March 31, 2016, the FASB issued ASU No. 2016- 09, Improvements to Employee Share- Based Payment Accounting, which simplifies the accounting for share- based payment transactions. The new guidance requires excess tax benefits and tax deficiencies to be recorded in the income statement when the awards vest or are settled. In addition, the ASU includes provisions that impact the classification of awards as either equity or liabilities and the classification of excess tax benefits on the cash flow statements. The Company will early adopt the standard effective September 1, 2016. Following adoption, the primary impact on the Company’s Consolidated Financial Statements will be the recognition of excess tax benefits in the provision for income taxes rather than Additional paid- in capital, which will likely result in increased volatility in the reported amounts of income tax expense and net income. The Company estimates this change will reduce its fiscal 2017 effective tax rate by less than two percentage points. The actual impact of adopting this standard on the effective tax rate will vary depending on the Company’s share price during fiscal 2017. Provisions of the new guidance related to changes to classification of excess tax benefits in the cash flow statements are expected to be adopted retrospectively. The Company is continuing to evaluate the impacts of the adoption of this guidance and its preliminary assessments are subject to change.

On March 15, 2016, the FASB issued ASU No. 2016- 07, Simplifying the Transition to the Equity Method of Accounting, which eliminates the requirement to retrospectively apply equity method accounting when an entity increases ownership or influence in a previously held investment. The ASU will be effective for the Company beginning September 1, 2017, including interim periods in its fiscal year 2018. The Company does not expect the adoption of this ASU to have a material impact on its Consolidated Financial Statements.

On February 25, 2016, the FASB issued ASU No. 2016- 02, Leases, which amends existing guidance to require lessees to recognize assets and liabilities on the balance sheet for the rights and obligations created by long- term leases and to disclose additional quantitative and qualitative information about leasing arrangements. The ASU will be effective for the Company beginning September 1, 2019, including interim periods in its fiscal year 2020, and allows for a modified retrospective method upon adoption. The Company is assessing the impact of this ASU on its Consolidated Financial Statements.

On January 5, 2016, the FASB issued ASU No. 2016- 01, Recognition and Measurement of Financial Assets and Financial Liabilities, which amends certain aspects of recognition, measurement, presentation and disclosure of financial instruments. The ASU will be effective for the Company beginning September 1, 2018, including interim periods in its fiscal year 2019. The Company does not expect the adoption of this ASU to have a material impact on its Consolidated Financial Statements.

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (continued)
(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

On May 28, 2014, the FASB issued ASU No. 2014- 09 (Accounting Standard Codification 606), Revenue from Contracts with Customers, which will replace most existing revenue recognition guidance in U.S. GAAP. The core principle of the ASU is that an entity should recognize revenue for the transfer of goods or services equal to the amount that it expects to be entitled to receive for those goods or services. The ASU requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments. The ASU will be effective for the Company beginning September 1, 2018, including interim periods in its fiscal year 2019, and allows for both retrospective and modified retrospective methods of adoption. The Company will adopt the guidance on September 1, 2018 and apply the modified retrospective method. The Company is assessing the impact of this ASU on its Consolidated Financial Statements.

2. EARNINGS PER SHARE

Basic and diluted earnings per share were calculated as follows:

	2016	Fiscal 2015	2014
Basic Earnings per share			
Net income attributable to Accenture plc	\$ 4,111,892	\$ 3,053,581	\$ 2,941,498
Basic weighted average Class A ordinary shares	624,797,820	626,799,586	634,216,250
Basic earnings per share	<u>\$ 6.58</u>	<u>\$ 4.87</u>	<u>\$ 4.64</u>
Diluted Earnings per share			
Net income attributable to Accenture plc	\$ 4,111,892	\$ 3,053,581	\$ 2,941,498
Net income attributable to noncontrolling interests in Accenture Holdings plc and Accenture Canada Holdings Inc. (1)	195,560	178,925	187,107
Net income for diluted earnings per share calculation	<u>\$ 4,307,452</u>	<u>\$ 3,232,506</u>	<u>\$ 3,128,605</u>
Basic weighted average Class A ordinary shares	624,797,820	626,799,586	634,216,250
Class A ordinary shares issuable upon redemption/exchange of noncontrolling interests (1)	29,712,982	36,693,816	40,333,904
Diluted effect of employee compensation related to Class A ordinary shares	13,105,585	15,094,672	17,689,942
Diluted effect of share purchase plans related to Class A ordinary shares	153,887	168,996	149,870
Diluted weighted average Class A ordinary shares	667,770,274	678,757,070	692,389,966
Diluted earnings per share	<u>\$ 6.45</u>	<u>\$ 4.76</u>	<u>\$ 4.52</u>

(1) Diluted earnings per share assumes the redemption of all Accenture Holdings plc ordinary shares owned by holders of noncontrolling interests and the exchange of all Accenture Canada Holdings Inc. exchangeable shares for Accenture plc Class A ordinary shares, on a one- for- one basis. The income effect does not take into account "Net income attributable to noncontrolling interests—other," since those shares are not redeemable or exchangeable for Accenture plc Class A ordinary shares.

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (continued)
(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

3. ACCUMULATED OTHER COMPREHENSIVE LOSS

The following table summarizes the changes in the accumulated balances for each component of accumulated other comprehensive loss attributable to Accenture plc:

	Fiscal		
	2016	2015	2014
Foreign currency translation			
Beginning balance	\$ (853,504)	\$ (324,596)	\$ (414,401)
Foreign currency translation	(67,884)	(524,729)	91,170
Income tax benefit	2,120	6,520	2,236
Portion attributable to noncontrolling interests	(695)	(10,699)	(3,601)
Foreign currency translation, net of tax	(66,459)	(528,908)	89,805
Ending balance	(919,963)	(853,504)	(324,596)
Defined benefit plans			
Beginning balance	(523,619)	(531,143)	(425,404)
Actuarial losses	(481,331)	(77,228)	(177,243)
Pension settlement	—	64,382	—
Prior service costs arising during the period	1,561	(79)	(468)
Reclassifications into net periodic pension and post- retirement expense	26,639	27,538	20,026
Income tax benefit (expense)	153,869	(6,725)	45,459
Portion attributable to noncontrolling interests	13,377	(364)	6,487
Defined benefit plans, net of tax	(285,885)	7,524	(105,739)
Ending balance (1)	(809,504)	(523,619)	(531,143)
Cash flow hedges			
Beginning balance	(33,288)	(16,209)	(212,941)
Unrealized gains (losses)	180,196	(17,207)	222,100
Reclassification adjustments into Cost of services	(23,004)	(15,207)	101,026
Income tax (expense) benefit	(51,153)	14,508	(114,325)
Portion attributable to noncontrolling interests	(4,740)	827	(12,069)
Cash flow hedges, net of tax	101,299	(17,079)	196,732
Ending balance (2)	68,011	(33,288)	(16,209)
Marketable securities			
Beginning balance	(1,561)	—	—
Unrealized gain (loss)	2,231	(2,693)	—
Income tax (expense) benefit	(873)	1,056	—
Portion attributable to noncontrolling interests	(61)	76	—
Marketable securities, net of tax	1,297	(1,561)	—
Ending balance	(264)	(1,561)	—
Accumulated other comprehensive loss	<u>\$ (1,661,720)</u>	<u>\$ (1,411,972)</u>	<u>\$ (871,948)</u>

(1) As of August 31, 2016, \$50,410 of net losses is expected to be reclassified into net periodic pension expense recognized in Cost of services, Sales and marketing and General and administrative costs in the next twelve months.

(2) As of August 31, 2016, \$61,135 of net unrealized gains related to derivatives designated as cash flow hedges is expected to be reclassified into Cost of services in the next twelve months.

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (continued)
(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

4. PROPERTY AND EQUIPMENT

The components of Property and equipment, net were as follows:

	August 31, August 31,	
	2016	2015
Buildings and land	\$ 2,914	\$ 2,939
Computers, related equipment and software	1,428,134	1,386,226
Furniture and fixtures	354,523	310,971
Leasehold improvements	900,996	750,716
Property and equipment, gross	2,686,567	2,450,852
Total accumulated depreciation	(1,730,025)	(1,648,968)
Property and equipment, net	<u>\$ 956,542</u>	<u>\$ 801,884</u>

5. BUSINESS COMBINATIONS AND DIVESTITURES**Fiscal 2016****Business Combinations**

On October 20, 2015, the Company acquired Cloud Sherpas (through its holding company, Declarative Holdings, Inc.), a leader in cloud advisory and technology services, for approximately \$409,424, net of cash acquired. This acquisition enhances the Company's ability to provide clients with cloud strategy and technology consulting, as well as cloud application implementation, integration and management services, and resulted in approximately 1,100 employees joining the Company. In connection with this acquisition, the Company recorded goodwill of \$385,337, which was allocated to all five reportable operating segments, and intangible assets of \$66,522, primarily related to customer- related intangibles. The goodwill is non- deductible for U.S. federal income tax purposes. The intangible assets are being amortized over one to seven years. The pro forma effects of this acquisition on the Company's operations were not material.

During fiscal 2016, the Company also completed other individually immaterial acquisitions for total consideration of \$458,892, net of cash acquired. These acquisitions were completed primarily to expand the Company's services and solutions offerings. In connection with these acquisitions, the Company recorded goodwill of \$382,326, which was allocated among the reportable operating segments, and intangible assets of \$109,981, primarily consisting of customer- related and technology intangibles. The goodwill is partially deductible for U.S. federal income tax purposes. The intangible assets are being amortized over one to ten years. The pro forma effects of these acquisitions on the Company's operations were not material.

Divestiture

On January 26, 2016, the Company completed the sale of Navitaire LLC ("Navitaire"), a wholly owned subsidiary of the Company that provides technology and business solutions to the airline industry, to Amadeus IT Group, S.A. ("Amadeus"). Concurrent with the sale, the Company also entered into several arrangements to provide services to Amadeus, principally infrastructure outsourcing, over the next five years. The Company received a total of \$825,644, net of transaction costs and cash divested, of which \$214,500 was recorded as deferred revenue attributable to arrangements to provide services to Amadeus. In connection with the sale of Navitaire, the Company recorded a gain of \$547,584 (reported in "Gain on sale of businesses" in the Consolidated Income Statements) and recorded related income taxes of \$55,759. Approximately 600 Navitaire employees transferred to Amadeus as a part of this sale.

Joint Venture

On August 1, 2016, the Company completed the transfer of its Duck Creek business to Apax Partners LLP in exchange for \$196,198, net of transaction costs and cash divested, and a 40% non- controlling interest in the newly formed joint venture, Duck Creek Technologies LLC ("Duck Creek"). Duck Creek's business is to accelerate the innovation of claims, billing and policy administration software for the insurance industry. In connection with the transaction, which resulted in the recording of the retained non- controlling interest at fair value, the Company recorded a gain of \$301,239 (reported in "Gain on sale of businesses" in the Consolidated Income Statements) and related income tax expense of \$48,286. The fair value of the Company's retained interest in Duck Creek was calculated based on the terms of the transfer and other factors related to the valuation of the non- controlling interest. Adjustments related

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to the completion of certain post- closing matters may be recorded in subsequent periods. Approximately 1,000 employees moved to Duck Creek as a part of this transaction.

Fiscal 2015 Acquisitions

On March 25, 2015, the Company acquired Agilex Technologies, Inc., a provider of digital solutions for the U.S. federal government, for \$264,444, net of cash acquired. This acquisition enhanced Accenture's digital capabilities in analytics, cloud and mobility for federal agencies and resulted in approximately 730 employees joining the Company. In connection with this acquisition, the Company recorded goodwill of \$206,123, which was allocated to the Health & Public Service operating segment, and intangible assets of \$50,800, primarily consisting of customer- related intangibles. The goodwill is non- deductible for U.S. federal income tax purposes. The intangible assets are being amortized over one to eight years. The pro forma effects of this acquisition on the Company's operations were not material. During fiscal 2015, the Company also completed other individually immaterial acquisitions for total consideration of \$510,236, net of cash acquired. These acquisitions were completed primarily to expand the Company's services and solutions offerings. In connection with these acquisitions, the Company recorded goodwill of \$427,435, which was allocated among the reportable operating segments, and intangible assets of \$120,970, primarily consisting of customer- related and technology intangibles. The goodwill is partially deductible for U.S. federal income tax purposes. The intangible assets are being amortized over one to eleven years. The pro forma effects of these acquisitions on the Company's operations were not material.

Fiscal 2014 Acquisitions

On December 4, 2013, the Company acquired Procurian Inc. ("Procurian"), a provider of procurement business process solutions, for \$386,407, net of cash acquired. This acquisition enhanced Accenture's capabilities in procurement business process outsourcing across a range of industries and resulted in approximately 780 employees joining Accenture. In connection with this acquisition, the Company recorded goodwill of \$305,627, which was allocated to all five reportable operating segments, and intangible assets of \$60,514, primarily consisting of customer- related and technology intangibles. The goodwill is substantially non- deductible for U.S. federal income tax purposes. The intangible assets are being amortized over one to twelve years. The pro forma effects of this acquisition on the Company's operations were not material.

During fiscal 2014, the Company also completed other individually immaterial acquisitions for total consideration of \$320,225, net of cash acquired. These acquisitions were completed primarily to expand the Company's services and solutions offerings. In connection with these acquisitions, the Company recorded goodwill of \$256,704, which was allocated among the reportable operating segments, and intangible assets of \$80,305, primarily consisting of customer- related and technology intangibles. The goodwill is partially deductible for U.S. federal income tax purposes. The intangible assets are being amortized over one to twelve years. The pro forma effects of these acquisitions on the Company's operations were not material.

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6. GOODWILL AND INTANGIBLE ASSETS
Goodwill

The changes in the carrying amount of goodwill by reportable operating segment were as follows:

	August 31, 2014	Additions/ Adjustments	Foreign Currency Translation	August 31, 2015	Additions/ Adjustments	Foreign Currency Translation	August 31, 2016
Communications, Media & Technology	\$ 338,855	\$ 42,797	\$ (16,828)	\$ 364,824	\$ 194,365	\$ (12,623)	\$ 546,566
Financial Services	707,093	35,060	(28,723)	713,430	149,811	(8,865)	854,376
Health & Public Service	375,052	218,461	(4,620)	588,893	130,787	(3,831)	715,849
Products	836,858	198,274	(33,364)	1,001,768	134,607	(23,384)	1,112,991
Resources	138,036	144,844	(21,962)	260,918	123,613	(4,876)	379,655
Total	<u>\$ 2,395,894</u>	<u>\$ 639,436</u>	<u>\$ (105,497)</u>	<u>\$ 2,929,833</u>	<u>\$ 733,183</u>	<u>\$ (53,579)</u>	<u>\$ 3,609,437</u>

Goodwill includes immaterial adjustments related to divestitures and prior period acquisitions.

Intangible Assets

The Company's definite-lived intangible assets by major asset class were as follows:

Intangible Asset Class	August 31, 2016			August 31, 2015		
	Gross		Net	Gross		Net
	Carrying Amount	Accumulated Amortization	Carrying Amount	Carrying Amount	Accumulated Amortization	Carrying Amount
Customer-related	\$ 532,753	\$ (159,774)	\$ 372,979	\$ 449,219	\$ (120,841)	\$ 328,378
Technology	100,363	(48,270)	52,093	104,824	(44,988)	59,836
Patents	118,906	(57,951)	60,955	114,979	(54,064)	60,915
Other	43,804	(19,680)	24,124	31,480	(15,702)	15,778
Total	<u>\$ 795,826</u>	<u>\$ (285,675)</u>	<u>\$ 510,151</u>	<u>\$ 700,502</u>	<u>\$ (235,595)</u>	<u>\$ 464,907</u>

Total amortization related to the Company's intangible assets was \$117,882, \$99,633 and \$75,232 for fiscal 2016, 2015 and 2014, respectively. Estimated future amortization related to intangible assets held at August 31, 2016 is as follows:

Fiscal Year	Estimated Amortization
2017	\$ 107,291
2018	92,066
2019	74,617
2020	65,658
2021	45,747
Thereafter	124,772
Total	<u>\$ 510,151</u>

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7. DERIVATIVE FINANCIAL INSTRUMENTS

In the normal course of business, the Company uses derivative financial instruments to manage foreign currency exchange rate risk. Derivative transactions are governed by a uniform set of policies and procedures covering areas such as authorization, counterparty exposure and hedging practices. Positions are monitored using techniques such as market value and sensitivity analyses. The Company does not enter into derivative transactions for trading purposes. The Company classifies cash flows from its derivative programs as cash flows from operating activities in the Consolidated Cash Flows Statements.

Certain derivatives also give rise to credit risks from the possible non- performance by counterparties. Credit risk is generally limited to the fair value of those contracts that are favorable to the Company, and the maximum amount of loss due to credit risk, based on the gross fair value of all of the Company's derivative financial instruments, was \$129,603 as of August 31, 2016.

The Company also utilizes standard counterparty master agreements containing provisions for the netting of certain foreign currency transaction obligations and for set- off of certain obligations in the event of an insolvency of one of the parties to the transaction. These provisions may reduce the Company's potential overall loss resulting from the insolvency of a counterparty and reduce a counterparty's potential overall loss resulting from the insolvency of the Company. Additionally, these agreements contain early termination provisions triggered by adverse changes in a counterparty's credit rating, thereby enabling the Company to accelerate settlement of a transaction prior to its contractual maturity and potentially decrease the Company's realized loss on an open transaction. Similarly, a decrement in the Company's credit rating could trigger a counterparty's early termination rights, thereby enabling a counterparty to accelerate settlement of a transaction prior to its contractual maturity and potentially increase the Company's realized loss on an open transaction. The aggregate fair value of the Company's derivative instruments with credit- risk- related contingent features that are in a liability position as of August 31, 2016 was \$33,774.

