BAXTER INTERNATIONAL INC
Form 10-Q
November 07, 2016
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2016

¨ **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 1-4448

BAXTER INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	36-0781620 (I.R.S. Employer Identification No.)
One Baxter Parkway, Deerfield, Illinois (Address of principal executive offices)	60015 (Zip Code)

224-948-2000
(Registrant s telephone number,
including area code)

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 x 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

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

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

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

The number of shares of the registrant s Common Stock, par value $1.00 per share, outstanding as of October 31, 2016 was 543,919,936 shares.

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BAXTER INTERNATIONAL INC.

FORM 10-Q

For the quarterly period ended September 30, 2016

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

Baxter International Inc.

Condensed Consolidated Statements of Income (unaudited)

(in millions, except per share data)

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Net sales	$2,558	$2,487	$7,518	$7,365
Cost of sales	1,487	1,453	4,510	4,291
Gross margin	1,071	1,034	3,008	3,074
Marketing and administrative expenses	726	794	2,076	2,361
Research and development expenses	159	148	490	442
Operating income	186	92	442	271
Net interest expense	14	34	53	94
Other expense (income), net	44	91	(4,286)	(46)
Income (loss) from continuing operations before income taxes	128	(33)	4,675	223
Income tax expense (benefit)	1	(35)	(51)	13
Income from continuing operations	127	2	4,726	210
Income (loss) from discontinued operations, net of tax	3	(1)	(4)	553
Net income	$ 130	$ 1	$4,722	$ 763
Income from continuing operations per common share				
Basic	$ 0.23	$ 0.00	$ 8.64	$ 0.39
Diluted	$ 0.23	$ 0.00	$ 8.56	$ 0.38
Income (loss) from discontinued operations per common share				
Basic	$ 0.01	$ 0.00	$ (0.01)	$ 1.01
Diluted	$ 0.01	$ 0.00	$ (0.01)	$ 1.01
Net income per common share				
Basic	$ 0.24	$ 0.00	$ 8.63	$ 1.40
Diluted	$ 0.24	$ 0.00	$ 8.55	$ 1.39
Weighted-average number of common shares outstanding				
Basic	544	546	547	544
Diluted	551	549	552	548

Cash dividends declared per common share	$ 0.13	$0.115	$0.375	$1.155

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

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Baxter International Inc.

Condensed Consolidated Statements of Comprehensive Income (unaudited)

(in millions)

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Net income	$ 130	$ 1	$ 4,722	$ 763
Other comprehensive income (loss), net of tax:				
Currency translation adjustments, net of tax benefit of ($2) and ($10) for the three months ended September 30, 2016 and 2015, respectively, and ($12) and ($78) for the nine months ended September 30, 2016 and 2015, respectively	10	(271)	(16)	(985)
Pension and other employee benefits, net of tax expense of $11 and $16 for the three months ended September 30, 2016 and 2015, respectively, and $32 and $150 for the nine months ended September 30, 2016 and 2015, respectively	21	31	61	212
Hedging activities, net of tax (benefit) expense of zero and ($1) for the three months ended September 30, 2016 and 2015, respectively, and $(5) and $9 for the nine months ended September 30, 2016 and 2015, respectively	1	(2)	(10)	16
Available-for-sale securities, net of tax expense of zero and $2 for the three months ended September 30, 2016 and 2015, respectively, and zero and $6 for the nine months ended September 30, 2016 and 2015		3,418	(4,431)	3,440
Total other comprehensive income (loss), net of tax	32	3,176	(4,396)	2,683
Comprehensive income	$ 162	$ 3,177	$ 326	$ 3,446

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

Baxter International Inc.

Condensed Consolidated Balance Sheets (unaudited)

(in millions, except shares)

		September 30, 2016	December 31, 2015
Current assets	Cash and equivalents	$ 2,597	$ 2,213
	Accounts and other current receivables, net	1,739	1,731
	Inventories	1,568	1,604
	Prepaid expenses and other	634	855
	Investment in Baxalta common stock		5,148
	Current assets held for disposition	51	245
	Total current assets	6,589	11,796
Property, plant and equipment, net		4,327	4,386
Other assets	Goodwill	2,679	2,687
	Other intangible assets, net	1,180	1,349
	Other	1,020	744
	Total other assets	4,879	4,780
Total assets		$ 15,795	$ 20,962
Current liabilities	Short-term debt	$	$ 1,775
	Current maturities of long-term debt and lease obligations	6	810
	Accounts payable and accrued liabilities	2,499	2,666
	Current income taxes payable	98	453
	Current liabilities held for disposition	3	46
	Total current liabilities	2,606	5,750
Long-term debt and lease obligations		2,834	3,922
Other long-term liabilities		1,691	2,425
Equity	Common stock, $1 par value, authorized 2,000,000,000 shares, issued 683,494,944 shares in 2016 and 2015	683	683
	Common stock in treasury, at cost, 139,581,579 shares in 2016 and 135,839,938 shares in 2015	(7,813)	(7,646)
	Additional contributed capital	5,930	5,902
	Retained earnings	14,049	9,683
	Accumulated other comprehensive (loss) income	(4,172)	224
	Total Baxter shareholders equity	8,677	8,846
	Noncontrolling interests	(13)	19
	Total equity	8,664	8,865
Total liabilities and equity		$ 15,795	$ 20,962

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

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Baxter International Inc.

Condensed Consolidated Statements of Cash Flows (unaudited)

(in millions)

		Nine months ended September 30,	
		2016	2015
Cash flows from operations	Net income	$4,722	$ 763
	Adjustments to reconcile income from continuing operations to net cash from operating activities:		
	Loss (income) from discontinued operations, net of tax	4	(553)
	Depreciation and amortization	599	593
	Deferred income taxes	(298)	63
	Stock compensation	84	96
	Realized excess tax benefits from stock issued under employee benefit plans	(36)	(6)
	Net periodic pension benefit and OPEB costs	90	170
	Business optimization items	237	102
	Net realized gains on Baxalta common stock	(4,387)	
	Other	236	(8)
	Changes in balance sheet items		
	Accounts and other current receivables, net	22	5
	Inventories	(11)	(205)
	Accounts payable and accrued liabilities	(326)	14
	Business optimization and infusion pump payments	(119)	(61)
	Other	121	(216)
	Cash flows from operations continuing operations	938	757
	Cash flows from operations discontinued operations	3	290
	Cash flows from operations	941	1,047
Cash flows from investing activities	Capital expenditures	(519)	(658)
	Acquisitions and investments, net of cash acquired	(47)	(27)
	Divestitures and other investing activities	17	56
	Cash flows from investing activities continuing operations	(549)	(629)
	Cash flows from investing activities discontinued operations	13	(946)
	Cash flows from investing activities	(536)	(1,575)
Cash flows from financing activities	Issuances of debt	1,641	6,868
	Payments of obligations	(1,383)	(3,723)
	Debt extinguishment costs	(16)	(114)
	Decrease in debt with original maturities of three months or less, net	(300)	(450)
	Transfer of cash and equivalents to Baxalta		(2,122)

Cash dividends on common stock	(197)	(847)
Proceeds and realized excess tax benefits from stock issued under employee benefit plans	286	174
Purchase of treasury stock	(45)	
Other	(30)	(39)
Cash flows from financing activities	(44)	(253)
Effect of foreign exchange rate changes on cash and equivalents	23	(174)
Increase (decrease) in cash and equivalents	384	(955)
Cash and equivalents at beginning of period	2,213	2,925
Cash and equivalents at end of period	$ 2,597	$ 1,970
Supplemental Schedule of Non-Cash Investing and Financing Activities		
Net proceeds on Retained Share transactions	$ 4,387	$
Payment of obligations in exchange for Retained Shares	3,646	
Exchange of Baxter shares with Retained Shares	611	
Other Supplemental Information		
Income taxes paid	$ 453	$ 357

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

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Baxter International Inc.