The Company's derivative financial instruments consist of deliverable and non- deliverable foreign currency forward contracts. Fair values for derivative financial instruments are based on prices computed using third- party valuation models and are classified as Level 2 in accordance with the three- level hierarchy of fair value measurements. All of the significant inputs to the third- party valuation models are observable in active markets. Inputs include current market- based parameters such as forward rates, yield curves and credit default swap pricing. For additional information related to the three- level hierarchy of fair value measurements, see Note 10 (Retirement and Profit Sharing Plans) to these Consolidated Financial Statements.

Cash Flow Hedges

Certain of the Company's subsidiaries are exposed to currency risk through their use of resources supplied by the Company's Global Delivery Network. To mitigate this risk, the Company uses foreign currency forward contracts to hedge the foreign exchange risk of the forecasted intercompany expenses denominated in foreign currencies for up to three years in the future. The Company has designated these derivatives as cash flow hedges. As of August 31, 2016 and 2015, the Company held no derivatives that were designated as fair value or net investment hedges.

In order for a derivative to qualify for hedge accounting, the derivative must be formally designated as a fair value, cash flow or net investment hedge by documenting the relationship between the derivative and the hedged item. The documentation includes a description of the hedging instrument, the hedged item, the risk being hedged, the Company's risk management objective and strategy for undertaking the hedge, the method for assessing the effectiveness of the hedge and the method for measuring hedge ineffectiveness. Additionally, the hedge relationship must be expected to be highly effective at offsetting changes in either the fair value or cash flows of the hedged item at both inception of the hedge and on an ongoing basis. The Company assesses the ongoing effectiveness of its hedges using the Hypothetical Derivative Method, which measures hedge ineffectiveness based on a comparison of the change in fair value of the actual derivative designated as the hedging instrument and the change in fair value of a hypothetical derivative. The hypothetical derivative would have terms that identically match the critical terms of the hedged item. The Company measures and records hedge ineffectiveness at the end of each fiscal quarter.

For a cash flow hedge, the effective portion of the change in estimated fair value of a hedging instrument is recorded in Accumulated other comprehensive loss as a separate component of Shareholders' Equity and is reclassified into Cost of services in the Consolidated Income Statement during the period in which the hedged transaction is recognized. The amounts related to derivatives designated as cash flow hedges that were reclassified into Cost of services were a net gain of \$23,004 and \$15,207 during fiscal 2016 and 2015, respectively, and a net loss of \$101,026 during fiscal 2014. The ineffective portion of the change in fair value of a cash flow hedge is recognized immediately

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in Other expense, net in the Consolidated Income Statement and for fiscal 2016, 2015 and 2014, was not material. In addition, the Company did not discontinue any cash flow hedges during fiscal 2016 and 2015 or 2014.

Other Derivatives

The Company also uses foreign currency forward contracts, which have not been designated as hedges, to hedge balance sheet exposures, such as intercompany loans. These instruments are generally short- term in nature, with typical maturities of less than one year, and are subject to fluctuations in foreign exchange rates. Realized gains or losses and changes in the estimated fair value of these derivatives were a net loss of \$84,293 and \$257,783 for fiscal 2016 and 2015, respectively, and a net gain of \$78,446 for fiscal 2014. Gains and losses on these contracts are recorded in Other expense, net in the Consolidated Income Statement and are offset by gains and losses on the related hedged items.

Fair Value of Derivative Instruments

The notional and fair values of all derivative instruments were as follows:

	August 31, 2016	August 31, 2015
Assets		
Cash Flow Hedges		
Other current assets	\$ 71,955	\$ 28,282
Other non- current assets	45,683	13,503
Other Derivatives		
Other current assets	11,965	18,233
Total assets	<u>\$ 129,603</u>	<u>\$ 60,018</u>
Liabilities		
Cash Flow Hedges		
Other accrued liabilities	\$ 10,820	\$ 48,683
Other non- current liabilities	5,547	48,746
Other Derivatives		
Other accrued liabilities	17,407	31,862
Total liabilities	<u>\$ 33,774</u>	<u>\$ 129,291</u>
Total fair value	<u>\$ 95,829</u>	<u>\$ (69,273)</u>
Total notional value	<u>\$ 7,604,486</u>	<u>\$ 6,363,110</u>

The Company utilizes standard counterparty master agreements containing provisions for the netting of certain foreign currency transaction obligations and for the set- off of certain obligations in the event of an insolvency of one of the parties to the transaction. In the Consolidated Balance Sheets, the Company records derivative assets and liabilities at gross fair value. The potential effect of netting derivative assets against liabilities under the counterparty master agreements was as follows:

	August 31, 2016	August 31, 2015
Net derivative assets	\$ 114,785	\$ 36,661
Net derivative liabilities	18,956	105,934
Total fair value	<u>\$ 95,829</u>	<u>\$ (69,273)</u>

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8. BORROWINGS AND INDEBTEDNESS

As of August 31, 2016, the Company had the following borrowing facilities, including the issuance of letters of credit, to support general working capital purposes:

	Facility Amount	Borrowings Under Facilities
Syndicated loan facility (1)	\$ 1,000,000	\$ —
Separate, uncommitted, unsecured multicurrency revolving credit facilities (2)	515,873	—
Local guaranteed and non- guaranteed lines of credit (3)	164,692	—
Total	<u>\$ 1,680,565</u>	<u>\$ —</u>

(1) On December 22, 2015, the Company replaced its \$1,000,000 syndicated loan facility maturing on October 31, 2016 with a \$1,000,000 syndicated loan facility maturing on December 22, 2020. This facility provides unsecured, revolving borrowing capacity for general working capital purposes, including the issuance of letters of credit. Financing is provided under this facility at the prime rate or at the London Interbank Offered Rate plus a spread. This facility requires the Company to: (1) limit liens placed on its assets to (a) liens incurred in the ordinary course of business (subject to certain qualifications) and (b) other liens securing obligations not to exceed 30% of its consolidated assets; and (2) maintain an Adjusted Indebtedness-to- EBITDA ratio not exceeding 1.75 to 1.00. The Company continues to be in compliance with relevant covenant terms. The facility is subject to annual commitment fees. As of August 31, 2016 and 2015, the Company had no borrowings under either the current or the prior loan facility.

(2) The Company maintains separate, uncommitted and unsecured multicurrency revolving credit facilities. These facilities provide local currency financing for the majority of the Company's operations. Interest rate terms on the revolving facilities are at market rates prevailing in the relevant local markets. As of August 31, 2016 and 2015, the Company had no borrowings under these facilities.

(3) The Company also maintains local guaranteed and non- guaranteed lines of credit for those locations that cannot access the Company's global facilities. As of August 31, 2016 and 2015, the Company had no borrowings under these various facilities.

Under the borrowing facilities described above, the Company had an aggregate of \$168,663 and \$166,506 of letters of credit outstanding as of August 31, 2016 and 2015, respectively. In addition, the Company had total outstanding debt of \$27,230 and \$27,435 as of August 31, 2016 and 2015, respectively.

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9. INCOME TAXES

	Fiscal		
	2016	2015	2014
Current taxes			
U.S. federal	\$ 314,121	\$ 617,488	\$ 397,722
U.S. state and local	38,255	72,133	46,854
Non- U.S.	835,653	906,229	751,259
Total current tax expense	<u>1,188,029</u>	<u>1,595,850</u>	<u>1,195,835</u>
Deferred taxes			
U.S. federal	8,588	(94,621)	26,941
U.S. state and local	1,056	(11,245)	2,911
Non- U.S.	56,296	(353,243)	(103,944)
Total deferred tax expense (benefit)	<u>65,940</u>	<u>(459,109)</u>	<u>(74,092)</u>
Total	<u>\$ 1,253,969</u>	<u>\$ 1,136,741</u>	<u>\$ 1,121,743</u>

The components of Income before income taxes were as follows:

	Fiscal		
	2016	2015	2014
U.S. sources	\$ 1,047,909	\$ 1,321,511	\$ 1,119,627
Non- U.S. sources	4,555,663	3,089,019	3,178,074
Total	<u>\$ 5,603,572</u>	<u>\$ 4,410,530</u>	<u>\$ 4,297,701</u>

The reconciliation of the U.S. federal statutory income tax rate to the Company's effective income tax rate was as follows:

	Fiscal		
	2016	2015	2014
U.S. federal statutory income tax rate	35.0 %	35.0 %	35.0 %
U.S. state and local taxes, net	1.1	1.3	1.3
Non- U.S. operations taxed at lower rates	(12.0)	(15.4)	(12.1)
Final determinations (1)	(2.1)	(5.1)	(1.7)
Other net activity in unrecognized tax benefits	2.7	3.2	3.0
Change in indefinite reinvestment assertion	(0.6)	5.6	—
Divestitures	(3.4)	—	—
Other, net	1.7	1.2	0.6
Effective income tax rate	<u>22.4 %</u>	<u>25.8 %</u>	<u>26.1 %</u>

(1) Final determinations include final agreements with tax authorities and expirations of statutes of limitations.

During fiscal 2015, the Company concluded that substantially all of the undistributed earnings of its U.S. subsidiaries would no longer be considered indefinitely reinvested and recorded an estimated tax liability of \$247,097 for withholding taxes payable on the distribution of these earnings. These earnings were distributed in the form of a U.S. dividend declared and paid on August 26, 2015. The Company intends to indefinitely reinvest any future U.S. earnings. As of August 31, 2016, the Company had not recognized a deferred tax liability on \$1,297,932 of undistributed earnings for certain foreign subsidiaries, because these earnings are intended to be indefinitely reinvested. If such earnings were distributed, some countries may impose additional taxes. The unrecognized deferred tax liability (the amount payable if distributed) is approximately \$116,000.

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Portions of the Company's operations are subject to reduced tax rates or are free of tax under various tax holidays which expire between fiscal 2017 and 2021. Some of the holidays are renewable at reduced levels, under certain conditions, with possible renewal periods through 2031. The income tax benefits attributable to the tax status of these subsidiaries were estimated to be approximately \$100,000, \$111,000 and \$91,000 in fiscal 2016, 2015 and 2014, respectively.

The effect on deferred tax assets and liabilities of enacted changes in tax laws and tax rates did not have a material impact on the Company's effective tax rate.

The components of the Company's deferred tax assets and liabilities included the following:

	August 31, 2016	August 31, 2015
Deferred tax assets		
Pensions	\$ 306,776	\$ 278,944
Revenue recognition	113,890	112,113
Compensation and benefits	797,707	558,127
Share- based compensation	262,508	262,040
Tax credit carryforwards	1,161,084	1,179,988
Net operating loss carryforwards	131,018	119,463
Depreciation and amortization	97,015	97,218
Deferred amortization deductions	687,351	687,406
Indirect effects of unrecognized tax benefits	354,544	357,031
Other	139,105	157,449
	<u>4,050,998</u>	<u>3,809,779</u>
Valuation allowance	<u>(1,243,207)</u>	<u>(1,229,146)</u>
Total deferred tax assets	<u>2,807,791</u>	<u>2,580,633</u>
Deferred tax liabilities		
Revenue recognition	(109,749)	(75,352)
Depreciation and amortization	(205,431)	(167,467)
Investments in subsidiaries	(330,673)	(213,351)
Other	<u>(195,646)</u>	<u>(125,907)</u>
Total deferred tax liabilities	<u>(841,499)</u>	<u>(582,077)</u>
Net deferred tax assets	<u>\$ 1,966,292</u>	<u>\$ 1,998,556</u>

The Company recorded valuation allowances of \$1,243,207 and \$1,229,146 as of August 31, 2016 and 2015, respectively, against deferred tax assets principally associated with certain tax credit and tax net operating loss carryforwards, as the Company believes it is more likely than not that these assets will not be realized. For all other deferred tax assets, the Company believes it is more likely than not that the results of future operations will generate sufficient taxable income to realize these deferred tax assets. During fiscal 2016, the Company recorded a net increase of \$14,061 in the valuation allowance. The majority of this change related to valuation allowances on certain tax net operating loss carryforwards, as the Company believes it is more likely than not that these assets will not be realized.

The Company had tax credit carryforwards as of August 31, 2016 of \$1,161,084, of which \$30,288 will expire between 2017 and 2026, \$828 will expire between 2027 and 2036, and \$1,129,968 has an indefinite carryforward period. The Company had net operating loss carryforwards as of August 31, 2016 of \$518,475. Of this amount, \$254,978 expires between 2017 and 2026, \$2,130 expires between 2027 and 2036, and \$261,367 has an indefinite carryforward period.

As of August 31, 2016, the Company had \$985,755 of unrecognized tax benefits, of which \$508,313, if recognized, would favorably affect the Company's effective tax rate. As of August 31, 2015, the Company had \$997,935 of unrecognized tax benefits, of which \$534,929, if recognized, would favorably affect the Company's effective tax rate. The remaining unrecognized benefits as of August 31, 2016 and 2015 of \$477,442 and \$463,006, respectively, represent

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items recorded as adjustments to equity and offsetting tax benefits associated with the correlative effects of potential transfer pricing adjustments, state income taxes and timing adjustments.

A reconciliation of the beginning and ending amounts of unrecognized tax benefits was as follows:

	Fiscal	
	2016	2015
Balance, beginning of year	\$ 997,935	\$ 1,333,606
Additions for tax positions related to the current year	163,097	155,637
Additions for tax positions related to prior years	126,353	97,694
Reductions for tax positions related to prior years	(63,782)	(470,147)
Statute of limitations expirations	(208,295)	(28,116)
Settlements with tax authorities	(3,703)	(33,743)
Foreign currency translation	(25,850)	(56,996)
Balance, end of year	<u>\$ 985,755</u>	<u>\$ 997,935</u>

The Company recognizes interest and penalties related to unrecognized tax benefits in the Provision for income taxes. During fiscal 2016, 2015 and 2014, the Company recognized expense (benefit) of \$8,681, \$(17,373) and \$16,370 in interest and penalties, respectively. Accrued interest and penalties related to unrecognized tax benefits of \$109,269 (\$95,057, net of tax benefits) and \$101,843 (\$84,530, net of tax benefits) were reflected on the Company's Consolidated Balance Sheets as of August 31, 2016 and 2015, respectively.

The Company is participating in the U.S. Internal Revenue Service ("IRS") Compliance Assurance Program ("CAP") beginning with the 2016 fiscal year. As part of CAP, tax years are audited on a contemporaneous basis so that all or most issues are resolved prior to the filing of the tax return. The Company is currently under audit by the IRS for fiscal 2013 and 2014. The Company is also currently under audit in numerous state and non- U.S. tax jurisdictions. Although the outcome of tax audits is always uncertain and could result in significant cash tax payments, the Company does not believe the outcome of these audits will have a material adverse effect on the Company's consolidated financial position or results of operations. With limited exceptions, the Company is no longer subject to income tax audits by taxing authorities for the years before 2007. The Company believes that it is reasonably possible that its unrecognized tax benefits could decrease by approximately \$562,000 or increase by approximately \$169,000 in the next 12 months as a result of settlements, lapses of statutes of limitations and other adjustments. The majority of these amounts relate to transfer pricing matters in both U.S. and non- U.S. tax jurisdictions.

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10. RETIREMENT AND PROFIT SHARING PLANS
Defined Benefit Pension and Postretirement Plans

In the United States and certain other countries, the Company maintains and administers defined benefit retirement plans and postretirement medical plans for certain current, retired and resigned employees. In addition, the Company's U.S. defined benefit pension plans include a frozen plan for former pre- incorporation partners, which is unfunded. Benefits under the employee retirement plans are primarily based on years of service and compensation during the years immediately preceding retirement or termination of participation in the plan. The defined benefit pension disclosures include the Company's U.S. and material non- U.S. defined benefit pension plans.

Assumptions

The weighted- average assumptions used to determine the defined benefit pension obligations as of August 31 and the net periodic pension expense were as follows:

	Pension Plans						Postretirement Plans		
	August 31, 2016		August 31, 2015		August 31, 2014		August 31, 2016	August 31, 2015	August 31, 2014
	U.S. Plans	Non- U.S. Plans	U.S. Plans	Non- U.S. Plans	U.S. Plans	Non- U.S. Plans	U.S. and Non- U.S. Plans	U.S. and Non- U.S. Plans	U.S. and Non- U.S. Plans
Discount rate for determining projected benefit obligation	3.50%	2.40%	4.50%	3.47%	4.25%	3.53%	3.51%	4.46%	4.25%
Discount rate for determining net periodic pension expense	4.50%	3.47%	4.25%	3.53%	5.00%	4.18%	4.46%	4.25%	4.96%
Long term rate of return on plan assets	4.75%	3.99%	5.50%	4.55%	5.50%	4.79%	4.54%	5.05%	4.87%
Rate of increase in future compensation for determining projected benefit obligation	2.57%	3.47%	3.65%	3.56%	3.65%	3.75%	N/A	N/A	N/A
Rate of increase in future compensation for determining net periodic pension expense	3.60%	3.56%	3.65%	3.75%	3.60%	3.79%	N/A	N/A	N/A

Beginning in fiscal 2016, the Company changed the method it uses to estimate the service and interest cost components of net periodic pension expense. Historically, the Company selected a discount rate for the U.S. plans by matching the plans' cash flows to that of the average of two yield curves that provide the equivalent yields on zero- coupon corporate bonds for each maturity. The discount rate assumption for the non- U.S. Plans primarily reflected the market rate for high- quality, fixed- income debt instruments. Beginning in fiscal 2016, the Company utilized a full yield curve approach to estimate these components by applying specific spot rates along the yield curve used in the determination of the benefit obligation to the relevant projected cash flows. The Company made this change to improve the correlation between projected benefit cash flows and the corresponding yield curve spot rates and to provide a more precise measurement of service and interest costs. This change does not affect the measurement of the Company's total benefit obligations. The Company accounted for this change as a change in estimate and, accordingly, recognized its effect prospectively beginning in fiscal 2016.