Notes to Condensed Consolidated Financial Statements (unaudited)

1. BASIS OF PRESENTATION

The unaudited interim condensed consolidated financial statements of Baxter International Inc. and its subsidiaries (the company or Baxter) have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles (GAAP) in the United States have been condensed or omitted. These unaudited interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in the company s Annual Report on Form 10-K for the year ended December 31, 2015 (2015 Annual Report).

In the opinion of management, the unaudited interim condensed consolidated financial statements reflect all adjustments necessary for a fair statement of the interim periods. All such adjustments, unless otherwise noted herein, are of a normal, recurring nature. The results of operations for the interim period are not necessarily indicative of the results of operations to be expected for the full year.

Certain reclassifications have been made to conform the prior period condensed consolidated statements to the current period presentation.

Separation of Baxalta Incorporated

On July 1, 2015, Baxter completed the distribution of approximately 80.5% of the outstanding common stock of Baxalta Incorporated (Baxalta) to Baxter shareholders (the Distribution). The Distribution was made to Baxter s shareholders of record as of the close of business on June 17, 2015 (Record Date), who received one share of Baxalta common stock for each Baxter common share held as of the Record Date. As a result of the Distribution, Baxalta became an independent public company trading under the symbol BXLT on the New York Stock Exchange. On June 3, 2016, a wholly-owned subsidiary of Shire plc (Shire) merged with and into Baxalta, with Baxalta as the surviving company in the merger (Merger).

References in this report to Baxalta prior to the Merger closing date refers to Baxalta as a stand-alone public company. References in this report to Baxalta subsequent to the Merger closing date refer to Baxalta as a subsidiary of Shire.

As a result of the separation, the condensed consolidated statements of income, condensed consolidated balance sheets, condensed consolidated statements of cash flow and related financial information reflect Baxalta s operations, assets and liabilities, and cash flows as discontinued operations for all periods presented. Refer to Note 2 for additional information regarding the separation of Baxalta.

New accounting standards

Recently issued accounting standards not yet adopted

In March 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2016-09, Improvements to Employee Share-Based Payment Accounting, which amends ASC Topic 718, Compensation Stock Compensation. The updated guidance requires all tax effects related to share-based payment be

recorded in income tax expense in the consolidated statement of income. Current guidance requires that tax effects of deductions in excess of share-based compensation costs (windfall

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tax benefits) be recorded in additional paid-in capital, and tax deficiencies (shortfalls) be recorded in additional paid-in capital to the extent of previously recognized windfall tax benefits, with the remainder recorded in income tax expense. The new guidance also requires all tax-related cash flows resulting from share-based payments to be reported as operating activities in the consolidated statement of cash flows, rather than the current requirement to present windfall tax benefits as an inflow from financing activities and an outflow from operating activities. The guidance is effective for the company beginning January 1, 2017. The impact of the standard is dependent on the timing and value of award exercises and vesting. The company has evaluated the impact of this standard on its consolidated financial statements for the three and nine month periods ended September 30, 2016, and determined that net income and operating cash flow for the periods would have each increased by approximately $9 million and $36 million, respectively, if the company had adopted the new standard January 1, 2016.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). Under the new guidance, lessees are required to recognize lease assets and liabilities on the balance sheet for leases classified as operating leases under current GAAP. This ASU is effective for the company beginning January 1, 2019. The company is currently evaluating the impact of this standard on its consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), which amends the existing accounting standards for revenue recognition. ASU No. 2014-09 is based on principles that govern the recognition of revenue at an amount an entity expects to be entitled when products are transferred to customers. ASU No. 2014-09 will be effective for the company beginning on January 1, 2018. The standard may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of adoption. The company is currently evaluating the impact of adopting the standard on its consolidated financial statements.

Recently adopted accounting pronouncements

As of January 1, 2016, the company adopted ASU No. 2015-03, Simplifying the Presentation of Debt Issuance Costs, which amended ASC 835-30, Interest - Imputation of Interest. This guidance requires that debt issuance costs related to a recognized debt liability be presented as a direct deduction from the carrying amount of the related debt liability. As a result of the adoption, the company reclassified debt issuance costs of $13 million from other assets to long-term debt in the Company s consolidated balance sheet as of December 31, 2015. The adoption of this guidance did not impact the company s consolidated statements of earnings, comprehensive income, shareholders equity, or cash flows.

As of January 1, 2016, the company adopted ASU No. 2015-05, Intangibles Goodwill and Other Internal-Use Software (Subtopic 350-40), Customer s Accounting for Fees Paid in a Cloud Computing Arrangement. This guidance requires software licenses within cloud computing arrangements to be classified as intangible assets. The adoption of ASU No. 2015-05 did not have a material impact on Baxter s financial position or results of operations.

As of July 1, 2016, the company adopted ASU No. 2016-15, Statement of Cash Flows (Topic 230). The guidance requires that the cash payments for debt prepayment or debt extinguishment costs be classified as cash outflows for financing activities. As a result of the adoption, in the third quarter of 2016 the company has reclassified certain debt prepayments and debt extinguishment costs from operating to financing activities which resulted in a decrease in financing cash flows of $16 million and $124 million for the first nine months of 2016 and 2015, respectively. The adoption of this guidance did not impact the company s consolidated statements of earnings, consolidated balance sheet, comprehensive income, or shareholders equity.

2. SEPARATION OF BAXALTA INCORPORATED

After giving effect to the Distribution, the company retained 19.5% of the outstanding common stock, or 131,902,719 shares of Baxalta (Retained Shares). Effective January 27, 2016, Baxter completed a debt-for-equity exchange through the transfer of 37,573,040 Retained Shares in exchange for the extinguishment of the $1.45 billion aggregate principal amount of indebtedness outstanding under the company s prior U.S. dollar denominated revolving credit facility, which was terminated in connection with the closing of this exchange. On March 16, 2016, the company completed a debt-for-equity exchange, in which Baxter exchanged 63,823,582 Retained Shares for the extinguishment of $2.2 billion in aggregate principal amount of Baxter indebtedness. On May 6, 2016 the company contributed 17,145,570 Retained Shares to Baxter s U.S. pension fund. On May 26, 2016 the company completed an equity-for-equity exchange by exchanging 13,360,527 Retained Shares for 11,526,638 shares of Baxter. The company held no shares of Baxalta as of September 30, 2016. See Note 8 for additional details regarding these transactions.

For a portion of Baxalta s operations, the legal transfer of Baxalta s assets and liabilities did not occur with the separation of Baxalta on July 1, 2015 due to the time required to transfer marketing authorizations and other regulatory requirements in certain countries. Under the terms of the International Commercial Operations Agreement (ICOA), Baxalta is subject to the risks and entitled to the benefits generated by these operations and assets until legal transfer; therefore, the net economic benefit and any cash collected by these entities are transferred to Baxalta.

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Following is a summary of the operating results of Baxalta, which have been reflected as discontinued operations for the three and nine months ended September 30, 2016 and 2015. The assets and liabilities have been classified as held for disposition as of September 30, 2016 and December 31, 2015.

(in millions)	Three months ended September 30, 2016	Three months ended September 30, 2015	Nine months ended September 30, 2016	Nine months ended September 30, 2015
Major classes of line items constituting income from discontinued operations before income taxes				
Net sales	$ 24	$ 63	$ 144	$ 2,853
Cost of sales	(20)	(63)	(135)	(1,172)
Marketing and administrative expenses		(1)	(20)	(547)
Research and development expenses				(393)
Other income and expense items that are not major				7
Total income (loss) from discontinued operations before income taxes	4	(1)	(11)	748
Gain on disposal of discontinued operations			17	
Income tax expense	1		10	195
Total income (loss) from discontinued operations	$ 3	$ (1)	$ (4)	$ 553

(in millions)	September 30, 2016	December 31, 2015
Carrying amounts of major classes of assets included as part of discontinued operations		
Accounts and other current receivables, net	$ 48	$ 228
Inventories		8
Property, plant, and equipment, net	1	2
Other	2	7
Total assets of the disposal group	$ 51	$ 245
Carrying amounts of major classes of liabilities included as part of discontinued operations		
Accounts payable and accrued liabilities	$ 3	$ 46
Total liabilities of the disposal group	$ 3	$ 46

As of September 30, 2016 and December 31, 2015, Baxter has recorded a net liability of $44 million and $190 million, respectively, for its obligation to transfer these net assets to Baxalta. In the first nine months of 2016, the company transferred $156 million of net assets to Baxalta resulting in a gain of $17 million, which is recorded within income from discontinued operations, net of tax. It is expected that the majority of the remaining operations will be transferred to Baxalta during the fourth quarter of 2016.

Baxter and Baxalta entered into several agreements in connection with the July 1, 2015 separation, including a transition services agreement (TSA), separation and distribution agreement, manufacturing and supply agreements (MSA), tax matters agreement, an employee matters agreement, a long-term services agreement, and a shareholder s

and registration rights agreement.

Pursuant to the TSA, Baxter and Baxalta and their respective subsidiaries are providing to each other, on an interim, transitional basis, various services. Services being provided by Baxter include, among others, finance, information technology, human resources, quality supply chain, and certain other administrative services. The services generally commenced on the Distribution date and are expected to terminate within 24 months (or 36 months in the case of certain information technology services) of the Distribution date. Billings by Baxter under the TSA are recorded as a reduction of the costs to provide the respective service in the applicable expense category, primarily in marketing and administrative expenses, in the condensed consolidated statements of income. In the three and nine months ended September 30, 2016, the company recognized approximately $26 million and $79 million, respectively, as a reduction in marketing and administrative expenses related to the TSA. Pursuant to the MSA, Baxalta or Baxter, as the case may be, manufactures, labels, and packages products for the other party. The terms of the agreements range in initial duration from five to ten years. In the three and nine months ended September 30, 2016, Baxter recognized approximately $6 million and $31 million, respectively, in sales to Baxalta. In addition, Baxter recognized $6 million and $30 million, respectively, in cost of sales related to purchases from Baxalta pursuant to the MSA. The cash flows associated with these agreements are included in cash flows from operations continuing operations.

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Cash inflows of $3 million were reported in cash flows from operations discontinued operations for the period ending September 30, 2016. These relate to non-assignable tenders whereby Baxter remains the seller of Baxalta products, transactions related to importation services Baxter provides in certain countries, in addition to trade payables settled by Baxter on Baxalta s behalf after the local separation.

3. SUPPLEMENTAL FINANCIAL INFORMATION

Net interest expense

(in millions)	Three months ended September 30, 2016	Three months ended September 30, 2015	Nine months ended September 30, 2016	Nine months ended September 30, 2015
Interest expense, net of capitalized interest	$ 20	$ 38	$ 69	$ 109
Interest income	(6)	(4)	(16)	(15)
Net interest expense	$ 14	$ 34	$ 53	$ 94

Other expense (income), net

(in millions)	Three months ended September 30, 2016	Three months ended September 30, 2015	Nine months ended September 30, 2016	Nine months ended September 30, 2015
Foreign exchange	$	$ (22)	$ (12)	$ (92)
Net loss on debt extinguishment	52	130	153	130
Net realized gains on Retained Shares transactions			(4,387)	
Other	(8)	(17)	(40)	(84)
Other expense (income), net	$ 44	$ 91	$ (4,286)	$ (46)

Inventories

(in millions)	September 30, 2016	December 31, 2015
Raw materials	$ 346	$ 374
Work in process	148	142
Finished goods	1,074	1,088
Inventories	$ 1,568	$ 1,604

Property, plant and equipment, net

(in millions)	September 30, 2016	December 31, 2015

Property, plant and equipment, at cost	$ 9,258	$ 8,990
Accumulated depreciation	(4,931)	(4,604)
Property, plant and equipment, net	$ 4,327	$ 4,386

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4. EARNINGS PER SHARE

The numerator for both basic and diluted earnings per share (EPS) is either net income, income from continuing operations, or income from discontinued operations. The denominator for basic EPS is the weighted-average number of common shares outstanding during the period. The dilutive effect of outstanding stock options, restricted stock units (RSUs) and performance share units (PSUs) is reflected in the denominator for diluted EPS using the treasury stock method.

The following is a reconciliation of basic shares to diluted shares.

	Three months ended September 30,		Nine months ended September 30,	
(in millions)	2016	2015	2016	2015
Basic shares	544	546	547	544
Effect of dilutive securities	7	3	5	4
Diluted shares	551	549	552	548

The effect of dilutive securities included unexercised stock options, unvested RSUs and contingently issuable shares related to granted PSUs. The computation of diluted EPS excluded 0.3 million and 10 million equity awards for the third quarter and nine months ended September 30, 2016, respectively, and 18 million and 16 million equity awards for the third quarter and nine months ended September 30, 2015, because their inclusion would have had an anti-dilutive effect on diluted EPS. Refer to Note 9 for additional information regarding items impacting basic shares.

Stock repurchases

In July 2012, the Board of Directors authorized the repurchase of up to $2.0 billion of the company s common stock. In the third quarter of 2016, the company repurchased approximately 0.9 million shares pursuant to this authority and has $0.4 billion remaining available under this authorization as of September 30, 2016.

In the second quarter of 2016, the company executed an equity-for-equity exchange of Retained Shares for 11.5 million outstanding Baxter shares. Refer to Note 8 for additional information regarding Retained Share transactions.