The discount rate assumptions are based on the expected duration of the benefit payments for each of the Company's defined benefit pension and postretirement plans as of the annual measurement date and are subject to change each year.

The expected long- term rate of return on plan assets should, over time, approximate the actual long- term returns on defined benefit pension and postretirement plan assets and is based on historical returns and the future expectations for returns for each asset class, as well as the target asset allocation of the asset portfolio.

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (continued)
(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

Assumed U.S. Health Care Cost Trend

The Company's U.S. postretirement plan assumed annual rate of increase in the per capita cost of health care benefits is 6.8% for the plan year ending June 30, 2017. The rate is assumed to decrease on a straight- line basis to 4.5% for the plan year ending June 30, 2027 and remain at that level thereafter. A one percentage point increase in the assumed health care cost trend rates would increase the benefit obligation by \$81,422, while a one percentage point decrease would reduce the benefit obligation by \$62,615.

U.S. Defined Benefit Pension Plan Settlement Charge

During fiscal 2015, the Company offered a voluntary one- time lump sum payment option to certain eligible former employees who had vested benefits under the Company's U.S. pension plan that, if accepted, would settle the Company's pension obligations to them. This resulted in lump sum payments from plan assets of \$279,571 during fiscal 2015. As a result of this settlement and the adoption of the new U.S. mortality tables released by the Society of Actuaries, the Company remeasured the assets and liabilities of the U.S. pension plan, which in aggregate resulted in a net reduction to the projected benefit obligation of \$179,938 as well as a non- cash settlement charge of \$64,382, pre- tax, during fiscal 2015.

Pension and Postretirement Expense

Pension expense for fiscal 2016, 2015 and 2014 was \$94,827, \$143,968 (including the above noted settlement charge) and \$87,422, respectively. Postretirement expense for fiscal 2016, 2015 and 2014 was not material to the Company's Consolidated Financial Statements.

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (continued)
(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

Benefit Obligation, Plan Assets and Funded Status

The changes in the benefit obligations, plan assets and funded status of the Company's pension and postretirement benefit plans for fiscal 2016 and 2015 were as follows:

	Pension Plans				Postretirement Plans	
	August 31, 2016		August 31, 2015		August 31, 2016	August 31, 2015
	U.S. Plans	Non- U.S. Plans	U.S. Plans	Non- U.S. Plans	U.S. and Non- U.S. Plans	U.S. and Non- U.S. Plans
Reconciliation of benefit obligation						
Benefit obligation, beginning of year	\$ 1,635,744	\$ 1,439,225	\$ 1,909,651	\$ 1,519,007	\$ 403,095	\$ 375,312
Service cost	7,305	72,502	8,899	67,471	18,565	17,784
Interest cost	63,470	43,827	76,969	48,199	15,618	15,602
Participant contributions	—	9,857	—	6,081	—	—
Acquisitions/divestitures/transfers	—	41,719	—	(364)	—	—
Amendments	—	(1,561)	—	79	—	—
Curtailement	—	(689)	—	—	84	—
Pension settlement	—	—	(279,571)	—	—	—
Special termination benefits	—	1,332	—	—	—	—
Actuarial (gain) loss	371,294	261,252	(35,478)	14,618	74,213	14,180
Benefits paid	(47,807)	(52,549)	(44,726)	(39,685)	(11,143)	(11,186)
Exchange rate impact	—	(56,805)	—	(176,181)	532	(8,597)
Benefit obligation, end of year	<u>\$ 2,030,006</u>	<u>\$ 1,758,110</u>	<u>\$ 1,635,744</u>	<u>\$ 1,439,225</u>	<u>\$ 500,964</u>	<u>\$ 403,095</u>
Reconciliation of fair value of plan assets						
Fair value of plan assets, beginning of year	\$ 1,596,186	\$ 982,471	\$ 1,883,789	\$ 1,032,378	\$ 24,643	\$ 29,484
Actual return on plan assets	242,112	97,638	25,580	39,797	3,856	92
Acquisitions/divestitures/transfers	—	24,052	—	—	—	—
Employer contributions	10,944	71,046	11,114	52,033	9,774	6,253
Participant contributions	—	9,857	—	6,081	—	—
Pension settlement	—	—	(279,571)	—	—	—
Benefits paid	(47,807)	(52,549)	(44,726)	(39,685)	(11,143)	(11,186)
Exchange rate impact	—	(51,361)	—	(108,133)	—	—
Fair value of plan assets, end of year	<u>\$ 1,801,435</u>	<u>\$ 1,081,154</u>	<u>\$ 1,596,186</u>	<u>\$ 982,471</u>	<u>\$ 27,130</u>	<u>\$ 24,643</u>
Funded status, end of year	<u>\$ (228,571)</u>	<u>\$ (676,956)</u>	<u>\$ (39,558)</u>	<u>\$ (456,754)</u>	<u>\$ (473,834)</u>	<u>\$ (378,452)</u>
Amounts recognized in the Consolidated Balance Sheets						
Non- current assets	\$ —	\$ 59,335	\$ 102,686	\$ 64,690	\$ —	\$ —
Current liabilities	(11,091)	(16,691)	(11,148)	(10,287)	(1,579)	(1,416)
Non- current liabilities	(217,480)	(719,600)	(131,096)	(511,157)	(472,255)	(377,036)
Funded status, end of year	<u>\$ (228,571)</u>	<u>\$ (676,956)</u>	<u>\$ (39,558)</u>	<u>\$ (456,754)</u>	<u>\$ (473,834)</u>	<u>\$ (378,452)</u>

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (continued)
(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

Accumulated Other Comprehensive Loss

The pre- tax accumulated net loss and prior service (credit) cost recognized in Accumulated other comprehensive loss as of August 31, 2016 and 2015 was as follows:

	Pension Plans				Postretirement Plans	
	August 31, 2016		August 31, 2015		August 31, 2016	August 31, 2015
	U.S. Plans	Non- U.S. Plans	U.S. Plans	Non- U.S. Plans	U.S. and Non- U.S. Plans	U.S. and Non- U.S. Plans
Net loss	\$ 592,873	\$ 480,408	\$ 397,065	\$ 295,098	\$ 143,777	\$ 75,224
Prior service (credit) cost	—	(6,860)	—	(7,281)	31,569	35,173
Accumulated other comprehensive loss, pre- tax	<u>\$ 592,873</u>	<u>\$ 473,548</u>	<u>\$ 397,065</u>	<u>\$ 287,817</u>	<u>\$ 175,346</u>	<u>\$ 110,397</u>

Funded Status for Defined Benefit Plans

The accumulated benefit obligation for defined benefit pension plans as of August 31, 2016 and 2015 was as follows:

	August 31, 2016		August 31, 2015	
	U.S. Plans	Non- U.S. Plans	U.S. Plans	Non- U.S. Plans
	Accumulated benefit obligation	\$ 2,017,437	\$ 1,592,598	\$ 1,626,972

The following information is provided for defined benefit pension plans and postretirement plans with projected benefit obligations in excess of plan assets and for defined benefit pension plans with accumulated benefit obligations in excess of plan assets as of August 31, 2016 and 2015:

	Pension Plans				Postretirement Plans	
	August 31, 2016		August 31, 2015		August 31, 2016	August 31, 2015
	U.S. Plans	Non- U.S. Plans	U.S. Plans	Non- U.S. Plans	U.S. and Non- U.S. Plans	U.S. and Non- U.S. Plans
Projected benefit obligation in excess of plan assets						
Projected benefit obligation	\$ 2,030,006	\$ 1,400,510	\$ 142,244	\$ 757,741	\$ 500,964	\$ 403,095
Fair value of plan assets	1,801,435	664,220	—	236,297	27,130	24,643

Accumulated benefit obligation in excess of plan assets

	August 31, 2016		August 31, 2015	
	U.S. Plans	Non- U.S. Plans	U.S. Plans	Non- U.S. Plans
	Accumulated benefit obligation	\$ 2,017,437	\$ 1,233,952	\$ 142,244
Fair value of plan assets	1,801,435	627,738	—	204,076

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (continued)
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Investment Strategies

U.S. Pension Plans

The overall investment objective of the defined benefit pension plans is to match the duration of the plans' assets to the plans' liabilities while managing risk in order to meet current defined benefit pension obligations. The plans' future prospects, their current financial conditions, the Company's current funding levels and other relevant factors suggest that the plans can tolerate some interim fluctuations in market value and rates of return in order to achieve long- term objectives without undue risk to the plans' ability to meet their current benefit obligations. The Company recognizes that asset allocation of the defined benefit pension plans' assets is an important factor in determining long- term performance. Actual asset allocations at any point in time may vary from the target asset allocations and will be dictated by current and anticipated market conditions, required cash flows and investment decisions of the investment committee and the pension plans' investment funds and managers. Ranges are established to provide flexibility for the asset allocation to vary around the targets without the need for immediate rebalancing.

Non- U.S. Pension Plans

Plan assets in non- U.S. defined benefit pension plans conform to the investment policies and procedures of each plan and to relevant legislation. The pension committee or trustee of each plan regularly, but at least annually, reviews the investment policy and the performance of the investment managers. In certain countries, the trustee is also required to consult with the Company. Asset allocation decisions are made to provide risk adjusted returns that align with the overall investment strategy for each plan. Generally, the investment return objective of each plan is to achieve a total annualized rate of return that exceeds inflation over the long term by an amount based on the target asset allocation mix of that plan. In certain countries, plan assets are invested in funds that are required to hold a majority of assets in bonds, with a smaller proportion in equities. Also, certain plan assets are entirely invested in contracts held with the plan insurer, which determines the strategy. Defined benefit pension plans in certain countries are unfunded.

Risk Management

Plan investments are exposed to risks including market, interest rate and operating risk. In order to mitigate significant concentrations of these risks, the assets are invested in a diversified portfolio primarily consisting of fixed income instruments and equities. To minimize asset volatility relative to the liabilities, plan assets allocated to debt securities appropriately match the duration of individual plan liabilities. Equities are diversified between U.S. and non- U.S. index funds and are intended to achieve long term capital appreciation. Plan asset allocation and investment managers' guidelines are reviewed on a regular basis.

Plan Assets

The Company's target allocation for fiscal 2017 and weighted- average plan assets allocations as of August 31, 2016 and 2015 by asset category for defined benefit pension plans were as follows:

<u>Asset Category</u>	2017 Target					
	Allocation		2016		2015	
	U.S. Plans	Non- U.S. Plans	U.S. Plans	Non- U.S. Plans	U.S. Plans	Non- U.S. Plans
Equity securities	—%	36%	—%	29%	10%	30%
Debt securities	77	51	75	58	87	56
Cash and short- term investments	23	3	25	2	3	3
Insurance contracts	—	7	—	7	—	6
Other	—	3	—	4	—	5
Total	100%	100%	100%	100%	100%	100%

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (continued)
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Fair Value Measurements

Fair value is the price that would be received upon sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability. The fair value should be calculated based on assumptions that market participants would use in pricing the asset or liability, not on assumptions specific to the entity.

The three- level hierarchy of fair value measurements is based on whether the inputs to those measurements are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. The fair- value hierarchy requires the use of observable market data when available and consists of the following levels:

- Level 1—Quoted prices for identical instruments in active markets;
- Level 2—Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model- derived valuations in which all significant inputs are observable in active markets; and
- Level 3—Valuations derived from valuation techniques in which one or more significant inputs are unobservable.

The fair values of defined benefit pension and postretirement plan assets as of August 31, 2016 were as follows:

U.S. Plans

	Level 1	Level 2	Level 3	Total
Fixed Income				
U.S. government, state and local debt securities	—	359,583	—	359,583
Non- U.S. government debt securities	—	38,232	—	38,232
U.S. corporate debt securities	—	614,136	—	614,136
Non- U.S. corporate debt securities	—	79,124	—	79,124
Mutual fund debt securities	286,360	—	—	286,360
Cash and short- term investments	—	451,130	—	451,130
Total	<u>\$ 286,360</u>	<u>\$ 1,542,205</u>	<u>\$ —</u>	<u>\$ 1,828,565</u>

Non- U.S. Plans

	Level 1	Level 2	Level 3	Total
Equity				
Mutual fund equity securities	\$ —	\$ 311,324	\$ —	\$ 311,324
Fixed Income				
Non- U.S. government debt securities	91,745	—	—	91,745
Mutual fund debt securities	15,608	524,472	—	540,080
Cash and short- term investments	19,382	4,048	—	23,430
Insurance contracts	—	72,525	—	72,525
Other	—	42,050	—	42,050
Total	<u>\$ 126,735</u>	<u>\$ 954,419</u>	<u>\$ —</u>	<u>\$ 1,081,154</u>

There were no transfers between Levels 1 and 2 during fiscal 2016.

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Expected Contributions

Generally, annual contributions are made at such times and in amounts as required by law and may, from time to time, exceed minimum funding requirements. The Company estimates it will pay approximately \$80,077 in fiscal 2017 related to contributions to its U.S. and non- U.S. defined benefit pension plans and benefit payments related to the unfunded frozen plan for former pre- incorporation partners. The Company has not determined whether it will make additional voluntary contributions for its defined benefit pension plans. The Company's postretirement plan contributions in fiscal 2017 are not expected to be material to the Company's Consolidated Financial Statements.

Estimated Future Benefit Payments

Benefit payments for defined benefit pension plans and postretirement plans, which reflect expected future service, as appropriate, are expected to be paid as follows:

	Pension Plans		Postretirement
	U.S. Plans (1)	Non-U.S. Plans	U.S. and Non-U.S. Plans
2017	\$ 46,881	\$ 44,537	\$ 10,259
2018	49,865	50,094	11,469
2019	53,277	55,964	12,598
2020	56,950	66,225	13,942
2021	61,361	75,166	15,830
2022- 2026	373,921	416,507	110,756

(1) Excludes the impact of the anticipated U.S. pension plan termination noted below.

U.S. Pension Plan Termination

On March 18, 2016, Accenture plc's Board of Directors approved an amendment to terminate the Company's U.S. pension plan, effective May 30, 2016, for all active and former employees who are no longer accruing benefits in the pension plan (approximately 16,200 people). The amendment also provides for the creation of a separate defined benefit plan with substantially the same terms for approximately 600 active employees who are currently eligible to accrue benefits. The U.S. pension plan is expected to be settled in 12 to 18 months from the termination effective date, subject to receipt of customary regulatory approvals.

The Company's ultimate settlement obligation will depend upon both the nature and timing of participant settlements and prevailing market conditions. Upon settlement, the Company expects to recognize additional expense, consisting of unrecognized actuarial losses included in Accumulated other comprehensive loss that totaled approximately \$467,000 as of August 31, 2016, adjusted for the difference between the ultimate settlement obligation and the Company's accrued pension obligation. The Company does not expect the settlement of the U.S. pension plan obligations to have a material impact on its cash position.

Defined Contribution Plans

In the United States and certain other countries, the Company maintains and administers defined contribution plans for certain current, retired and resigned employees. Total expenses recorded for defined contribution plans were \$419,932, \$397,123 and \$331,801 in fiscal 2016, 2015 and 2014, respectively.

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (continued)
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11. SHARE- BASED COMPENSATION

Share Incentive Plans

The Amended and Restated Accenture plc 2010 Share Incentive Plan, as amended and approved by the Company's shareholders in 2016 (the "Amended 2010 SIP"), is administered by the Compensation Committee of the Board of Directors of Accenture and provides for the grant of nonqualified share options, incentive stock options, restricted share units and other share- based awards. A maximum of 83,000,000 Accenture plc Class A ordinary shares are currently authorized for awards under the Amended 2010 SIP. As of August 31, 2016, there were 23,167,880 shares available for future grants. Accenture plc Class A ordinary shares covered by awards that terminate, lapse or are cancelled may again be used to satisfy awards under the Amended 2010 SIP. The Company issues new Accenture plc Class A ordinary shares and shares from treasury for shares delivered under the Amended 2010 SIP. A summary of information with respect to share- based compensation is as follows:

	Fiscal		
	2016	2015	2014
Total share- based compensation expense included in Net income	\$ 758,176	\$ 680,329	\$ 671,301
Income tax benefit related to share- based compensation included in Net income	236,423	212,019	206,007

Restricted Share Units

Under the Amended 2010 SIP, participants may be, and previously under the predecessor 2001 Share Incentive Plan were, granted restricted share units, each of which represent an unfunded, unsecured right to receive an Accenture plc Class A ordinary share on the date specified in the participant's award agreement. The fair value of the awards is based on the Company's stock price on the date of grant. The restricted share units granted under these plans are subject to cliff or graded vesting, generally ranging from two to seven years. For awards with graded vesting, compensation expense is recognized over the vesting term of each separately vesting portion. Compensation expense is recognized on a straight- line basis for awards with cliff vesting. Restricted share unit activity during fiscal 2016 was as follows:

	Number of Restricted	Weighted Average
	Share Units	Grant- Date Fair Value
Nonvested balance as of August 31, 2015	24,733,581	\$ 71.83
Granted (1)	9,699,688	105.16
Vested (2)	(10,987,988)	72.50
Forfeited	(1,481,576)	77.82
Nonvested balance as of August 31, 2016	21,963,705	\$ 85.81

(1) The weighted average grant- date fair value for restricted share units granted for fiscal 2016, 2015 and 2014 was \$105.16, \$89.63 and \$80.61, respectively.

(2) The total grant- date fair value of restricted share units vested for fiscal 2016, 2015 and 2014 was \$796,620, \$581,936 and \$628,999, respectively.

As of August 31, 2016, there was \$677,433 of total restricted share unit compensation expense related to nonvested awards not yet recognized, which is expected to be recognized over a weighted average period of 1.3 years. As of August 31, 2016, there were 930,652 restricted share units vested but not yet delivered as Accenture plc Class A ordinary shares.

Stock Options

There were no stock options granted during fiscal 2016, 2015 or 2014. As of August 31, 2016 we had 23,310 stock options outstanding and exercisable at a weighted average exercise price of \$37.46 and a weighted average remaining contractual term of 2.5 years.

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (continued)
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Employee Share Purchase Plan**2010 ESPP**

The Amended and Restated Accenture plc 2010 Employee Share Purchase Plan (the “2010 ESPP”) is a nonqualified plan that provides eligible employees of Accenture plc and its designated affiliates with an opportunity to purchase Accenture plc Class A ordinary shares through payroll deductions. Under the 2010 ESPP, eligible employees may purchase Accenture plc Class A ordinary shares through the Employee Share Purchase Plan (the “ESPP”) or the Voluntary Equity Investment Program (the “VEIP”). Under the ESPP, eligible employees may elect to contribute 1% to 10% of their eligible compensation during each semi-annual offering period (up to \$7.5 per offering period) to purchase Accenture plc Class A ordinary shares at a discount. Under the VEIP, eligible members of Accenture Leadership may elect to contribute up to 30% of their eligible compensation towards the monthly purchase of Accenture plc Class A ordinary shares at fair market value. At the end of the VEIP program year, Accenture Leadership participants who did not withdraw from the program will be granted restricted share units under the Amended 2010 SIP equal to 50% of the number of shares purchased during that year and held by the participant as of the grant date.

A maximum of 90,000,000 Accenture plc Class A ordinary shares may be issued under the 2010 ESPP. As of August 31, 2016, the Company had issued 42,579,575 Accenture plc Class A ordinary shares under the 2010 ESPP. The Company issued 5,850,113, 6,232,031 and 7,067,832 shares to employees in fiscal 2016, 2015 and 2014, respectively, under the 2010 ESPP.

12. SHAREHOLDERS' EQUITY**Accenture plc****Ordinary Shares**

The Company has 40,000 authorized ordinary shares, par value €1 per share. Each ordinary share of Accenture plc entitles its holder to receive payments upon a liquidation of Accenture plc; however a holder of an ordinary share is not entitled to vote on matters submitted to a vote of shareholders of Accenture plc or to receive dividends.

Class A Ordinary Shares

An Accenture plc Class A ordinary share entitles its holder to one vote per share, and holders of those shares do not have cumulative voting rights. Each Class A ordinary share entitles its holder to a pro rata part of any dividend at the times and in the amounts, if any, which Accenture plc's Board of Directors from time to time determines to declare, subject to any preferred dividend rights attaching to any preferred shares. Each Class A ordinary share is entitled on a winding-up of Accenture plc to be paid a pro rata part of the value of the assets of Accenture plc remaining after payment of its liabilities, subject to any preferred rights on liquidation attaching to any preferred shares.

Class X Ordinary Shares

An Accenture plc Class X ordinary share entitles its holder to one vote per share, and holders of those shares do not have cumulative voting rights. A Class X ordinary share does not entitle its holder to receive dividends, and holders of those shares are not entitled to be paid any amount upon a winding-up of Accenture plc. Most of the Company's partners who received Accenture SCA Class I common shares or Accenture Canada Holdings Inc. exchangeable shares in connection with the Company's transition to a corporate structure received a corresponding number of Accenture plc Class X ordinary shares. Accenture plc may redeem, at its option, any Class X ordinary share for a redemption price equal to the par value of the Class X ordinary share. Accenture plc has separately agreed with the original holders of Accenture Holdings plc ordinary shares and Accenture Canada Holdings Inc. exchangeable shares not to redeem any Class X ordinary share of such holder if the redemption would reduce the number of Class X ordinary shares held by that holder to a number that is less than the number of Accenture Holdings plc ordinary shares or Accenture Canada Holdings Inc. exchangeable shares owned by that holder, as the case may be. Accenture plc will redeem Class X ordinary shares upon the redemption or exchange of Accenture Holdings plc ordinary shares and Accenture Canada Holdings Inc. exchangeable shares so that the aggregate number of Class X ordinary shares outstanding at any time does not exceed the aggregate number of Accenture Holdings plc ordinary shares and Accenture Canada Holdings Inc. exchangeable shares outstanding. Class X ordinary shares are not transferable without the consent of Accenture plc.

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Equity of Subsidiaries Redeemable or Exchangeable for Accenture plc Class A Ordinary Shares

Accenture Holdings plc Ordinary Shares

Members of Accenture Leadership in certain countries, including the United States, received Accenture SCA Class I common shares in connection with the Company's transition to a corporate structure. On August 26, 2015, Accenture SCA merged with and into Accenture Holdings plc, with Accenture Holdings plc as the surviving entity. In connection with this transaction, holders of Accenture SCA Class I common shares (other than Accenture SCA itself) received, on a one- for- one basis, ordinary shares of Accenture Holdings plc. Only Accenture plc, Accenture Holdings plc, Accenture International S.à.r.l. and certain current and former members of Accenture Leadership and their permitted transferees hold Accenture Holdings plc ordinary shares. Each Accenture Holdings plc share entitles its holder to one vote on all matters submitted to a vote of shareholders of Accenture Holdings plc and entitles its holders to dividends and liquidation payments.

Accenture Holdings plc is obligated, at the option of the holder, to redeem any outstanding Accenture Holdings plc ordinary share at a redemption price per share generally equal to its current market value as determined in accordance with Accenture Holdings plc's memorandum and articles of association. Under Accenture Holdings plc's memorandum and articles of association, the market value of an ordinary share will be deemed to be equal to (i) the average of the high and low sales prices of an Accenture plc Class A ordinary share as reported on the New York Stock Exchange, net of customary brokerage and similar transaction costs, or (ii) if Accenture sells its Class A ordinary shares on the date that the redemption price is determined (other than in a transaction with any employee or an affiliate or pursuant to a preexisting obligation), the weighted average sales price of an Accenture plc Class A ordinary share on the New York Stock Exchange, net of customary brokerage and similar transaction costs. Accenture Holdings plc may, at its option, pay this redemption price with cash or by causing Accenture plc to deliver Class A ordinary shares on a one- for- one basis. Each holder of Accenture Holdings plc ordinary shares is entitled to a pro rata part of any dividend and to the value of any remaining assets of Accenture Holdings plc after payment of its liabilities upon dissolution.

Accenture Canada Holdings Inc. Exchangeable Shares

Partners resident in Canada and New Zealand received Accenture Canada Holdings Inc. exchangeable shares in connection with the Company's transition to a corporate structure. Holders of Accenture Canada Holdings Inc. exchangeable shares may exchange their shares for Accenture plc Class A ordinary shares at any time on a one- for- one basis. The Company may, at its option, satisfy this exchange with cash at a price per share generally equal to the market price of an Accenture plc Class A ordinary share at the time of the exchange. Each exchangeable share of Accenture Canada Holdings Inc. entitles its holder to receive distributions equal to any distributions to which an Accenture plc Class A ordinary share entitles its holder.

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13. MATERIAL TRANSACTIONS AFFECTING SHAREHOLDERS' EQUITY**Share Purchases and Redemptions**

The Board of Directors of Accenture plc has authorized funding for the Company's publicly announced open- market share purchase program for acquiring Accenture plc Class A ordinary shares and for purchases and redemptions of Accenture plc Class A ordinary shares, Accenture Holdings plc ordinary shares and Accenture Canada Holdings Inc. exchangeable shares held by current and former members of Accenture Leadership and their permitted transferees. As of August 31, 2016, the Company's aggregate available authorization was \$5,386,517 for its publicly announced open- market share purchase and these other share purchase programs.

The Company's share purchase activity during fiscal 2016 was as follows:

	Accenture plc Class A Ordinary Shares		Accenture Holdings plc Ordinary Shares and Accenture Canada Holdings Inc. Exchangeable Shares	
	Shares	Amount	Shares	Amount
	Open- market share purchases (1)	19,989,726	\$ 2,122,066	—
Other share purchase programs	—	—	653,222	72,193
Other purchases (2)	3,857,795	410,730	—	—
Total	<u>23,847,521</u>	<u>\$ 2,532,796</u>	<u>653,222</u>	<u>\$ 72,193</u>

- (1) The Company conducts a publicly announced open- market share purchase program for Accenture plc Class A ordinary shares. These shares are held as treasury shares by Accenture plc and may be utilized to provide for select employee benefits, such as equity awards to the Company's employees.
- (2) During fiscal 2016, as authorized under the Company's various employee equity share plans, the Company acquired Accenture plc Class A ordinary shares primarily via share withholding for payroll tax obligations due from employees and former employees in connection with the delivery of Accenture plc Class A ordinary shares under those plans. These purchases of shares in connection with employee share plans do not affect the Company's aggregate available authorization for the Company's publicly announced open- market share purchase and the other share purchase programs.

Other Share Redemptions

During fiscal 2016, the Company issued 775,023 Accenture plc Class A ordinary shares upon redemptions of an equivalent number of Accenture Holdings plc ordinary shares pursuant to its registration statement on Form S- 3 (the "registration statement"). The registration statement allows the Company, at its option, to issue freely tradable Accenture plc Class A ordinary shares in lieu of cash upon redemptions of Accenture Holdings plc ordinary shares held by current and former members of Accenture Leadership and their permitted transferees.

Cancellation of Treasury Shares

During fiscal 2016, the Company received authorization from the Board of Directors of Accenture plc to cancel 163,015,507 Accenture plc Class A ordinary shares that were held as treasury shares and had an aggregate cost of \$11,199,016. The effect of the cancellation of these treasury shares was recognized in Class A ordinary shares and Additional paid- in capital with the residual recorded in Retained earnings. There was no effect on total shareholders' equity as a result of this cancellation.

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (continued)
(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

Dividends

The Company's dividend activity during fiscal 2016 was as follows:

Dividend Payment Date	Dividend Per Share	Accenture plc Class A Ordinary Shares		Accenture Holdings plc Ordinary Shares and Accenture Canada Holdings Inc. Exchangeable Shares		Total Cash Outlay
		Record Date	Cash Outlay	Record Date	Cash Outlay	
November 13, 2015	\$ 1.10	October 16, 2015	\$ 687,285	October 13, 2015	\$ 33,391	\$ 720,676
May 13, 2016	1.10	April 15, 2016	684,894	April 12, 2016	32,568	717,462
Total Dividends			<u>\$ 1,372,179</u>		<u>\$ 65,959</u>	<u>\$ 1,438,138</u>

The payment of the cash dividends also resulted in the issuance of an immaterial number of additional restricted share units to holders of restricted share units.

Subsequent Event

On September 27, 2016, the Board of Directors of Accenture plc declared a semi-annual cash dividend of \$1.21 per share on its Class A ordinary shares for shareholders of record at the close of business on October 21, 2016. On September 28, 2016, the Board of Directors of Accenture Holdings plc declared a semi-annual cash dividend of \$1.21 per share on its ordinary shares for shareholders of record at the close of business on October 18, 2016. Both dividends are payable on November 15, 2016. The payment of the cash dividends will result in the issuance of an immaterial number of additional restricted share units to holders of restricted share units.

14. LEASE COMMITMENTS

The Company has operating leases, principally for office space, with various renewal options. Substantially all operating leases are non-cancelable or cancelable only by the payment of penalties. Rental expense in agreements with rent holidays and scheduled rent increases is recorded on a straight-line basis over the lease term. Rental expense, including operating costs and taxes, and sublease income from third parties during fiscal 2016, 2015 and 2014 was as follows:

	Fiscal		
	2016	2015	2014
Rental expense	\$ 578,149	\$ 547,206	\$ 539,711
Sublease income from third parties	(26,403)	(27,293)	(29,482)

Future minimum rental commitments under non-cancelable operating leases as of August 31, 2016 were as follows:

	Operating Lease Payments	Operating Sublease Income
2017	\$ 516,622	\$ (16,147)
2018	445,853	(15,410)
2019	375,393	(13,996)
2020	318,828	(12,324)
2021	257,949	(11,074)
Thereafter	902,659	(50,350)
	<u>\$ 2,817,304</u>	<u>\$ (119,301)</u>

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (continued)
(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

15. COMMITMENTS AND CONTINGENCIES**Commitments**

The Company has the right to purchase or may also be required to purchase substantially all of the remaining outstanding shares of its Avanade Inc. subsidiary (“Avanade”) not owned by the Company at fair value if certain events occur. Certain holders of Avanade common stock and options to purchase the stock have put rights that, under certain circumstances and conditions, would require Avanade to redeem shares of its stock at fair value. As of August 31, 2016 and 2015, the Company has reflected the fair value of \$54,221 and \$79,023, respectively, related to Avanade’s redeemable common stock and the intrinsic value of the options on redeemable common stock in Other accrued liabilities in the Consolidated Balance Sheets.

Indemnifications and Guarantees

In the normal course of business and in conjunction with certain client engagements, the Company has entered into contractual arrangements through which it may be obligated to indemnify clients with respect to certain matters. These arrangements with clients can include provisions whereby the Company has joint and several liability in relation to the performance of certain contractual obligations along with third parties also providing services and products for a specific project. In addition, the Company’s consulting arrangements may include warranty provisions that the Company’s solutions will substantially operate in accordance with the applicable system requirements. Indemnification provisions are also included in arrangements under which the Company agrees to hold the indemnified party harmless with respect to third-party claims related to such matters as title to assets sold or licensed or certain intellectual property rights.

Typically, the Company has contractual recourse against third parties for certain payments made by the Company in connection with arrangements where third-party nonperformance has given rise to the client’s claim. Payments by the Company under any of the arrangements described above are generally conditioned on the client making a claim, which may be disputed by the Company typically under dispute resolution procedures specified in the particular arrangement. The limitations of liability under these arrangements may be expressly limited or may not be expressly specified in terms of time and/or amount.

As of August 31, 2016 and 2015, the Company’s aggregate potential liability to its clients for expressly limited guarantees involving the performance of third parties was approximately \$749,000 and \$655,000, respectively, of which all but approximately \$113,000 and \$43,000, respectively, may be recovered from the other third parties if the Company is obligated to make payments to the indemnified parties as a consequence of a performance default by the other third parties. For arrangements with unspecified limitations, the Company cannot reasonably estimate the aggregate maximum potential liability, as it is inherently difficult to predict the maximum potential amount of such payments, due to the conditional nature and unique facts of each particular arrangement.

To date, the Company has not been required to make any significant payment under any of the arrangements described above. The Company has assessed the current status of performance/payment risk related to arrangements with limited guarantees, warranty obligations, unspecified limitations and/or indemnification provisions and believes that any potential payments would be immaterial to the Consolidated Financial Statements, as a whole.

Legal Contingencies

As of August 31, 2016, the Company or its present personnel had been named as a defendant in various litigation matters. The Company and/or its personnel also from time to time are involved in investigations by various regulatory or legal authorities concerning matters arising in the course of its business around the world. Based on the present status of these matters, management believes the range of reasonably possible losses in addition to amounts accrued, net of insurance recoveries, will not have a material effect on the Company’s results of operations or financial condition.

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (continued)
(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

16. SEGMENT REPORTING

Operating segments are components of an enterprise where separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance.

The Company's chief operating decision maker is its Chief Executive Officer. The Company's operating segments are managed separately because each operating segment represents a strategic business unit providing consulting and outsourcing services to clients in different industries.

The Company's reportable operating segments are the five operating groups, which are Communications, Media & Technology, Financial Services, Health & Public Service, Products and Resources. Information regarding the Company's reportable operating segments is as follows:

<u>Fiscal</u>		Communications, Media & Technology	Financial Services	Health & Public Service	Products	Resources	Other	Total
	<u>2016</u>							
Net revenues	\$	6,615,717	\$ 7,031,053	\$ 5,986,878	\$ 8,395,038	\$ 4,838,963	\$ 15,074	\$ 32,882,723
Depreciation and amortization (1)		141,356	139,518	134,788	206,806	106,584	—	729,052
Operating income		965,574	1,127,750	807,012	1,282,461	627,648	—	4,810,445
Net assets as of August 31 (2)		923,764	123,827	892,569	1,281,551	820,273	(137,761)	3,904,223
	<u>2015</u>							
Net revenues	\$	6,349,372	\$ 6,634,771	\$ 5,462,550	\$ 7,596,051	\$ 4,988,627	\$ 16,560	\$ 31,047,931
Depreciation and amortization (1)		152,329	128,413	115,010	168,731	81,440	—	645,923
Operating income		871,388	1,079,397	700,960	1,082,351	701,773	—	4,435,869
Net assets as of August 31 (2)		798,623	186,739	812,278	1,158,953	723,113	(59,371)	3,620,335
	<u>2014</u>							
Net revenues	\$	5,923,821	\$ 6,511,228	\$ 5,021,692	\$ 7,394,980	\$ 5,135,309	\$ 15,364	\$ 30,002,394
Depreciation and amortization (1)		136,029	139,759	101,345	169,704	73,906	—	620,743
Operating income		770,166	957,347	678,663	991,844	902,492	—	4,300,512
Net assets as of August 31 (2)		926,952	128,179	791,084	974,546	735,048	(127,396)	3,428,413

(1) Amounts include depreciation on property and equipment and amortization of intangible assets controlled by each operating segment, as well as an allocation for amounts they do not directly control.