5. ACQUISITIONS AND OTHER ARRANGEMENTS

In the first quarter of 2016, Baxter paid approximately $23 million to acquire the rights to vancomycin injection in 0.9% Sodium Chloride (Normal Saline) in 500 mg, 750 mg and 1 gram presentations from Celerity Pharmaceuticals, LLC (Celerity). Baxter capitalized the purchase price as an intangible asset and is amortizing the asset over the estimated economic life of 12 years. Refer to Note 5 within the 2015 Annual Report for additional information regarding the company s agreement with Celerity.

6. GOODWILL AND OTHER INTANGIBLE ASSETS, NET

Goodwill

The following is a reconciliation of goodwill by business segment.

(in millions)	Renal	Hospital Products	Total
Balance as of December 31, 2015	$ 408	$2,279	$ 2,687
Additions	5		5
Currency translation adjustments	(2)	(11)	(13)
Balance as of September 30, 2016	$ 411	$2,268	$ 2,679

As of September 30, 2016, there were no accumulated goodwill impairment losses.

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Other intangible assets, net

The following is a summary of the company s other intangible assets.

(in millions)	Developed technology, including patents	Other amortized intangible assets	Indefinite-lived intangible assets	Total
September 30, 2016				
Gross other intangible assets	$1,753	$ 401	$58	$2,212
Accumulated amortization	(866)	(166)		(1,032)
Other intangible assets, net	$ 887	$ 235	$58	$1,180
December 31, 2015				
Gross other intangible assets	$1,742	$ 393	$86	$2,221
Accumulated amortization	(729)	(143)		(872)
Other intangible assets, net	$1,013	$ 250	$86	$1,349

Intangible asset amortization expense was $42 million and $40 million in the three months ended September 30, 2016 and 2015, respectively, and $124 million and $120 million for the nine months ended September 30, 2016 and 2015, respectively.

In the third quarter of 2016, the company recorded an impairment charge of $27 million related to an indefinite-lived intangible asset (acquired IPR&D) in the company s Renal segment and its in-center hemodialysis program. The assets of the business were written down to estimated fair value and recorded in research and development expenses.

In the second quarter of 2016, the company recorded an impairment charge of $51 million, of which $41 million related to a developed technology asset, relating to the company s Hospital Products segment synthetic bone repair products business which was acquired from ApaTech Limited in 2010. The assets of the business were written down to estimated fair value and recorded in cost of sales.

The decrease in other intangible assets, net during the first nine months of 2016 was primarily driven by amortization expense and the impairments noted above, partially offset by the acquisition of vancomycin detailed in Note 5 and currency translation adjustments (CTA).

7. INFUSION PUMP AND BUSINESS OPTIMIZATION CHARGES

Infusion pump charges

In the first quarter of 2016, the company refined its estimates for remediation activities related to the SIGMA SPECTRUM infusion pump recall and decreased the reserve by $12 million. For the three and nine months ended September 30, 2016, the company recorded utilization of the SIGMA SPECTRUM reserve of zero and $24 million, respectively. The balance as of September 30, 2016 was $4 million for the SIGMA SPECTRUM infusion pump recall. Refer to the 2015 Annual Report for further information about the company s infusion pump recall activities.

Business optimization charges

The company records charges from its business optimization initiatives primarily related to optimizing the company s overall cost structure on a global basis, as the company streamlines its operations, rationalizes its manufacturing facilities, enhances its general and administrative infrastructure and realigns certain research and development (R&D) activities.

During the three and nine months ended September 30, 2016 and 2015, the company recorded the following charges related to business optimization programs.

	Three months ended September 30,		Nine months ended September 30,	
(in millions)	2016	2015	2016	2015
Restructuring charges, net	$130	$ 92	$237	$102
Costs to implement business optimization programs	25		44	
Gambro integration costs	5	12	19	50
Accelerated depreciation	11		25	
Total business optimization charges	$171	$104	$325	$152

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Included in the restructuring charges for the three months ended September 30, 2016 were net employee termination costs of $101 million which primarily consisted of a global workforce reduction program and $27 million related to the impairment of acquired IPR&D as described in Note 6. The restructuring charges for the nine months ended September 30, 2016 also include $54 million for costs associated with the discontinuance of the VIVIA home hemodialysis development program. These costs consisted of contract termination costs of $21 million, asset impairments of $31 million, and other exit costs of $2 million.

For the three and nine month periods ended September 30, 2016 and 2015, the company recorded the following components of restructuring costs:

	Three months ended September 30, 2016			
(in millions)	COGS	SGA	R&D	Total
Employee termination costs	$21	$84	$ 1	$106
Asset impairments	6		27	33
Reserve adjustments				
Employee termination costs		(3)	(2)	(5)
Contract termination costs	(3)		(1)	(4)
Total restructuring charges	$24	$81	$25	$130

	Three months ended September 30, 2015			
(in millions)	COGS	SGA	R&D	Total
Employee termination costs	$ 7	$56	$11	$ 74
Asset impairments	31			31
Reserve adjustments	(6)	(4)	(3)	(13)
Total restructuring charges	$32	$52	$ 8	$ 92

	Nine months ended September 30, 2016			
(in millions)	COGS	SGA	R&D	Total
Employee termination costs	$51	$ 94	$13	$158
Contract termination costs	8	2	13	23
Asset impairments	28		40	68
Other exit costs	2			2
Reserve adjustments				
Employee termination costs	(1)	(11)	(2)	(14)
Total restructuring charges	$88	$ 85	$64	$237

	Nine months ended September 30, 2015			
(in millions)	COGS	SGA	R&D	Total

Employee termination costs	$ 11	$ 72	$12	$ 95
Asset related costs	3	1		4
Asset impairment	33		2	35
Reserve adjustments	(19)	(10)	(3)	(32)
Total restructuring charges	$ 28	$ 63	$11	$102

Costs to implement business optimization programs for the three and nine months ended September 30, 2016, were $25 million and $44 million, respectively. These costs consisted primarily of external consulting and employee salary and related costs. The costs were included within marketing and administrative and R&D expense.

Costs related to the integration of Gambro were included within marketing and administrative expense for all referenced periods.

For the three and nine months ended September 30, 2016, the company recognized accelerated depreciation, primarily associated with facilities to be closed of $11 million and $25 million, respectively. The costs were recorded in cost of sales for all referenced periods.

The following table summarizes cash activity in the reserves related to the company s restructuring initiatives.

(in millions)	
Reserves as of December 31, 2015	$ 116
Charges	183
Reserve adjustments	(14)
Utilization	(98)
CTA	9
Reserves as of September 30, 2016	$ 196

Reserve adjustments primarily relate to employee termination cost reserves established in prior periods.

The company s restructuring reserves of $196 million as of September 30, 2016 consisted of $171 million of employee termination costs and the remaining reserves related to contract termination costs. The reserves are expected to be substantially utilized by the end of 2017.

8. DEBT, FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS

Debt Issuance

In August 2016, Baxter issued senior notes with a total aggregate principal amount of $1.6 billion, comprised of $400 million at a fixed coupon rate of 1.70% due in August 2021, $750 million at a fixed coupon rate of 2.60% due in August 2026, and $450 million at a fixed coupon rate of 3.50% due in August 2046.