(2) The Company does not allocate total assets by operating segment. Operating segment assets directly attributed to an operating segment and provided to the chief operating decision maker include Receivables from clients, current and non-current Unbilled services, Deferred contract costs and current and non-current Deferred revenues.

The accounting policies of the operating segments are the same as those described in Note 1 (Summary of Significant Accounting Policies) to these Consolidated Financial Statements.

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (continued)
(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

Revenues are attributed to geographic regions and countries based on where client services are supervised. Information regarding geographic regions and countries is as follows:

<u>Fiscal</u> <u>2016</u>	North America	Europe	Growth Markets	Total
Net revenues	\$ 15,653,290	\$ 11,448,361	\$ 5,781,072	\$ 32,882,723
Reimbursements	970,248	635,362	309,328	1,914,938
Revenues	<u>16,623,538</u>	<u>12,083,723</u>	<u>6,090,400</u>	<u>34,797,661</u>
Property and equipment, net as of August 31	244,351	220,500	491,691	956,542
<u>2015</u>				
Net revenues	\$ 14,209,387	\$ 10,929,572	\$ 5,908,972	\$ 31,047,931
Reimbursements	891,443	628,342	346,708	1,866,493
Revenues	<u>15,100,830</u>	<u>11,557,914</u>	<u>6,255,680</u>	<u>32,914,424</u>
Property and equipment, net as of August 31	230,359	179,925	391,600	801,884
<u>2014 (1)</u>				
Net revenues	\$ 12,796,846	\$ 11,254,953	\$ 5,950,595	\$ 30,002,394
Reimbursements	882,481	624,219	365,584	1,872,284
Revenues	<u>13,679,327</u>	<u>11,879,172</u>	<u>6,316,179</u>	<u>31,874,678</u>
Property and equipment, net as of August 31	240,886	190,450	362,108	793,444

(1) Effective September 1, 2014, we revised the reporting of the Company's geographic regions as follows: North America (the United States and Canada); Europe; and Growth Markets (Asia Pacific, Latin America, Africa, the Middle East, Russia and Turkey). Fiscal 2014 amounts have been reclassified to conform to the current period presentation.

The Company's business in the United States represented 46%, 43% and 40% of its consolidated net revenues during fiscal 2016, 2015 and 2014, respectively. No other country individually comprised 10% or more of the Company's consolidated net revenues during these periods. Business in Ireland, the Company's country of domicile, represented approximately 1% of its consolidated net revenues during each of fiscal 2016, 2015 and 2014.

The Company conducts business in Ireland and in the following countries that hold 10% or more of its total consolidated Property and equipment, net:

	August 31, 2016	August 31, 2015	August 31, 2014
United States	25%	28%	29%
India	25	26	22
Ireland	4	2	2

Revenues by type of work were as follows:

	Fiscal		
	2016	2015	2014
Consulting	\$ 17,867,891	\$ 16,203,915	\$ 15,737,661
Outsourcing	<u>15,014,832</u>	<u>14,844,016</u>	<u>14,264,733</u>
Net revenues	32,882,723	31,047,931	30,002,394
Reimbursements	<u>1,914,938</u>	<u>1,866,493</u>	<u>1,872,284</u>
Revenues	<u>\$ 34,797,661</u>	<u>\$ 32,914,424</u>	<u>\$ 31,874,678</u>

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (continued)
(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

17. QUARTERLY DATA (unaudited)

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Annual
Fiscal 2016					
Net revenues	\$ 8,013,163	\$ 7,945,565	\$ 8,434,757	\$ 8,489,238	\$ 32,882,723
Reimbursements	452,821	451,488	534,287	476,342	1,914,938
Revenues	8,465,984	8,397,053	8,969,044	8,965,580	34,797,661
Cost of services before reimbursable expenses	5,450,644	5,575,749	5,745,205	5,833,698	22,605,296
Reimbursable expenses	452,821	451,488	534,287	476,342	1,914,938
Cost of services	5,903,465	6,027,237	6,279,492	6,310,040	24,520,234
Operating income	1,221,260	1,088,044	1,305,943	1,195,198	4,810,445
Net income	868,681	1,399,858	950,283	1,130,781	4,349,603
Net income attributable to Accenture plc	818,899	1,326,520	897,247	1,069,226	4,111,892
Weighted average Class A ordinary shares:					
—Basic	626,463,124	626,523,793	623,725,913	622,555,642	624,797,820
—Diluted	671,300,744	668,125,087	666,403,323	665,365,231	667,770,274
Earnings per Class A ordinary share:					
—Basic	\$ 1.31	\$ 2.12	\$ 1.44	\$ 1.72	6.58
—Diluted	1.28	2.08	1.41	1.68	6.45
Ordinary share price per share:					
—High	\$ 109.86	\$ 109.65	\$ 119.72	\$ 120.78	120.78
—Low	91.68	91.40	101.00	108.66	91.40

ACCENTURE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (continued)
(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Annual
Fiscal 2015					
Net revenues	\$ 7,895,715	\$ 7,493,329	\$ 7,770,382	\$ 7,888,505	\$ 31,047,931
Reimbursements	447,542	438,261	504,684	476,006	1,866,493
Revenues	8,343,257	7,931,590	8,275,066	8,364,511	32,914,424
Cost of services before reimbursable expenses	5,356,425	5,252,690	5,245,477	5,384,100	21,238,692
Reimbursable expenses	447,542	438,261	504,684	476,006	1,866,493
Cost of services	5,803,967	5,690,951	5,750,161	5,860,106	23,105,185
Operating income	1,187,709	1,021,033	1,133,519	1,093,608	4,435,869
Net income	892,242	743,192	850,230	788,125	3,273,789
Net income attributable to Accenture plc	831,530	690,726	793,697	737,628	3,053,581
Weighted average Class A ordinary shares:					
—Basic	628,439,218	628,254,759	625,969,418	624,715,181	626,799,586
—Diluted	682,333,149	679,165,137	677,825,768	675,749,438	678,757,070
Earnings per Class A ordinary share:					
—Basic	\$ 1.32	\$ 1.10	\$ 1.27	\$ 1.18	\$ 4.87
—Diluted	1.29	1.08	1.24	1.15	4.76
Ordinary share price per share:					
—High	\$ 86.49	\$ 91.94	\$ 97.95	\$ 105.37	\$ 105.37
—Low	73.98	81.66	86.40	88.43	73.98

[Accenture plc letterhead]

As determined by the Compensation Committee of the Board of Directors of Accenture plc (the “Company”), the Company has amended your [Restricted Share Unit Agreement] (the “RSU Agreement”) as set forth below, in order to provide for accelerated delivery of any previously vested but unreleased shares in the event of your death following a qualifying termination of employment. Capitalized terms used herein without definition have the meanings assigned to such terms under the RSU Agreement or the Amended and Restated Accenture plc 2010 Share Incentive Plan, as applicable. The Company hereby amends and restates the first sentence of Section 3(b) of the RSU Agreement to include a new sub- clause (ii) thereof, so that such sentence will read in its entirety as follows:

“(b) Death or Disability. Notwithstanding Section 3(a) of this Agreement, if (i) the Participant’s employment with the Constituent Companies terminates due to the Participant’s death or Disability, the Company shall issue or cause to be transferred to the Participant or to his or her estate, as the case may be, a number of Shares equal to the aggregate number of RSUs granted to the Participant hereunder (rounded down to the next whole Share) as soon as practicable following such termination of employment, at which time a number of RSUs equal to the number of Shares issued or transferred to the Participant or to his or her estate shall be extinguished or (ii) the Participant dies following an involuntary not for Cause termination of employment with the Constituent Companies, the Company shall issue or cause to be transferred to the Participant’s estate all previously vested but unreleased Shares (rounded down to the next whole Share) as soon as practicable following receipt of satisfactory evidence of such Participant’s death; provided, however, that upon the issuance or transfer of Shares to the Participant or to his or her estate, in lieu of a fractional Share, the Participant or his or her estate, as the case may be, shall receive a cash payment equal to the Fair Market Value of such fractional Share.”

Except as expressly set forth in this letter, the terms and conditions set forth in your RSU Agreement shall continue in full force and effect.

ACCENTURE PLC

By:

Chad T. Jerdee
General Counsel and Chief Compliance Officer

**ACCENTURE LLP
LEADERSHIP SEPARATION BENEFITS PLAN**

**PLAN DOCUMENT AND
SUMMARY PLAN DESCRIPTION**

**ACCENTURE LLP
LEADERSHIP
SEPARATION BENEFITS PLAN**

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INTRODUCTION

Accenture LLP (“Accenture”) adopted this restated Accenture LLP Leadership Separation Benefits Plan (f/k/a the Accenture LLP Senior Executive Separation Benefits Plan) (the “Program”), originally effective as of April 15, 2010 (the “Effective Date”), for the benefit of the Eligible Employees. The Program is hereby restated effective as of November 1, 2012. The Program is an unfunded welfare benefit plan for purposes of the Employee Retirement Income Security Act of 1974, as amended (hereinafter “ERISA”), a severance pay plan within the meaning of Department of Labor Reg. § 2510.3- 2(b) and an involuntary separation pay program under Treas. Reg. § 1.409A- 1(b)(9)(iii). Except as otherwise set forth in this document, the Program supersedes each prior Accenture severance plan, program or policy covering an Eligible Employee, both formal and informal, including, but not limited to, the Accenture United States Separation Benefits Plan. The purpose of the Program is to provide an Eligible Employee who is involuntarily terminated from Accenture with Separation Benefits. This document serves as both the plan document and summary plan description under ERISA.

ELIGIBILITY

An Eligible Employee shall become a Participant, and shall receive Separation Benefits subject to the terms and conditions of the Program, if the Eligible Employee’s employment with Accenture is involuntarily terminated in connection with the Program and the Eligible Employee submits (and does not later revoke) a signed Separation Agreement to Accenture by the stated deadline below.

In no event, however, will an Eligible Employee become a Participant in the Program if any of the following applies to the Eligible Employee:

- the Eligible Employee’s employment is terminated for Cause;
- the Eligible Employee is offered a Comparable Position with Accenture (or an Affiliate) prior to the Eligible Employee’s Termination Date;
- the Eligible Employee’s employment terminates because of his voluntary termination, job abandonment, death, or any reason other than in connection with the Program;
- the Eligible Employee requests to return to employment with Accenture following an unpaid leave of absence or a period of long- term disability, and Accenture determines that there are no available positions for which the Eligible Employee is qualified; provided, however, this provision shall not apply to an Eligible Employee returning from a leave of absence which has a legally- protected status (such as Family and Medical Leave Act (FMLA) leave);
- in connection with a business transaction involving Accenture or an Affiliate (including, without limitation, a sale of assets of Accenture, an outsourcing transaction, or a contractual arrangement with a third party), the Eligible Employee is offered a position with the other party to the transaction (or one of its affiliates) prior to the Eligible Employee’s Termination Date;

- the Eligible Employee becomes eligible to receive long- term disability benefits from Accenture; or
- the Eligible Employee fails to comply with any condition set forth in the Program.

Though participants terminated for “Cause” or “Deficient Performance” are not eligible for plan benefits, residents of Puerto Rico still may be eligible for legislatively- required severance payments, provided the circumstances of the separation do not meet the definition of “Just Cause” under P.R. Act No. 80.

All determinations of eligibility for the Program shall be made by Accenture in its sole discretion.

PARTICIPATION

Only Participants are eligible for Separation Benefits. Subject to the terms and conditions of the Program, a Participant whose employment is involuntarily terminated in connection with the Program shall be entitled to the Separation Benefits set forth in the applicable appendix. Eligible Employees will be required to sign a Separation Agreement and all other documentation to become a Participant and receive Separation Benefits. Eligible Employees shall also be required to sign a document entitled “Amendment to Restricted Share Unit and Other Grant Agreements” that shall be included in the Participant’s departure documentation. Eligible Employees shall be advised to consult a personal attorney to review the Separation Agreement.

An Eligible Employee must submit a signed Separation Agreement to Accenture not earlier than his or her Termination Date and not after the deadline set forth in the Separation Agreement. An Eligible Employee may have a right to revoke the Separation Agreement. If such a right exists, it shall be set forth in the Separation Agreement. Any such revocation must be in writing and must be received by Accenture during the time frame set forth in the Separation Agreement. An Eligible Employee who chooses not to submit a signed Separation Agreement to Accenture or who effectively revokes the signed Separation Agreement, shall nonetheless terminate employment as of his or her Termination Date but will not be eligible to receive Separation Benefits. As noted above, Separation Agreements will not be accepted prior to an Eligible Employee’s Termination Date nor after the deadline set forth in the Separation Agreement.

Signed Separation Agreements (and any other accompanying documents to be signed) must be faxed to Accenture Exit Services Team at (312) 737- 9391, scanned and emailed to AccNA.Exits.Team@accenture.com or mailed to the following address:

Accenture Exit Services Team
c/o HR Transactions
6415 Babcock, Suite 100
San Antonio, TX 78249- 2963

In the event an Eligible Employee breaches the provisions of the Separation Agreement, the payment of Separation Benefits shall cease and Accenture shall exercise, and the Eligible Employee shall be bound by, the remedies provided in the Separation Agreement.

SEPARATION BENEFITS

An Eligible Employee who complies with each term in this Plan and each term in the Separation Agreement shall be entitled to the following Separation Benefits.

Separation Pay

The amount of Separation Pay that a Participant shall be entitled to receive depends upon the circumstances of the Participant's termination and his or her Years of Service, as described in the charts below.

Standard Package

Each Participant terminated other than for Performance Reasons shall be entitled to receive Separation Pay which shall consist of (1) a base benefit determined by the Participant's career level as of the Termination Date, (2) a variable benefit based on the Participant's Years of Service, and (3) a COBRA Payment (more fully described below). The total amount of a Participant's base and variable benefits are subject to a maximum as set forth below.

<u>Base Benefit</u>	<u>Variable Benefit</u>	<u>COBRA Payment</u>
6 Months of Pay	1 Week of Pay for each complete Year of Service (rounded down to last complete Year of Service), but not to exceed 8 Weeks of Pay.	\$12,000

Performance Package

Each Participant terminated for Performance Reasons shall be entitled to receive Separation Pay as outlined below:

<u>Benefit</u>	<u>COBRA Payment</u>
4 months of pay	\$8,000

Unless otherwise required by law and except as provided in the following sentence, Separation Pay shall be paid in a single lump sum on the next regular payroll date following the date Accenture receives the signed Separation Agreement or, in the case of a Participant entitled to revoke the signed Separation Agreement, the next regular payroll date following the date the applicable revocation period expires (or as soon as administratively practicable thereafter in accordance with Accenture's payroll procedures). Notwithstanding the preceding sentence, the Plan Administrator may, in his or her sole discretion, elect to provide the Separation Pay on a payroll- by- payroll basis in lieu of a single lump sum. If a Participant dies before receiving full payment of his Separation Pay, such amounts will be paid to his estate.

If a Participant is on a short- term disability (“STD”) leave as of his or her Termination Date or was scheduled to commence an STD leave no later than thirty (30) days following his or her Termination Date, the Participant’s Separation Pay also shall include additional Weeks of Pay (as described below) for the lesser of (i) the number of weeks (if any) remaining in the paid- time portion of his or her scheduled STD leave, or (ii) eight (8) weeks. Notwithstanding the foregoing, if the number of weeks in (or remaining in) the paid- time portion of a Participant’s scheduled leave is not known prior to the payment of his or her Separation Pay, the Participant shall receive eight (8) Weeks of Pay. For purposes of this paragraph only, a “Week of Pay” means a Participant’s STD pay as determined by Accenture in accordance with Accenture’s Short- Term Disability Leave Policy, as amended from time to time.

Professional Outplacement Services

As additional consideration for signing and not later revoking the Separation Agreement, each Participant, including a Participant terminated for Performance Reasons, shall be entitled to participate in a Managing Director Professional Outplacement Services program to be provided by an outside firm selected by Accenture. Each Participant shall receive from Accenture separate, detailed information about the Professional Outplacement Services program, including the duration of the program, the types of available services, how to enroll, and the locations of available programs. No Participant may receive cash in lieu of the Professional Outplacement Services. A Participant must enroll in the Professional Outplacement Services program in order to participate; enrollment is not automatic. A Participant may enroll in the Professional Outplacement Services program not before the later of the date the Participant submits the Separation Agreement or, in the case of a Participant entitled to revoke the Separation Agreement, upon expiration of the applicable Separation Agreement. A Participant must enroll in the Professional Outplacement Services program no later than sixty (60) days after the Termination Date or, in the case of a Participant entitled to revoke the Separation Agreement, no later than sixty (60) days after the date the revocation period expires.