Debt Redemptions

In September 2016, Baxter redeemed an aggregate of approximately $1 billion in principal amount of its 1.850% Senior Notes due 2017, 1.850% Senior Notes due 2018, 5.375% Senior Notes due 2018, 4.500% Senior Notes due 2019, 4.250% Senior Notes due 2020, and 3.200% Senior Notes due 2023. Baxter paid approximately $1 billion, including accrued and unpaid interest and tender premium, to redeem such notes. As a result of the debt redemptions, the company recognized a loss on extinguishment of debt in the third quarter of 2016 of approximately $52 million, which is included in other expense (income), net.

Debt-for-equity exchanges

On January 27, 2016, Baxter exchanged Retained Shares for the extinguishment of $1.45 billion aggregate principal amount outstanding under its $1.8 billion U.S. dollar-denominated revolving credit facility. This exchange extinguished the indebtedness under the facility, which was terminated in connection with such debt-for-equity exchange. There were no material prepayment penalties or breakage costs associated with the termination of the facility. Baxter recognized a net realized gain of $1.25 billion related to the Retained Shares exchanged, which was included in other income, net for the nine months ended September 30, 2016.

On March 16, 2016, the company exchanged Retained Shares for the extinguishment of approximately $2.2 billion in principal amount of its 0.950% Notes due May 2016, 5.900% Notes due August 2016, 1.850% Notes due January 2017, 5.375% Notes due May 2018, 1.850% Notes due June 2018, 4.500% Notes due August 2019, and 4.250% Notes due February 2020 purchased by certain third party purchasers in the previously announced debt tender offers. As a

result, the company recognized a net loss on extinguishment of debt totaling $101 million and a net realized gain of $2.0 billion on the Retained Shares exchanged, which are included in other income, net for the nine months ended September 30, 2016.

Debt Maturities

In the second quarter of 2016, the company repaid the $190 million outstanding balance of its 0.95% senior unsecured notes that matured in June 2016. In the third quarter of 2016, the company repaid the $130 million outstanding balance of its 5.9% senior unsecured notes that matured in September 2016.

Commercial paper

During the first nine months of 2016, the company issued and redeemed commercial paper, of which zero was outstanding as of September 30, 2016. There was a balance of $300 million outstanding at December 31, 2015 with a weighted-average interest rate of 0.6%. This commercial paper is classified as short-term debt.

Securitization arrangement

The following is a summary of the activity relating to the company s securitization arrangement in Japan.

(in millions)	Three months ended September 30, 2016	Three months ended September 30, 2015	Nine months ended September 30, 2016	Nine months ended September 30, 2015
Sold receivables at beginning of period	$ 62	$ 106	$ 81	$ 104
Proceeds from sales of receivables	75	81	272	311
Cash collections (remitted to the owners of the receivables)	(71)	(59)	(299)	(284)
Effect of currency exchange rate changes	2	4	14	1
Sold receivables at end of period	$ 68	$ 132	$ 68	$ 132

The impacts on the condensed consolidated statements of income relating to the sale of receivables were immaterial for each period. Refer to the 2015 Annual Report for further information regarding the company s securitization arrangement.

Concentrations of credit risk

The company invests excess cash in certificates of deposit or money market funds and diversifies the concentration of cash among different financial institutions. With respect to financial instruments, where appropriate, the company has diversified its selection of counterparties, and has arranged collateralization and master-netting agreements to minimize the risk of loss.

The company continues to do business with foreign governments in certain countries, including Greece, Spain, Portugal and Italy, that have experienced a deterioration in credit and economic conditions. As of September 30, 2016, the company s net accounts receivable from the public sector in Greece, Spain, Portugal and Italy totaled $181 million.

Global economic conditions and liquidity issues in certain countries have resulted, and may continue to result, in delays in the collection of receivables and credit losses. Governmental actions and customer-specific factors may also require the company to re-evaluate the collectability of its receivables and the company could potentially incur additional credit losses. These conditions may also impact the stability of the Euro.

Derivatives and hedging activities

The company operates on a global basis and is exposed to the risk that its earnings, cash flows and equity could be adversely impacted by fluctuations in foreign exchange and interest rates. The company s hedging policy attempts to manage these risks to an acceptable level based on the company s judgment of the appropriate trade-off between risk, opportunity and costs.

The company is primarily exposed to foreign exchange risk with respect to recognized assets and liabilities, forecasted transactions and net assets denominated in the Euro, British Pound, Chinese Yuan, Korean Won, Australian Dollar, Canadian Dollar, Japanese Yen, Colombian Peso, Brazilian Real, Swedish Krona, Mexican Peso, and New Zealand Dollar. The company manages its foreign currency exposures on a consolidated basis, which allows the company to net exposures and take advantage of any natural offsets. In addition, the company uses derivative and nonderivative instruments to further reduce the net exposure to foreign exchange. Gains and losses on the hedging instruments offset

losses and gains on the hedged transactions and reduce the earnings and equity volatility resulting from foreign exchange. Financial market and currency volatility may limit the company s ability to cost-effectively hedge these exposures.

The company is also exposed to the risk that its earnings and cash flows could be adversely impacted by fluctuations in interest rates. The company s policy is to manage interest costs using a mix of fixed- and floating-rate debt that the company believes is appropriate.

To manage this mix in a cost-efficient manner, the company periodically enters into interest rate swaps in which the company agrees to exchange, at specified intervals, the difference between fixed and floating interest amounts calculated by reference to an agreed-upon notional amount.

The company does not hold any instruments for trading purposes and none of the company s outstanding derivative instruments contain credit-risk-related contingent features.

All derivative instruments are recognized as either assets or liabilities at fair value in the condensed consolidated balance sheets and are classified as short-term or long-term based on the scheduled maturity of the instrument. Based upon the exposure being hedged, the company designates its hedging instruments as cash flow or fair value hedges.

Cash Flow Hedges

The company may use options, including collars and purchased options, forwards and cross-currency swaps to hedge the foreign exchange risk to earnings relating to forecasted transactions and recognized assets and liabilities.

For each derivative instrument that is designated and effective as a cash flow hedge, the gain or loss on the derivative is accumulated in accumulated other comprehensive income (AOCI) and then recognized in earnings consistent with the underlying hedged item. Option premiums or net premiums paid are initially recorded as assets and reclassified to other comprehensive income (OCI) over the life of the option, and then recognized in earnings consistent with the underlying hedged item. Cash flow hedges are classified in net sales, cost of sales, and net interest expense, and primarily relate to forecasted third-party sales denominated in foreign currencies, forecasted intercompany sales denominated in foreign currencies, and anticipated issuances of debt, respectively.

The notional amounts of foreign exchange contracts were $438 million and $378 million as of September 30, 2016 and December 31, 2015, respectively. There were no outstanding interest rate contracts designated as cash flow hedges as of September 30, 2016 and December 31, 2015. The maximum term over which the company has cash flow hedge contracts in place related to forecasted transactions as of September 30, 2016 is 15 months.

Fair Value Hedges

The company uses interest rate swaps to convert a portion of its fixed-rate debt into variable-rate debt. These instruments hedge the company s earnings from changes in the fair value of debt due to fluctuations in the designated benchmark interest rate. For each derivative instrument that is designated and effective as a fair value hedge, the gain or loss on the derivative is recognized immediately to earnings, and offsets the loss or gain on the underlying hedged item. Fair value hedges are classified in net interest expense, as they hedge the interest rate risk associated with certain of the company s fixed-rate debt.

The total notional amount of interest rate contracts designated as fair value hedges was $200 million and $1.3 billion as of September 30, 2016 and December 31, 2015, respectively. The decrease is due to swaps terminated in conjunction with the previously mentioned debt-for-equity exchanges and debt redemptions.

Dedesignations

If it is determined that a derivative or nonderivative hedging instrument is no longer highly effective as a hedge, the company discontinues hedge accounting prospectively. If the company removes the cash flow hedge designation because the hedged forecasted transactions are no longer probable of occurring, any gains or losses are immediately reclassified from AOCI to earnings. Gains or losses relating to terminations of effective cash flow hedges in which the forecasted transactions are still probable of occurring are deferred and recognized consistent with the loss or income recognition of the underlying hedged items.

There were no hedge dedesignations in the first nine months of 2016 or 2015 resulting from changes in the company s assessment of the probability that the hedged forecasted transactions would occur.

If the company terminates a fair value hedge, an amount equal to the cumulative fair value adjustment to the hedged items at the date of termination is amortized to earnings over the remaining term of the hedged item. In March 2016, the company terminated a total notional value of $765 million of interest rate contracts in connection with the March debt tender offers, resulting in a $34 million reduction to the debt extinguishment loss. In September 2016, the company terminated a total notional value of $335 million of interest rate contracts in connection with the September

debt redemptions, resulting in a $14 million reduction to the debt extinguishment loss. The company terminated a total notional value of $1.65 billion of interest rate contracts in connection with debt tender offers, which resulted in a $33 million reduction to the debt extinguishment loss, during the first nine months of 2015.

Undesignated Derivative Instruments

The company uses forward contracts to hedge earnings from the effects of foreign exchange relating to certain of the company s intercompany and third-party receivables and payables denominated in a foreign currency. These derivative instruments are generally not formally designated as hedges, and the change in fair value, which substantially offsets the change in book value of the hedged items, is recorded directly to other expense (income), net. The terms of these instruments generally do not exceed one month.

The total notional amount of undesignated derivative instruments was $914 million as of September 30, 2016 and $580 million as of December 31, 2015.

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Gains and Losses on Derivative Instruments

The following tables summarize the income statement locations and gains and losses on the company s derivative instruments for the three months ended September 30, 2016 and 2015.

	Gain (loss) recognized in OCI		Location of gain (loss)	Gain (loss) reclassified from AOCI into income	
(in millions)	2016	2015	in income statement	2016	2015
Cash flow hedges					
Interest rate contracts	$	$	Other expense (income), net	$ 5	$
Foreign exchange contracts	3	1	Cost of sales	(2)	5
Total	$ 3	$ 1		$ 3	$ 5

		Gain (loss) recognized in income	
(in millions)	Location of gain (loss) in income statement	2016	2015
Fair value hedges			
Interest rate contracts	Net interest expense	$(7)	$(11)
Undesignated derivative instruments			
Foreign exchange contracts	Other expense (income), net	$ 9	$ 12

The following tables summarize the income statement locations and gains and losses on the company s derivative instruments for the nine months ended September 30, 2016 and 2015.

	Gain (loss) recognized in OCI		Location of gain (loss)	Gain (loss) reclassified from AOCI into income	
(in millions)	2016	2015	in income statement	2016	2015
Cash flow hedges					
Interest rate contracts	$	$	Other expense (income), net	$ 9	$
Foreign exchange contracts		(1)	Net sales		
Foreign exchange contracts	(8)	4	Cost of sales	(3)	45
Total	$ (8)	$ 3		$ 6	$45

		Gain (loss) recognized in income	
(in millions)	Location of gain (loss) in income statement	2016	2015
Fair value hedges			
Interest rate contracts	Net interest expense	$ 19	$(24)
Undesignated derivative instruments			
Foreign exchange contracts	Other expense (income), net	$ 4	$(13)

For the company s fair value hedges, equal and offsetting gain of $7 million and loss of $19 million were recognized in net interest expense in the third quarter and first nine months of 2016, respectively, and equal and offsetting gains of $11 million and $24 million were recognized in net interest expense in the third quarter and first nine months of 2015,

respectively, as adjustments to the underlying hedged item, fixed-rate debt. Ineffectiveness related to the company s cash flow and fair value hedges for the nine months ended September 30, 2016 was not material.

As of September 30, 2016, $3 million of deferred, net after-tax losses on derivative instruments included in AOCI are expected to be recognized in earnings during the next 12 months, coinciding with when the hedged items are expected to impact earnings.

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Fair Values of Derivative Instruments

The following table summarizes the classification and fair values of derivative instruments reported in the condensed consolidated balance sheet as of September 30, 2016.

	Derivatives in asset positions		Derivatives in liability positions	
(in millions)	Balance sheet location	Fair value	Balance sheet location	Fair value
Derivative instruments designated as hedges				
Interest rate contracts	Other long-term assets	$ 16	Other long-term liabilities	$
Foreign exchange contracts	Prepaid expenses and other	13	Accounts payable and accrued liabilities	2
Foreign exchange contracts	Other long-term assets	1	Other long-term liabilities	
Total derivative instruments designated as hedges		$ 30		$ 2
Undesignated derivative instruments				
Foreign exchange contracts	Prepaid expenses and other	$	Accounts payable and accrued liabilities	$ 1
Total derivative instruments		$ 30		$ 3

The following table summarizes the classification and fair values of derivative instruments reported in the condensed consolidated balance sheet as of December 31, 2015.

	Derivatives in asset positions		Derivatives in liability positions	
(in millions)	Balance sheet location	Fair value	Balance sheet location	Fair value
Derivative instruments designated as hedges				
Interest rate contracts	Other long-term assets	$ 46	Other long-term liabilities	$
Foreign exchange contracts	Prepaid expenses and other	9	Accounts payable and accrued liabilities	1
Total derivative instruments designated as hedges		$ 55		$ 1
Undesignated derivative instruments				
Foreign exchange contracts	Prepaid expenses and other	$ 1	Accounts payable and accrued liabilities	$ 1
Total derivative instruments		$ 56		$ 2

While the company s derivatives are all subject to master-netting arrangements, the company presents its assets and liabilities related to derivative instruments on a gross basis within the condensed consolidated balance sheets. Additionally, the company is not required to post collateral for any of its outstanding derivatives.

The following table provides information on the company s derivative positions as if they were presented on a net basis, allowing for the right of offset by counterparty.

	September 30, 2016		December 31, 2015	
(in millions)	Asset	Liability	Asset	Liability
Gross amounts recognized in the consolidated balance sheet	$30	$ 3	$56	$ 2
Gross amount subject to offset in master-netting arrangements not offset in the consolidated balance sheet	(3)	(3)	(2)	(2)
Total	$27	$	$54	$

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Fair value measurements

The following tables summarize the basis used to measure financial assets and liabilities that are carried at fair value on a recurring basis in the condensed consolidated balance sheets.