COBRA Payment

The Participant shall be entitled to receive the COBRA Payment whether or not the Participant is enrolled for coverage in the Active Medical Plan and/or Dental Plan and whether or not the Participant elects COBRA Continuation Coverage. To receive COBRA Continuation Coverage, a Participant must elect such coverage in accordance with the terms of the Active Medical Plan and/or Dental Plan and otherwise comply with the terms and conditions that apply.

Equity Compensation

A Participant’s termination of employment affects his or her rights and responsibilities under the various forms of equity compensation received during employment. These may include Founders Shares, Promotion Awards, Celebratory Awards, awards under the Bonus Share Program and may include restricted stock units and stock options. The type of award, the Participant’s age and the date the equity was awarded, among other factors, may all be relevant for determining how termination of employment affects equity compensation. Each Participant should review the terms of the applicable equity compensation plan document and grant agreements to determine how termination of employment affects equity compensation.

RETURN OF ACCENTURE PROPERTY/TIME REPORTS

As a condition of receiving Separation Benefits under the Program, an Eligible Employee must return to Accenture all Accenture property (e.g., building keys, credit cards, documents and records, identification cards, office equipment, portable computers, car/mobile phones, parking cards, computer diskettes). In addition, the balance of any expense against an Eligible Employee's Accenture personnel number must be zero, an Eligible Employee must submit final time reports, submit all outstanding expense receipts, and have no balance on any Accenture-related credit cards or credit accounts, including but not limited to a Corporate American Express card. If an Eligible Employee has a credit card or credit account balance, the Plan Administrator may require such Eligible Employee to pay the entire outstanding balance in full within sixty (60) days of the Termination Date before he or she may be entitled to receive Separation Benefits. Any Accenture property must be returned to Accenture no later than the Eligible Employee's Termination Date.

Accenture reserves the right, exercisable in its sole discretion, to reduce (on a dollar-for-dollar basis) the amount of any Separation Benefits payable to a Participant under the Program by any disability, severance, separation, termination pay, or pay-in-lieu of notice amounts that Accenture pays or is required to pay to the Participant through insurance or otherwise under any plan or contract of Accenture (including the amount of any compensation payable and the value of any benefits to be provided during any notice period under an employment agreement with Accenture or any Affiliate) or under any federal or state law (other than unemployment compensation). In addition, Accenture reserves the right, exercisable in its sole discretion, to reduce the amount of Separation Benefits payable to a Participant under the Program by the amount, if any, that the Participant owes Accenture (or an Affiliate).

PROFESSIONAL CONDUCT, PERFORMANCE AND COOPERATION

As a condition of receiving any Separation Benefits under the Program, each Eligible Employee must: (i) continue to exhibit professional conduct in the workplace; (ii) adhere to all Accenture practices and policies; (iii) perform his or her regular job duties and responsibilities in accordance with required performance standards; (iv) successfully transition job activities; and (v) cooperate with Accenture personnel in matters relating to his or her position or termination. If an Eligible Employee does not comply with the foregoing requirements during and after the remainder of his or her employment, as determined by the Plan Administrator in its sole discretion, such Eligible Employee shall forfeit all benefits under the Program.

REEMPLOYMENT

If a Participant accepts a job offer from Accenture or an Affiliate after his Termination Date, but prior to payment of his Separation Benefits, the Participant shall not be entitled to receive Separation Benefits. If a Participant is re-employed by Accenture or an Affiliate after receiving Separation Pay, he must repay to Accenture an amount equal to his Separation Pay but not the cost of any Professional Outplacement Services. Such repayment must be made within fifteen (15) days following reemployment (or such later date as may be specified by Accenture). A Participant will not, however, be required to repay Separation Pay in the following circumstances:

- A Participant will not be required to repay any portion of the Separation Pay if Accenture decides not to apply this requirement to such Participant. Accenture has complete discretion to decide whether (and to what extent) to require repayment by any particular Participant, taking into account, among other things, the best interests of Accenture and its Affiliates.
- A Participant will not be required to repay his Separation Pay if such Participant is rehired by Accenture or an Affiliate after a period equal to the total number of weeks represented by that Participant's Separation Pay. If a Participant is rehired by Accenture or an Affiliate prior to expiration of the period equal to the total number of weeks represented by that Participant's Separation Pay, the Participant shall be required to repay a prorated portion of that Participant's Separation Pay.

REPAYMENTS AND FORFEITURES

Notwithstanding any other provision of the Program, a Participant shall reimburse Accenture for the full amount of Separation Benefits received by the Participant under the Program if the Participant subsequently discloses any of Accenture's (or an Affiliate's) trade secrets, violates any written covenants or agreements with Accenture or an Affiliate, including but not limited to non- compete and non- solicitation provisions in any employment or equity agreement, or otherwise engages in conduct that may adversely affect Accenture's (or an Affiliate's) reputation or business relations. In addition, any Participant described in the preceding sentence shall forfeit any right to benefits under the Program that have not yet been paid. Accenture shall take such steps as it deems necessary or desirable to enforce the provisions of this subsection.

ADMINISTRATION

Accenture is responsible for the administration and operation of the Program. Accenture is the Program's "plan administrator" and "named fiduciary" (within the meaning of such terms under ERISA). Accenture may adopt from time to time such rules as may be necessary or desirable for the proper and efficient administration of the Program and as are consistent with the terms of the Program. These rules will be applied on a uniform basis to similarly situated individuals. In administering the Program, Accenture shall have the authority, exercisable in its sole discretion, to construe and interpret the provisions of the Program and to make factual determinations thereunder, including the discretionary authority to determine the eligibility of employees (or other individuals) and the amount of benefits payable under the Program. Any decisions made by Accenture shall be final and conclusive with respect to all questions concerning the Program. No benefits will be provided to any individual under the Program unless Accenture decides in its sole discretion that the individual is entitled to benefits under the Program. Accenture may delegate to one or more of its employees or other persons the responsibility for performing Accenture's powers, rights, and duties under the terms of the Program and may seek such expert advice as Accenture deems necessary with respect to the Program.

GENERAL

Information to be Furnished by Participants. Each Participant must furnish to Accenture such documents, evidence, data, or other information as Accenture considers necessary or desirable

for the purpose of administering the Program. Benefits under the Program for each Participant are provided on the condition that the Participant will furnish full, true, and complete data, evidence, or other information and that the Participant will promptly sign any document required under the Program or requested by Accenture.

Employment Rights. The Program does not constitute a contract of employment and participation in the Program will not give a Participant the right to be rehired or retained in the employ of Accenture on any basis, nor will participation in the Program give any Participant any right or claim to any benefit under the Program, unless such right or claim has specifically accrued under the terms of the Program.

Decision Final. Any interpretation of the Program or any decision on any matter within the sole discretion of Accenture made by Accenture is binding on all persons.

Evidence. Evidence required of anyone under the Program may be by certificate, affidavit, document, or other information which the person relying thereon considers pertinent and reliable, and signed, made, or presented by the proper party or parties.

Gender and Number. Where the context permits, words in the masculine gender shall include the feminine and neuter genders, the plural shall include the singular, and the singular shall include the plural.

Controlling Laws. Except to the extent superseded by ERISA, the internal laws of the State of Illinois shall apply to all matters related the Program (including questions of conflicts of law).

Interests Not Transferable. Except as otherwise set forth in this document, the interests of persons entitled to benefits under the Program are not subject to their debts or other obligations and, except as may be required by the tax withholding provisions of the Internal Revenue Code of 1986, as amended, or any state's income tax act, or pursuant to an agreement between a Participant and Accenture, may not be voluntarily sold, transferred, alienated, assigned, or encumbered.

Mistake of Fact. Any mistake of fact or misstatement of fact shall be corrected when it becomes known and proper adjustment made by reason thereof. A Participant must repay to Accenture any benefits paid under this Program by mistake of fact or law.

Severability. In the event any provision of the Program is held to be illegal or invalid for any reason, such illegality or invalidity shall not affect the remaining parts of the Program, and the Program shall be construed and enforced as if such illegal or invalid provisions had never been included in the Program.

Withholding. Accenture reserves the right to withhold from any amounts payable under this Program all federal, state, city, and local taxes as shall be legally required, as well as any other amounts authorized or required by Accenture policy including, but not limited to, withholding for garnishments and judgments or other court orders.

Effect on Other Plans. Payments or benefits provided to a Participant under any deferred compensation, savings, retirement, or other employee benefit plan of Accenture are governed solely by the terms of such plan. Nothing in this Program shall limit Accenture's right to, at any time or for any reason, modify, amend, or terminate any of Accenture's employee benefit or compensation plans, programs, policies, or arrangements.

Unfunded Benefit. All benefits payable under this Program shall be paid directly by Accenture out of its general assets. Accenture shall not be required to segregate on its books or otherwise any amount to be used for the payment of benefits under this Program.

AMENDMENT AND TERMINATION

Accenture reserves the right to amend the Program at any time and to alter, reduce, or eliminate any benefit under the Program (in whole or in part) at any time or to terminate the Program at any time, as to any class or classes of employees (including former employees), without prior notice. Any amendment of the Program may be made by proper action of an officer of Accenture. No employee, officer, director, or agent of Accenture has the authority to alter, vary, or modify the terms of the Program, except by means of an authorized amendment to the Program. No verbal or written representations contrary to the terms of the Program and its proper amendments shall be binding upon Accenture or the Program.

BENEFIT CLAIMS PROCEDURES

No person needs to apply for benefits under the Program. However, if a Participant wishes to file a claim for benefits, he or she (or his or her authorized representative) may make a claim by filing a written description of the claim with Accenture. Accenture will notify the claimant in writing if the claim is granted. If the claim is denied, Accenture will notify the claimant of its decision, setting forth the specific reasons for the denial, references to the Program provisions on which the denial is based, additional information necessary to perfect the claim, if any, and a description of the procedure for review of the denial. Any written claim decision will be sent to the claimant within 90 days (or 180 days if extension is warranted by special circumstances) after Accenture received the claim.

A claimant may request a review of a complete or partial denial of the claim for benefits. Any such request must be in writing and must be received by Accenture within 60 days after the claimant received the notice of the denial of the claim. The claimant will be entitled to review pertinent Program documents and submit written issues and comments to Accenture. Within 60 days (or 120 days if extension is warranted by special circumstances) after Accenture receives the request for review, Accenture will furnish the claimant with written notice of its decision, setting forth the specific reasons for the decision and references to the pertinent Program provisions on which the decision is based.

No person may challenge a decision of Accenture in court or in any other administrative proceeding unless he or she has complied with the claim and appeal procedures described above and such procedures have been completed. If a claim for benefits is finally denied by Accenture, the claimant may only bring suit in court (or other administrative proceeding) if he or she files such action within 120 days after the date of the final denial of the claim by Accenture. No

action at law or in equity shall be brought to recover benefits under this Program until the appeal rights herein provided have been exercised and the Program benefits requested in such appeal have been denied in whole or in part.

All decisions and communications to Participants or other persons regarding a claim for benefits under the Program shall be held strictly confidential by the Participant (or other claimant), Accenture, and their agents.

RIGHTS UNDER ERISA

Each Participant in the Program is entitled to certain rights and protections under ERISA. ERISA provides that Participants will be entitled to:

- Examine, without charge, at Accenture's offices, all documents governing the Program, and a copy of the latest annual report (Form 5500 series) filed by Accenture with the U.S. Department of Labor and available at the Public Disclosure Room of the Employee Benefits Security Administration.
- Upon written request to Accenture, obtain copies of documents governing the operation of the Program, a copy of the latest annual report (Form 5500 series), and an updated summary plan description. Accenture may make a reasonable charge for the copies.

In addition to creating rights for Participants, ERISA imposes duties upon the people who are responsible for the operation of the Program. The people who operate the Program, called "fiduciaries" of the Program, have a duty to do so prudently and in the interest of the Participants. No one, including Accenture or any other person, may fire any person or otherwise discriminate against a person in any way to prevent him or her from obtaining a benefit or exercising his or her rights under ERISA. If a claim for benefits is denied, in whole or in part, the claimant has the right to know why this was done, obtain copies of documents relating to the decision without charge, and to appeal any denial, all within certain time schedules.

Under ERISA, there are steps a person can take to enforce the above rights. For instance, if a person requests a copy of the Program documents or the Program's latest annual report from Accenture and such person does not receive them within thirty days, he or she may file suit in a federal court. In such case, the court may require Accenture to provide the requested materials and pay such person up to \$110 per day until he or she receives the materials, unless the materials were not sent because of reasons beyond the control of Accenture. If a person has a claim for benefits which is denied or ignored, in whole or in part, he or she may file suit in a state or federal court. If it should happen that the fiduciaries misuse a plan's money, or if he or she is discriminated against for asserting his or her rights, he or she may seek assistance from the U.S. Department of Labor or may file suit in a federal court. The court will decide who should pay court costs and legal fees. If a person is successful in the lawsuit, the court may order the person sued to pay these cost fees. If the person filing the lawsuit loses, the court may order that person to pay these costs and fees; for instance, if it finds the claim to be frivolous.

If a person has any questions about the Program, he or she should contact Accenture. If that person has any questions about this statement or about ERISA, he or she should contact the nearest area office of the Employee Benefits Security Administration, listed in the telephone directory, or the Division of Technical Assistance and Inquiries, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue N.W., Washington, D.C. 20210. A person also may obtain certain publications about the rights and responsibilities under ERISA by calling the publications hotline of the Employee Benefits Security Administration.

INFORMATION REQUIRED BY ERISA

- a. Name of Plan Accenture LLP
Leadership Separation Benefits Plan
- b. Effective Date April 15, 2010
- c. Plan Year Calendar Year
- d. Plan Number 702
- e. Type of Plan The Program is an employee welfare benefit plan as defined in Section 3(1) of ERISA.
- f. Plan Sponsor Accenture LLP
161 North Clark Street
Chicago, Illinois 60601
- g. Plan Sponsor's Identification No. 72- 0542904
- h. Plan Administrator Accenture LLP
161 North Clark Street
Chicago, Illinois 60601
Attn: Toni Corban
(800) 207- 2109
- i. Agent for Service of Legal Process General Counsel
c/o Ronald J. Roberts
Accenture LLP
161 North Clark Street
23rd Floor
Chicago, Illinois 60601
- j. Separation Agreements/Notices Signed Separation Agreements or revocation notices should be sent to Accenture either by fax, scanned email or by mail to the location specified in the Separation Agreement. Any other notices or documents required to be given or filed with Accenture under the Program will be properly given or filed if delivered or mailed, by registered mail, postage prepaid, to Accenture at:
Accenture LLP
161 North Clark Street
Chicago, Illinois 60601
Attn: Toni Corban

CERTIFICATE OF ADOPTION

WHEREAS, Accenture LLP desires to adopt and maintain this restated Accenture LLP Managing Director Separation Benefits Plan (the “Program”) for the benefit of its eligible employees, effective as of December 1, 2012.

NOW, THEREFORE, Accenture LLP, acting through its duly authorized representative, hereby restates the Program, effective as of December 1, 2012, in its entirety in the form included hereto, which document may be executed in two or more counterparts, each of which shall be an original, but all of which together shall constitute one and the same document.

Debra Giesen
Executive Director HR – North America

11 SEPTEMBER 2016

GLOSSARY OF TERMS

“Active Medical Plan” means the Accenture United States Group Medical Plan, as amended from time to time.

“Affiliate” means any body corporate, branch partnership, joint venture, unincorporated association or other organization carrying on a trade or other activity with or without a view to profit (a “Legal Entity”) which from time to time Controls, is Controlled by or is under common Control with Accenture, including Accenture Federal Services, LLC, Accenture Plc (a company incorporated in the Republic of Ireland) and any other Affiliate to or successor entity of Accenture Plc, and any successor in title or assign of any Legal Entity from time to time. For purposes of this definition, the term “Control” means (i) ownership by a Legal Entity of at least a majority of the voting interest of another Legal Entity, or (ii) the right or ability of a Legal Entity, whether directly or indirectly, to direct the affairs of another by means of ownership, contract or otherwise.

“Base Salary” means a Participant’s base compensation (as specified by Accenture), determined as of the Participant’s Termination Date, excluding overtime, bonus, incentive pay, or any other special compensation such as quarterly variable compensation and annual variable compensation. For purposes of determining Separation Pay (as described in the “Separation Benefits” section of this document), Base Pay of a Participant classified by Accenture as a parttime employee as of his or her Termination Date shall reflect the part- time percentage in effect on his or her Termination Date.

“Cause” means “cause” as defined in any employment agreement then in effect between an Eligible Employee and Accenture or an Affiliate, or if not defined therein, or if there shall be no such agreement, the Eligible Employee’s (i) embezzlement, misappropriation of corporate funds, or other acts of dishonesty; (ii) commission or conviction of any felony, or of any misdemeanor involving moral turpitude, or entry of a plea of guilty or nolo contendere to any felony or misdemeanor; (iii) engagement in any activity that the Eligible Employee knows or should know could harm the business or reputation of Accenture or an Affiliate; (iv) failure to comply or adhere to Accenture’s or an Affiliate’s policies; (v) continued failure to meet performance standards as determined by Accenture or an Affiliate; or (vi) violation of any statutory, contractual, or common law duty or obligation to Accenture or an Affiliate, including, without limitation, the duty of loyalty and obligations under any employment agreement or its incorporated exhibits. The determination of the existence of Cause shall be made by Accenture in good faith, and such determination shall be conclusive for purposes of the Program.