		Basis of fair value measurement		
(in millions)	Balance as of September 30, 2016	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets				
Foreign currency hedges	$ 14	$	$ 14	$
Interest rate hedges	16		16	
Available-for-sale securities	10	10		
Total assets	$ 40	$10	$ 30	$
Liabilities				
Foreign currency hedges	$ 3	$	$ 3	$
Contingent payments related to acquisitions	19			19
Total liabilities	$ 22	$	$ 3	$19

		Basis of fair value measurement		
(in millions)	Balance as of December 31, 2015	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets				
Foreign currency hedges	$ 10	$	$ 10	$
Interest rate hedges	46		46	
Available-for-sale securities	5,162	14	5,148	
Total assets	$5,218	$14	$5,204	$
Liabilities				
Foreign currency hedges	$ 2	$	$ 2	$
Contingent payments related to acquisitions	20			20

Total liabilities	$ 22	$	$ 2	$20

As of September 30, 2016, cash and equivalents of $2.6 billion included money market funds of approximately $785 million, and as of December 31, 2015, cash and equivalents of $2.2 billion included money market funds of approximately $500 million. Money market funds would be considered Level 2 in the fair value hierarchy.

For assets that are measured using quoted prices in active markets, the fair value is the published market price per unit multiplied by the number of units held, without consideration of transaction costs. The investment in the Retained Shares of $5.1 billion as of December 31, 2015 was categorized as a Level 2 security as these securities were not registered as of that date. The value of this investment was based on Baxalta s common stock price as of December 31, 2015, which represents an identical equity instrument registered under the Securities Act of 1933, as amended. The majority of the derivatives entered into by the company are valued using internal valuation techniques as no quoted market prices exist for such instruments. The principal techniques used to value these instruments are discounted cash flow and Black-Scholes models. The key inputs are considered observable and vary depending on the type of derivative, and include contractual terms, interest rate yield curves, foreign exchange rates and volatility.

Contingent payments related to acquisitions consist of commercial milestone payments and sales-based payments, and are valued using discounted cash flow techniques. The fair value of commercial milestone payments reflects management s expectations of probability of payment, and increase as the probability of payment increases or expectation of timing of payments is accelerated. The fair value of sales-based payments is based upon probability-weighted future revenue estimates, and increases as revenue estimates increase, probability weighting of higher revenue scenarios increase or expectation of timing of payment is accelerated. Changes in the fair value of contingent payments related to Baxter s acquisitions, which use significant unobservable inputs (Level 3) in the fair value measurement, were immaterial during the nine months of 2016. The company made minor sales-based payments in the first nine months of 2016.

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The following table provides information relating to the company s investments in available-for-sale equity securities.

(in millions)	Amortized cost	Unrealized gains	Unrealized losses	Fair value
September 30, 2016	$ 13	$ 1	$ 4	$ 10
December 31, 2015	$732	$4,430	$	$5,162

In the first nine months of 2016 the company recorded net $4.4 billion of realized gains within other income, net related to exchanges of available-for-sale equity securities, which represented gains from the Retained Shares transactions. On May 6, 2016, Baxter made a voluntary non-cash contribution of 17,145,570 Retained Shares to the company s U.S. pension fund. The company recorded $611 million of realized gains within other income, net related to the contribution of Retained Shares. On May 26, 2016, Baxter completed an exchange of 13,360,527 Retained Shares for 11,526,638 outstanding shares of Baxter common stock. The company recorded $537 million of realized gains within other income, net related to the exchange of the Retained Shares. The company held no shares of Baxalta as of September 30, 2016. Refer to the debt-for-equity exchange section above for discussion related to the first quarter 2016 Retained Shares transactions. In the first nine months of 2015 the company recorded $38 million of income in other expense (income), net related to sales of available-for-sale equity securities and equity method investments, which primarily represented gains from the sale of certain investments as well as distributions from funds that sold portfolio companies.

Book Values and Fair Values of Financial Instruments

In addition to the financial instruments that the company is required to recognize at fair value in the condensed consolidated balance sheets, the company has certain financial instruments that are recognized at historical cost or some basis other than fair value. For these financial instruments, the following table provides the values recognized in the condensed consolidated balance sheets and the approximate fair values as of September 30, 2016 and December 31, 2015.

	Book values		Approximate fair values	
(in millions)	2016	2015	2016	2015
Assets				
Investments	$ 33	$ 21	$ 32	$ 21
Liabilities				
Short-term debt	$	$1,775	$	$1,775
Current maturities of long-term debt and lease obligations	6	810	6	818
Long-term debt and lease obligations	2,834	3,922	2,960	4,077

The following tables summarize the basis used to measure the approximate fair value of the financial instruments as of September 30, 2016 and December 31, 2015.

		Basis of fair value measurement		
(in millions)	Balance as of September 30,	Quoted prices in active markets for	Significant other observable inputs	Significant unobservable inputs

	2016	identical assets (Level 1)	(Level 2)	(Level 3)
Assets				
Investments	$ 32	$	$ 2	$30
Total assets	$ 32	$	$ 2	$30
Liabilities				
Short-term debt	$	$	$	$
Current maturities of long-term debt and lease obligations	6		6	
Long-term debt and lease obligations	2,960		2,960	
Total liabilities	$2,966	$	$2,966	$

		Basis of fair value measurement		
(in millions)	Balance as of December 31, 2015	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets				
Investments	$ 21	$	$ 2	$19
Total assets	$ 21	$	$ 2	$19
Liabilities				
Short-term debt	$1,775	$	$1,775	$
Current maturities of long-term debt and lease obligations	818		818	
Long-term debt and lease obligations	4,077		4,077	
Total liabilities	$6,670	$	$6,670	$

Investments in 2016 and 2015 included certain cost method investments and held-to-maturity debt securities.

The fair value of held-to-maturity debt securities is calculated using a discounted cash flow model that incorporates observable inputs, including interest rate yields, which represents a Level 2 basis of fair value measurement.

In determining the fair value of cost method investments, the company takes into consideration recent transactions, as well as the financial information of the investee, which represents a Level 3 basis of fair value measurement.

The estimated fair values of current and long-term debt were computed by multiplying price by the notional amount of the respective debt instrument. Price is calculated using the stated terms of the respective debt instrument and yield curves commensurate with the company s credit risk. The carrying values of the other financial instruments approximate their fair values due to the short-term maturities of most of these assets and liabilities.

9. STOCK COMPENSATION

Stock compensation expense totaled $30 million for both the three months ended September 30, 2016 and 2015, and $84 million and $96 million for the nine months ended September 30, 2016 and 2015, respectively. Over 70% of stock compensation expense is classified in marketing and administrative expenses with the remainder classified in cost of sales and R&D expenses.

In March 2016, the company awarded its annual stock compensation grants, which consisted of 6.4 million stock options, 1.0 million RSUs and 0.3 million PSUs.

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10. RETIREMENT AND OTHER BENEFIT PROGRAMS

The following is a summary of net periodic benefit cost relating to the company s pension and other postemployment benefit (OPEB) plans.