“COBRA Continuation Coverage” means continued coverage after a Participant’s Termination Date under the Active Medical Plan and/or the Dental Plan, pursuant to the Consolidated Omnibus Budget Reconciliation Act of 1985 (COBRA).

“COBRA Payment” means that portion of the Separation Pay that does not constitute the base benefit or variable benefit.

“Comparable Position” means a position that, as determined by Accenture, (i) is in the same metropolitan area as the eligible employee’s current position, (ii) has compensation and benefits

(in the aggregate) that are comparable to the aggregate compensation and benefits of the eligible employee's current position, and (iii) would commence within ninety days following the eligible employee's Termination Date.

Notwithstanding the foregoing, if you change career tracks but remain in the same role, you will be considered in a Comparable Position, even if it results in a change to your benefits and/or compensation.

"Dental Plan" means the Accenture United States Group Dental Plan, as amended from time to time.

"Deficient Performance" means, as determined by Accenture in its sole discretion, an employee who (i) has demonstrated significant performance deficiencies which have been documented, (ii) has been given a written action plan for improving his or her performance, or (iii) has been given written documentation that describes the consequences of the individual's failure to address deficiencies in the performance of his or her job. The term "Deficient Performance" excludes any reason determined by Accenture to constitute "Cause."

"Eligible Employee" means an individual who is, as of the individual's Termination Date:

(a) an employee on Accenture's regular payroll in the United States;

(b) Career Level 1- 4 Managing Director or Senior Managing Director;

(c) notified that he or she is being involuntarily terminated because:

his or her role is being eliminated,

his or her skill set is not relevant to current organizational needs,

or of over- capacity,

o the individual was unsuccessful in completing a requires improvement program,

o or for performance issues not in connection with a requires improvement to program (but not for Cause); and

(d) notified that he or she is eligible under this Program.

"ERISA" means the Employee Retirement Income Security Act of 1974, as amended.

"Month(s) of Pay" means the amount determined by dividing a Participant's annual Base Salary by twelve (12).

"Participant" means an Eligible Employee who has been selected for participation in the Program and who has satisfied all the conditions for Separation Benefits under the Program.

"Performance Reasons" means the Managing Director was terminated (a) because he or she was unsuccessful in completing a three (3) month Requires Improvement plan, or (b) for Deficient Performance.

"Program" means this Accenture LLP Leadership Separation Benefits Plan.

“Professional Outplacement Services” means services provided by an outside firm selected by Accenture, in its discretion.

“Separation Agreement” means the agreement provided to an Eligible Employee which the Eligible Employee must execute and not later revoke to become a Participant.

“Separation Benefits” means the benefits to which a Participant is entitled under the terms of the Program upon execution (and without revocation) of a Separation Agreement.

“Separation Pay” mean the base benefit, variable benefit and COBRA Payment that a Participant is entitled to receive in consideration for executive and, where applicable, not revoking the Separation Agreement.

“Termination Date” means the date specified by Accenture for termination of an Eligible Employee’s employment with Accenture.

“Week of Pay” means the amount determined by dividing a Participant’s annual Base Salary by fifty- two (52).

“Years of Service” means, with respect to a Participant, each complete twelve- month period of the Participant’s service with Accenture or an Affiliate, beginning with the earlier of (a) the Participant’s most recent date of hire with a business entity which Accenture or an Affiliate acquired unless otherwise noted in letter of offer, or (b) the Participant’s last date of hire with Accenture or an Affiliate (based on the applicable payroll records) and ending on his or her Termination Date. Periods of service prior to a Participant’s last date of hire with the acquired entity, Accenture or an Affiliate, as applicable, shall not be counted for purposes of the Plan. Years of Service shall not include accrued but unused vacation time, sick leave, personal time, or any other paid or unpaid time off. Only complete Years of Service shall be counted as Years of Service.

Subsidiaries of the Registrant

Certain subsidiaries of the registrant and their subsidiaries are listed below. Pursuant to Item 601(b)(21) of Regulation S- K, the names of particular subsidiaries have, in certain instances, been omitted because, considered in the aggregate as a single subsidiary, they would not constitute, as of the end of the year covered by this report, a "significant subsidiary" as that term is defined in Rule 1- 02(w) of Regulation S- X under the Securities Exchange Act of 1934.

<u>Name</u>	<u>Country of Organization</u>
Sistemas Consulting S.L.	Andorra
Accenture SRL	Argentina
Accenture Service Center SRL	Argentina
Accenture Australia Pty Ltd	Australia
Accenture Australia Holdings Pty Ltd	Australia
Accenture Cloud Solutions Australia Pty Ltd	Australia
Accenture Cloud Solutions Pty Ltd	Australia
Accenture Solutions Pty Ltd	Australia
Avanade Australia Pty Ltd	Australia
Codagenic Pty. Ltd.	Australia
Weblinc Pty Ltd	Australia
Accenture GmbH	Austria
Accenture Technology Solutions GmbH	Austria
KCS.net Österreich GmbH	Austria
Avanade Österreich GmbH	Austria
Accenture BPM S.C.R.L.	Belgium
Accenture NV/SA	Belgium
Accenture Technology Ventures S.P.R.L.	Belgium
Avanade Belgium SPRL	Belgium
Accenture Tecnologia, Consultoria e Outsourcing S.A.	Bolivia
Accenture (Botswana) (Proprietary) Limited	Botswana
Accenture do Brasil Limitada	Brazil
Accenture Servicos de Suporte de Negocios Ltda	Brazil
Accenture Servicos Administrativos Ltda	Brazil
AD Dialeto Agencia de Publicidade SA	Brazil
BPO Servicos Administrativos Ltda	Brazil
Avanade do Brasil Limitada	Brazil
Gapso Serviços de Informática Ltda.	Brazil
Javelin Group (Bulgaria) EOOD	Bulgaria
Accenture Canada Holdings Inc.	Canada
Accenture Inc	Canada
Accenture Business Services of British Columbia Limited Partnership	Canada
PCO Innovation Canada Inc.	Canada
Accenture Business Services for Utilities Inc	Canada
Accenture Nova Scotia Unlimited Liability Co.	Canada
Avanade Canada Inc.	Canada
Accenture Chile Asesorias y Servicios Ltda	Chile
Neo Metrics Chile, S.A.	Chile

<u>Name</u>	<u>Country of Organization</u>
Accenture (China) Co Ltd	China
Accenture Technology Solutions (Dalian) Co Ltd	China
Qi Jie Beijing Information Technologies Co Ltd	China
Accenture (Beijing) Mobile Technology Co Ltd	China
Avanade Guangzhou	China
Avanade GZ Computer Technology Development Co. Ltd. (SH)	China
NewsPage China Ltd.	China
Accenture Ltda	Colombia
Accenture S.R.L.	Costa Rica
Accenture Services SRL	Costa Rica
Accenture Business and Technology Services LLC	Croatia
Accenture Services s.r.o.	Czech Republic
Accenture Technology Solutions s.r.o.	Czech Republic
Accenture A/S	Denmark
Avanade Denmark ApS	Denmark
Accenture Ecuador S.A.	Ecuador
Accenture Egypt LLC	Egypt
Accenture Oy	Finland
Accenture Technology Solutions Oy	Finland
Accenture Services Oy	Finland
Avanade Finland Oy	Finland
Fjord Oy	Finland
Accenture Holdings France SAS	France
Accenture Insurance Services SAS	France
Accenture Post Trade Processing SAS	France
Accenture Product Lifecycle Services	France
Accenture SAS	France
Accenture Technology Solutions SAS	France
Avanade France SAS	France
Digiplug SAS	France
GlobalView SAS	France
InVita SAS	France
Javelin Group SASU	France
PCO Innovation EURL	France
Accenture CAS GmbH	Germany
Accenture Dienstleistungen GmbH	Germany
Accenture GmbH	Germany
Accenture Holding GmbH & Co. KG	Germany
Accenture Management GmbH	Germany
Accenture PLM GmbH	Germany
Accenture Services für Kreditinstitute GmbH	Germany
Accenture Services GmbH	Germany
Accenture Technology Solutions GmbH	Germany
Avanade Deutschland GmbH	Germany
dgroup GmbH	Germany
Infoman AG	Germany
KCS.net Deutschland GmbH	Germany

Name	Country of Organization
Procurian Germany GmbH	Germany
Accenture Ghana Limited	Ghana
Accenture Finance (Gibraltar) III Ltd	Gibraltar
Accenture Minority III Ltd	Gibraltar
Accenture plc	Gibraltar
Accenture S.A.	Greece
Accenture BPM Operations Support Services S.A.	Greece
Accenture Company Ltd	Hong Kong
Accenture Technology Solutions (HK) Co. Ltd.	Hong Kong
Avanade Hong Kong Ltd	Hong Kong
AvantBiz Consulting Limited	Hong Kong
DMA Solutions Limited	Hong Kong
LemonXL Limited	Hong Kong
Most Champion Ltd	Hong Kong
PacificLink iMedia Ltd.	Hong Kong
Pixo Punch Limited	Hong Kong
Procurian (Hong Kong) Limited	Hong Kong
Accenture Hungary Holdings Kft	Hungary
Accenture Industrial Software Solutions Kft	Hungary
Accenture Tanacsado Kolatolt Felelossegu Tarsasag KFT	Hungary
Accenture Services Private Limited	India
Energy Quote Private Ltd.	India
Innoveer Solutions India Pvt Ltd	India
Accenture Solutions Private Limited	India
Perseroan Terbatas. Accenture	Indonesia
Accenture	Ireland
Accenture Defined Benefit Pension Plan Trustees Ltd	Ireland
Accenture Defined Contribution Pension Plan Trustees Ltd	Ireland
Accenture Finance Limited	Ireland
Accenture Finance II Ltd	Ireland
Accenture Global Services Ltd	Ireland
Accenture Global Solutions Ltd	Ireland
Accenture Holdings plc	Ireland
Agave Consultants Limited	Ireland
Boomerang Pharmaceuticals Communications Ireland Limited	Ireland
Exactside Limited	Ireland
S3 TV Technology Limited	Ireland
Tara Insurance DAC	Ireland
Accenture IOM 1 Company	Isle of Man
Accenture IOM 2 Company Limited	Isle of Man
Accenture Ltd	Israel
Maglan Information Defense Technologies Research Ltd.	Israel
Accenture SpA	Italy
Accenture Technology Solutions SRL	Italy
Accenture Outsourcing SRL	Italy
Accenture Insurance Services SpA	Italy

Name	Country of Organization
Accenture Finance and Accounting BPO Services S.p.A.	Italy
Accenture HR Services S.p.A.	Italy
Avanade Italy SRL	Italy
Avanade KK	Japan
Accenture Japan Ltd	Japan
IMJ Corporation	Japan
Renacentis IT Services, Co. Ltd	Japan
Accenture East Africa Limited	Kenya
Accenture Sàrl	Luxembourg
Accenture International Sàrl	Luxembourg
Accenture International Capital SCA	Luxembourg
Accenture Sendirian Berhad	Malaysia
Accenture Technology Solutions Sdn. Bhd.	Malaysia
Accenture Solutions Sdn Bhd	Malaysia
Avanade Malaysia Sdn Bhd	Malaysia
Hytracc Consulting Malaysia Sdn. Bhd.	Malaysia
Accenture Services (Mauritius) Ltd	Mauritius
TNT Business Solutions Ltd	Mauritius
Accenture S.C.	Mexico
Operaciones Accenture S.A. de C.V.	Mexico
Accenture Technology Solutions S.A. de C.V.	Mexico
Servicios Técnicos de Programación Accenture S.C.	Mexico
Accenture Services Morocco SA	Morocco
Accenture Maghreb S.a.r.l.	Morocco
Accenture Mozambique Limitada	Mozambique
ACN Consulting Co Ltd	Myanmar
Accenture Australia Holding B.V.	Netherlands
Accenture Branch Holdings B.V.	Netherlands
Accenture BV	Netherlands
Accenture Central Europe B.V.	Netherlands
Accenture Holdings B.V.	Netherlands
Accenture Korea BV	Netherlands
Accenture Middle East B.V	Netherlands
Accenture Minority I BV	Netherlands
Accenture Participations BV	Netherlands
Accenture Technology Ventures BV	Netherlands
Avanade Netherlands BV	Netherlands
MobGen Business Solutions B.V.	Netherlands
MobGen B.V.	Netherlands
MobGen Holding B.V.	Netherlands
Partners Technology Mexico Holdings BV	Netherlands
Accenture NZ Limited	New Zealand
Cloud Sherpas New Zealand Ltd.	New Zealand
Reactive Media Limited	New Zealand
Accenture Ltd	Nigeria
Accenture AS	Norway
Avanade Norway AS	Norway

Name

Accenture Services AS
Hytracc Consulting AS
Hytracc Holding AS
Accenture Panama Inc
Accenture Technology Solutions Srl
Accenture Inc
Accenture Healthcare Processing Inc.
Cloudsherpas, Inc.
Zenta Global Philippines, Inc.
Accenture Sp. z.o.o.
Accenture Operations Sp. z o.o.
Accenture Services Sp. z.o.o.
Accenture Consultores de Gestao S.A.
Accenture Technology Solutions - Soluções Informáticas Integradas, S.A.
Accenture Puerto Rico LLC
Accenture Services S.r.l.
Accenture Industrial Software Solutions SA
Accenture Managed Services SRL
JHA International S.r.l.
S.C. EnergyQuote S.r.l.
Accenture OOO
Accenture Saudi Arabia Limited
Accenture Pte Ltd
Accenture Solutions Pte Ltd
Avanade Asia Pte Ltd
Cloud Sherpas (SN) (PTE.) Limited
NewsPage Pte Ltd
Procurian Singapore Pte. Ltd.
S3 Group Singapore Pte. Ltd.
Accenture s.r.o.
Accenture Services s.r.o.
Accenture Technology Solutions Slovakia s.r.o.
Accenture (South Africa) (Proprietary) Limited
Accenture Services Pty Ltd
Accenture Technology Solutions Pty Ltd
Accenture Africa Pty Ltd
Accenture Technology Infrastructure Services Pty Ltd
Avanade South Africa
Accenture Yuhan Hoesa (also known as Accenture Ltd)
Accenture Technology Solutions Ltd
A Cunning Plan S.L.
Accenture Holdings (Iberia) S.L.
Accenture Outsourcing Services, S.A.
Accenture S.L.
Alnova Technologies Corporation S.L.
Avanade Spain SL
Coritel S.A.

**Country of
Organization**

Norway
Norway
Norway
Panama
Peru
Philippines
Philippines
Philippines
Philippines
Poland
Poland
Poland
Portugal
Portugal
Puerto Rico
Romania
Romania
Romania
Romania
Romania
Romania
Russia
Saudi Arabia
Singapore
Singapore
Singapore
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Singapore
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Slovak Republic
Slovak Republic
Slovak Republic
South Africa
South Africa
South Africa
South Africa
South Africa
South Africa
South Africa
South Africa
South Africa
South Africa
South Korea
South Korea
Spain
Spain
Spain
Spain
Spain
Spain
Spain

Name	Country of Organization
CustomerWorks Europe SL	Spain
Energua Web, S.A.	Spain
MobGen Technology S.L.	Spain
Tecnologica Digital Adventures S.L.	Spain
Tecnologica Digital Signage S.L.	Spain
Accenture Lanka (Private) Ltd	Sri Lanka
Accenture AB	Sweden
Accenture Services AB	Sweden
Avanade Sweden AB	Sweden
Accenture AG	Switzerland
Accenture Holding GmbH	Switzerland
Accenture Finance GmbH	Switzerland
Accenture Finance II GmbH	Switzerland
Avanade Schweiz GmbH	Switzerland
Accenture Services AG	Switzerland
Infoman Schweiz AG	Switzerland
KCS.net Holding AG	Switzerland
KCS.net AG	Switzerland
KCS.net AG West	Switzerland
Procurian Switzerland GmbH	Switzerland
TPAGS AG	Switzerland
Accenture Co Ltd	Taiwan
Accenture Consulting Services Ltd.	Tanzania
Accenture Co Ltd.	Thailand
Accenture Solutions Co Ltd	Thailand
Avanade (Thailand) Co Ltd	Thailand
AGS Business and Technology Services Limited	Trinidad and Tobago
Accenture Danismanlik Limited Sirketi	Turkey
Accenture Industrial Software Limited Liability Company (Accenture Endüstriyel Yazılım Çözümleri Limited Pirketi)	Turkey
Cloud Sherpas (SN) MENA FZE	United Arab Emirates
Accenture Cloud Solutions Ltd	United Kingdom
Accenture Cloud Software Solutions Ltd	United Kingdom
Accenture (UK) Ltd	United Kingdom
Avanade UK Ltd	United Kingdom
Avanade Europe Holdings Ltd	United Kingdom
Avanade Europe Services Ltd	United Kingdom
Accenture Services Ltd	United Kingdom
Accenture Post- Trade Processing Limited	United Kingdom
Accenture Properties	United Kingdom
Accenture Azerbaijan Ltd	United Kingdom
Cimation UK Limited	United Kingdom
Cloud Talent Limited	United Kingdom
Cutting Edge Solutions Ltd	United Kingdom
Energy Management Brokers Ltd.	United Kingdom
EnergyQuote Trading Ltd.	United Kingdom
EnergyQuote JHA Ltd.	United Kingdom

Name	<u>Country of Organization</u>
Fjordnet Limited	United Kingdom
Fjord (OSH) Limited	United Kingdom
Fjord Network Limited	United Kingdom
Formicary Holdings Limited	United Kingdom
Formicary Limited	United Kingdom
Hytracc Consulting UK Limited	United Kingdom
Javelin Group Limited (UK)	United Kingdom
Logistics Market Place Limited (UK)	United Kingdom
Procurian UK Limited	United Kingdom
PureApps Limited	United Kingdom
Tecnologica Ltd.	United Kingdom
TQuila Limited (UK)	United Kingdom
Total Logistics Supply Chain Consultants Limited	United Kingdom
Accenture 2 LLC	United States
Accenture Capital Inc	United States
Accenture Cloud Solutions LLC	United States
Accenture Credit Services LLC	United States
Accenture Federal Services LLC	United States
Accenture Inc	United States
Accenture Insurance Services LLC	United States
Accenture International LLC	United States
Accenture LLC	United States
Accenture LLP	United States
Accenture Sub Inc	United States
Accenture State Healthcare Services LLC	United States
ASM Research LLC	United States
Avanade Federal Services LLC	United States
Avanade Holdings LLC	United States
Avanade Inc	United States
Avanade International Corporation	United States
BABCN LLC	United States
Cloud Sherpas, Inc.	United States
Computer Research and Telecommunications LLC	United States
Declarative Holdings, Inc.	United States
Duck Creek Technologies LLC	United States
FusionX, LLC	United States
Mortgage Cadence LLC	United States
Procurian International I LLC	United States
Procurian International II LLC	United States
Procurian LLC	United States
Procurian USA LLC	United States
Proquire LLC	United States
Radiant Services, LLC	United States
Sagacious Consultants LLC	United States
Structure Consulting Group, LLC	United States
Zenta Mortgage Services LLC	United States
Zenta Recoveries Inc	United States

<u>Name</u>	<u>Country of Organization</u>
Zenta US Holdings Inc.	United States
Accenture Uruguay SRL	Uruguay
Accenture C.A	Venezuela
Accenture Vietnam Co., LTD	Vietnam
Accenture Zambia Limited	Zambia

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Accenture plc:

We consent to the incorporation by reference in the registration statements (No. 333- 210858) on Form S- 3 and (No. 333- 210973, No. 333- 188134, No. 333- 164737 and No. 333- 65376- 99) on Form S- 8 of Accenture plc of our report dated October 28, 2016, with respect to the consolidated balance sheets of Accenture plc as of August 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the years in the three- year period ended August 31, 2016, and the effectiveness of internal control over financial reporting as of August 31, 2016, which report appears in the August 31, 2016 annual report on Form 10K of Accenture plc.

/s/ KPMG LLP
Chicago, Illinois
October 28, 2016

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Accenture plc:

We consent to the incorporation by reference in the registration statements (No. 333- 210858) on Form S- 3 and (No. 333- 210973, No. 333- 188134, No. 333- 65376- 99 and No. 333- 164737) on Form S- 8 of Accenture plc of our report dated October 28, 2016, with respect to the statements of financial condition of the Amended and Restated Accenture plc 2010 Employee Share Purchase Plan as of August 31, 2016 and 2015, and the related statements of operations and changes in plan equity for each of the years in the three- year period ended August 31, 2016, which report appears in the August 31, 2016 annual report on Form 10- K of Accenture plc.

/s/ KPMG LLP
Chicago, Illinois
October 28, 2016

CHIEF EXECUTIVE OFFICER CERTIFICATION

I, Pierre Nanterme, certify that:

1. I have reviewed this Annual Report on Form 10- K of Accenture plc for the fiscal year ended August 31, 2016, as filed with the Securities and Exchange Commission on the date hereof;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a- 15(e) and 15d- 15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a- 15(f) and 15d- 15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 28, 2016

/s/ PIERRE NANTERME

Pierre Nanterme

Chief Executive Officer of Accenture plc
(principal executive officer)

CHIEF FINANCIAL OFFICER CERTIFICATION

I, David P. Rowland, certify that:

1. I have reviewed this Annual Report on Form 10- K of Accenture plc for the fiscal year ended August 31, 2016, as filed with the Securities and Exchange Commission on the date hereof;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a- 15(e) and 15d- 15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a- 15(f) and 15d- 15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 28, 2016

/s/ DAVID P. ROWLAND

David P. Rowland

Chief Financial Officer of Accenture plc
(principal financial officer)

Report of Independent Registered Public Accounting Firm

To the Participants of the Amended and Restated Accenture plc 2010 Employee Share Purchase Plan and the Compensation Committee of the Board of Directors of Accenture plc:

We have audited the accompanying statements of financial condition of the Amended and Restated Accenture plc 2010 Employee Share Purchase Plan (the "Plan"), as of August 31, 2016 and 2015, and the related statements of operations and changes in plan equity for each of the years in the three- year period ended August 31, 2016. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Amended and Restated Accenture plc 2010 Employee Share Purchase Plan as of August 31, 2016 and 2015 and its operations and changes in plan equity for each of the years in the three- year period ended August 31, 2016, in conformity with U.S. generally accepted accounting principles.

/s/ KPMG LLP

Chicago, Illinois

October 28, 2016

AMENDED AND RESTATED ACCENTURE PLC 2010 EMPLOYEE SHARE PURCHASE PLAN

STATEMENTS OF FINANCIAL CONDITION
August 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Contributions receivable	<u>\$ 126,647,472</u>	<u>\$ 107,761,403</u>
Plan equity	<u>\$ 126,647,472</u>	<u>\$ 107,761,403</u>

The accompanying Notes are an integral part of these financial statements.

AMENDED AND RESTATED ACCENTURE PLC 2010 EMPLOYEE SHARE PURCHASE PLAN

STATEMENTS OF OPERATIONS AND CHANGES IN PLAN EQUITY
For the Years Ended August 31, 2016, 2015 and 2014

	2016	2015	2014
Participant contributions	\$ 621,860,588	\$ 526,554,459	\$ 531,303,177
Participant withdrawals	(17,960,725)	(15,459,565)	(14,456,074)
Purchases of Accenture plc Class A ordinary shares	(585,013,794)	(505,958,161)	(507,495,837)
Net additions	<u>\$ 18,886,069</u>	<u>\$ 5,136,733</u>	<u>\$ 9,351,266</u>
Plan equity at beginning of year	107,761,403	102,624,670	93,273,404
Plan equity at end of year	<u>\$ 126,647,472</u>	<u>\$ 107,761,403</u>	<u>\$ 102,624,670</u>

The accompanying Notes are an integral part of these financial statements.

**AMENDED AND RESTATED ACCENTURE PLC 2010 EMPLOYEE SHARE PURCHASE PLAN
NOTES TO THE FINANCIAL STATEMENTS**

1. PLAN DESCRIPTION

The following description of the Amended and Restated Accenture plc 2010 Employee Share Purchase Plan (the "Plan") is provided for general information purposes. Participants in the Plan should refer to the Plan document for more detailed and complete information. Under the Plan, there are two programs through which participants may purchase shares: (1) the Employee Share Purchase Plan (the "ESPP") and (2) the Voluntary Equity Investment Program (the "VEIP").

General

Under the Plan, which was approved by the shareholders of Accenture plc (the "Company") at their February 4, 2010 meeting, and approved by the Board of Directors (the "Board") on December 10, 2009, the Company was authorized to issue or transfer up to 45,000,000 Class A ordinary shares ("Shares") of the Company. The Plan is administered by the Compensation Committee of the Board (the "Committee"), which may delegate its duties and powers in whole or in part as it determines, provided, however, that the Board may, in its sole discretion, take any action designated to the Committee under the Plan as it may deem necessary. The Company pays all expenses of the Plan. The Shares may consist, in whole or in part, of unissued Shares or previously issued Shares that have been reacquired.

At its October 30, 2015 meeting, the Board delegated to the Committee the authority to approve the issuance of an additional 45,000,000 Shares of the Company under the Plan. At its December 4, 2015 meeting, the Committee approved the issuance of an additional 45,000,000 Shares under the Plan, subject to shareholder approval. The Plan was approved by the shareholders of the Company at the February 3, 2016 annual general meeting.

The Plan provides eligible employees of the Company or of a participating subsidiary with an opportunity to purchase Shares at a purchase price established by the Committee, which shall in no event be less than 85% of the fair market value of a Share on the purchase date.

The fair market value on a given date is defined as the arithmetic mean of the high and low prices of the Shares as reported on such date on the composite tape of the principal national securities exchange on which the Shares are listed or admitted to trading, or, if no sale of Shares shall have been reported on the composite tape of any national securities exchange on such date, then the immediately preceding date on which sales of the Shares have been so reported or quoted shall be used.

In general, any individual who is an employee of the Company or of a participating subsidiary is eligible to participate in the Plan, except that the Committee may exclude employees (either individually or by reference to a subset thereof) from participation (1) whose customary employment is less than five months per calendar year or 20 hours or less per week; (2) who own shares equaling 5% or more of the total combined voting power or value of all classes of shares of the Company or any subsidiary; or (3) who are highly compensated employees under the Internal Revenue Code of 1986, as amended (the "Code"). The Plan does not currently qualify as an employee stock purchase plan under Section 423 of the Code and therefore receipt of the Shares will be a taxable event to the participant. The Plan is not subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended.

Contributions

Payroll deductions will generally be made from the compensation paid to each participant during an offering period in a whole percentage as elected by the participant but not to exceed the maximum percentage of the participant's eligible compensation (or maximum dollar amount) as permitted by the Committee. Under the ESPP, the maximum whole percentage is 10% (up to a maximum of \$7,500 per offering period), provided that no participant will be entitled to purchase, during any calendar year, Shares with an aggregate value in excess of \$25,000. Under the VEIP, eligible participants may choose to contribute up to 30% of their eligible compensation towards the purchase of Shares. The amount of the contributions is based on pre- tax cash compensation, but contributions are deducted from after- tax pay each pay period. Individual participation is subject to an aggregate participation limit as permitted by the Committee. The current aggregate contribution limit percentage is 15% of aggregate global Accenture Leader cash compensation. If aggregate participant contributions are projected to exceed this cap, contributions will stop and participants will be refunded contributions not used to purchase Shares.

AMENDED AND RESTATED ACCENTURE PLC 2010 EMPLOYEE SHARE PURCHASE PLAN
NOTES TO THE FINANCIAL STATEMENTS — (continued)

A participant may elect his or her percentage of payroll deductions, and change that election, prior to the end of the applicable enrollment period as determined by the Committee. Unless otherwise determined by the Committee, a participant cannot change the rate of payroll deductions once an offering period has commenced. All payroll deductions made with respect to a participant are credited to the participant's payroll deduction account and are deposited with the general funds of the Company. All funds of participants received or held by the Company under the Plan before purchase or issuance of the Shares are held without liability for interest or other increment (unless otherwise required by law). Under the Plan, the ESPP offering periods in fiscal 2016 included the six- month periods ended November 1, 2015 and May 1, 2016. The current offering period commenced on May 2, 2016 and will end on November 1, 2016. The VEIP has a calendar year offering period, as well as a limited mid- year enrollment period, and monthly contribution periods in which shares are purchased on the 5th of the subsequent month.

Share Purchases

As soon as practicable following the end of each ESPP offering period or VEIP contribution period, the number of Shares purchased by each participant is deposited into a brokerage account established in the participant's name. Dividends that are declared on the Shares held in the brokerage account are paid in cash or reinvested. A summary of information with respect to share purchases was as follows:

**AMENDED AND RESTATED ACCENTURE PLC 2010 EMPLOYEE SHARE PURCHASE PLAN
NOTES TO THE FINANCIAL STATEMENTS — (continued)**

Purchase Date	Offering Type	Number of		
		Participants	Shares Purchased	Purchase Price
August 5, 2016	VEIP	4,437	189,366	\$ 113.64
July 5, 2016	VEIP	4,393	186,613	\$ 113.09
June 5, 2016	VEIP	4,416	181,875	\$ 118.46
May 5, 2016	VEIP	4,455	189,942	\$ 113.95
May 1, 2016	ESPP	48,970	1,622,014	\$ 96.25
April 5, 2016	VEIP	4,480	190,806	\$ 114.52
March 5, 2016	VEIP	4,523	210,648	\$ 103.06
February 5, 2016	VEIP	4,596	217,579	\$ 100.58
January 5, 2016	VEIP	3,757	769,954	\$ 102.17
December 5, 2015	VEIP	3,768	165,661	\$ 107.76
November 5, 2015	VEIP	3,785	168,315	\$ 106.44
November 1, 2015	ESPP	44,151	1,386,856	\$ 91.63
October 5, 2015	VEIP	3,802	178,141	\$ 100.88
September 5, 2015	VEIP	3,833	192,343	\$ 94.40
Total Shares Purchased in fiscal 2016			<u>5,850,113</u>	
August 5, 2015	VEIP	3,861	174,789	\$ 104.73
July 5, 2015	VEIP	3,878	191,134	\$ 97.62
June 5, 2015	VEIP	3,902	195,047	\$ 95.45
May 5, 2015	VEIP	3,941	200,004	\$ 94.09
May 1, 2015	ESPP	40,610	1,621,165	\$ 79.21
April 5, 2015	VEIP	3,971	199,639	\$ 93.76
March 5, 2015	VEIP	3,992	207,156	\$ 91.68
February 5, 2015	VEIP	4,029	221,884	\$ 87.94
January 5, 2015	VEIP	3,553	647,339	\$ 87.75
December 5, 2014	VEIP	3,564	200,686	\$ 86.29
November 5, 2014	VEIP	3,598	212,825	\$ 81.93
November 1, 2014	ESPP	39,457	1,720,128	\$ 69.00
October 5, 2014	VEIP	3,617	219,110	\$ 80.32
September 5, 2014	VEIP	3,652	221,125	\$ 81.77
Total Shares Purchased in fiscal 2015			<u>6,232,031</u>	
August 5, 2014	VEIP	3,743	237,619	\$ 78.66
July 5, 2014	VEIP	3,781	234,479	\$ 81.46
June 5, 2014	VEIP	3,823	230,325	\$ 83.29
May 5, 2014	VEIP	3,857	245,544	\$ 78.78
May 1, 2014	ESPP	38,328	1,872,934	\$ 68.15
April 5, 2014	VEIP	3,891	245,932	\$ 78.88
March 5, 2014	VEIP	3,923	232,498	\$ 83.85
February 5, 2014	VEIP	3,969	256,575	\$ 77.98
January 5, 2014	VEIP	3,418	768,061	\$ 81.46
December 5, 2013	VEIP	3,430	228,268	\$ 75.96
November 5, 2013	VEIP	3,450	229,851	\$ 73.04
November 1, 2013	ESPP	36,539	1,824,365	\$ 62.51
October 5, 2013	VEIP	3,471	234,081	\$ 73.40
September 5, 2013	VEIP	3,494	227,300	\$ 73.63
Total Shares Purchased in fiscal 2014			<u>7,067,832</u>	

As of August 31, 2016, 42,579,575 Accenture plc Class A ordinary shares had been issued under the Plan.

**AMENDED AND RESTATED ACCENTURE PLC 2010 EMPLOYEE SHARE PURCHASE PLAN
NOTES TO THE FINANCIAL STATEMENTS — (continued)**

Withdrawals

Each participant may withdraw from participation in respect of an offering period (either current or future) or from the Plan under such terms and conditions established by the Committee in its sole discretion. Upon a participant's withdrawal, all accumulated payroll deductions in the participant's Plan account are returned without interest (to the extent permitted by applicable local law). A participant is not entitled to any Shares with respect to the applicable offering period, except under the VEIP for those shares purchased in contribution periods prior to withdrawal. A participant is permitted to participate in subsequent offering periods pursuant to terms and conditions established by the Committee in its sole discretion.

Adjustments

The number of Shares issued or reserved for issuance pursuant to the Plan (or pursuant to outstanding purchase rights) is subject to adjustment on account of share splits, share dividends and other changes in the Shares. In the event of a change in control of the Company, the Committee may take any actions it deems necessary or desirable with respect to any purchase rights as of the date of consummation of the change in control.

Plan Amendment and Termination

The Board may amend, alter or discontinue the Plan, provided, however, that no amendment, alteration or discontinuation will be made that would increase the total number of Shares authorized for the Plan without prior shareholder consent, or, without a participant's consent, would materially adversely affect the participant's rights and obligations under the Plan. The Plan will terminate upon the earliest of: (1) the termination of the Plan by the Board; (2) the issuance of all of the Shares reserved for issuance under the Plan; or (3) December 10, 2024. The Board has not initiated actions to terminate the Plan, and unless otherwise noted, has not amended the Plan.

2. BASIS OF PRESENTATION

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

As of August 31, 2016, contributions receivable represents payroll deductions from participants with respect to the ESPP offering period beginning May 2, 2016 and ending November 1, 2016, as well as the VEIP contribution period beginning August 1, 2016 and ending August 31, 2016. As of August 31, 2015, contributions receivable represents payroll deductions from participants with respect to the ESPP offering period beginning May 2, 2015 and ending November 1, 2015, as well as the VEIP contribution period beginning August 1, 2015 and ending August 31, 2015. These payroll deductions are held by Accenture plc and/or its affiliates. Plan equity represents net assets available for future share purchases or participant withdrawals.

3. SUBSEQUENT EVENTS

The Company has evaluated events and transactions subsequent to the Plan's statement of financial condition date. Based on this evaluation, the Company is not aware of any events or transactions that occurred subsequent to the Plan's statement of financial condition date but prior to filing that would require recognition or disclosure in these financial statements.