(in millions)	Three months ended September 30, 2016	Three months ended September 30, 2015	Nine months ended September 30, 2016	Nine months ended September 30, 2015
Pension benefits				
Service cost	$ 23	$ 27	$ 70	$ 75
Interest cost	46	50	138	149
Expected return on plan assets	(76)	(66)	(227)	(192)
Amortization of net losses and other deferred amounts	38	44	113	130
Net periodic pension benefit cost	$ 31	$ 55	$ 94	$ 162
OPEB				
Service cost	$ 1	$ 1	$ 3	$ 2
Interest cost	4	3	8	13
Amortization of net loss and prior service credit	(7)	(4)	(15)	(7)
Net periodic OPEB cost	$ (2)	$	$ (4)	$ 8

In the second quarter of 2016, the company made a $706 million voluntary, non-cash contribution to the qualified U.S. pension plan using Retained Shares. Refer to Note 8 for additional information regarding Retained Share transactions.

11. ACCUMULATED OTHER COMPREHENSIVE INCOME

Comprehensive income includes all changes in shareholders equity that do not arise from transactions with shareholders, and consists of net income, CTA, pension and other employee benefits, unrealized gains and losses on cash flow hedges and unrealized gains and losses on available-for-sale equity securities. The following table is a net-of-tax summary of the changes in AOCI by component for the nine months ended September 30, 2016 and 2015.

(in millions)	CTA	Pension and other employee benefits	Hedging activities	Available-for-sale securities	Total
Gains (losses)					
Balance as of December 31, 2015	$ (3,191)	$ (1,064)	$ 7	$ 4,472	$ 224
Other comprehensive income before reclassifications	(16)	(6)	(6)	105	77
Amounts reclassified from AOCI (a)		67	(4)	(4,536)	(4,473)
Net other comprehensive (loss) income	(16)	61	(10)	(4,431)	(4,396)
Balance as of September 30, 2016	$ (3,207)	$ (1,003)	$ (3)	$ 41	$ (4,172)

(in millions)	CTA	Pension and other employee benefits	Hedging activities	Available-for-sale-securities	Total
Gains (losses)					
Balance as of December 31, 2014	$ (2,323)	$ (1,427)	$ 34	$ 66	$ (3,650)
Other comprehensive income before reclassifications	(985)	118	55	3,446	2,634
Amounts reclassified from AOCI (a)		94	(39)	(6)	49
Net other comprehensive (loss) income	(985)	212	16	3,440	2,683
Distribution of Baxalta	226	198	(42)	(32)	350
Balance as of September 30, 2015	$ (3,082)	$ (1,017)	$ 8	$ 3,474	$ (617)

(a) See table below for details about these reclassifications.

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The following is a summary of the amounts reclassified from AOCI to net income during the three months and nine months ended September 30, 2016 and 2015.

	Amounts reclassified from AOCI (a)		
	Three months ended	Nine months ended	
(in millions)	September 30, 2016	September 30, 2016	Location of impact in income statement
Amortization of pension and other employee benefits items			
Actuarial losses and other (b)	$ (31)	$ (98)	
	(31)	(98)	Total before tax
	11	31	Tax benefit
	$ (20)	$ (67)	Net of tax
Gains on hedging activities			
Interest rate contracts	$ 5	$ 9	Other income, net
Foreign exchange contracts	(2)	(3)	Cost of sales
	3	6	Total before tax
	(1)	(2)	Tax expense
	$ 2	$ 4	Net of tax
Available-for-sale-securities			
Gains on sale of equity securities	$	$ 4,536	Other income, net
		4,536	Total before tax
			Tax benefit
	$	$ 4,536	Net of tax
Total reclassification for the period	$ (18)	$ 4,473	Total net of tax

	Amounts reclassified from AOCI (a)		
	Three months ended	Nine months ended	
(in millions)	September 30, 2015	30, 2015	Location of impact in income statement
Amortization of pension and other employee benefits items			
Actuarial losses and other (b)	$ (40)	$ (139)	
	(40)	(139)	Total before tax
	13	45	Tax benefit
	$ (27)	$ (94)	Net of tax
Gains (losses) on hedging activities			
Foreign exchange contracts	$ 5	$ 60	Cost of sales
	5	60	Total before tax
	(1)	(21)	Tax expense

	$ 4	$ 39	Net of tax
Other			
Gain on sale of available-for-sale equity securities	$ 7	$ 22	Other expense (income), net
Other-than-temporary impairment of available-for-sale equity securities		(9)	Other expense (income), net
	7	13	Total before tax
	(3)	(7)	Tax expense
	$ 4	$ 6	Net of tax
Total reclassification for the period	$ (19)	$ (49)	Total net of tax

(a) Amounts in parentheses indicate reductions to net income.

(b) These AOCI components are included in the computation of net periodic benefit cost disclosed in Note 10.

Refer to Note 8 for additional information regarding hedging activity and Note 10 for additional information regarding the amortization of pension and other employee benefits items.

12. INCOME TAXES

Effective tax rate

The company s effective income tax rate for continuing operations was 0.8% and 106.1% in the three months ended September 30, 2016 and 2015, respectively, and (1.1%) and 5.8% in the nine months ended September 30, 2016 and 2015, respectively. The company s effective income tax rate differs from the U.S. federal statutory rate each year due to certain operations that are subject to tax incentives, state and local taxes, and foreign taxes that are different than the U.S. federal statutory rate. In addition, the effective tax rate can be impacted each period by discrete factors and events.

The effective income tax rate for continuing operations during the three months ended September 30, 2016 decreased due to restructuring and other charges incurred in higher tax rate jurisdictions as well as the favorable impact of discrete items including the partial settlement of an on-going income tax matter related to the company s Turkish operations and the settlement of a transfer pricing audit related to the company s Italian operations. Partially offsetting the foregoing items were tax charges related to the settlement of state income tax audit matters. The effective income tax rate for continuing operations in the third quarter of 2015 was primarily the result of charges associated with the company s spin-off of Baxalta, such as debt tender premium costs associated with debt refinancing, which received tax benefits at rates significantly higher than the rate of tax without such charges. The resulting tax benefits were greater than the resulting net loss for the period.

In addition to the foregoing factors, the income tax rate for the nine months ended September 30, 2016 benefited by several factors including tax-free net realized gains during the first and second quarter associated with the exchanges of Baxalta retained shares for the company s debt and the company s shares as well as tax-free net realized gains associated with the contribution of Baxalta retained shares to the company s pension plan. Additionally, the income tax rate for this period was favorably impacted by tax benefits from partially settling an IRS (2008-2013) income tax audit and settling a German (2008-2011) income tax audit.

During the first quarter of 2016, Baxter paid approximately $303 million to partially settle a US Federal income tax audit for the period 2008-2013. Additionally, the company settled a German income tax audit for the period 2008-2011. As a result, the company reduced its gross unrecognized tax benefits by $85 million. Pursuant to the tax matters agreement with Baxalta, Baxalta paid the company approximately $34 million related to its tax indemnity obligations in respect of its portion of the settled gross unrecognized tax benefits. See Note 2 for additional details regarding the separation of Baxalta.

13. LEGAL PROCEEDINGS

Baxter is involved in product liability, patent, commercial, and other legal matters that arise in the normal course of the company s business. The company records a liability when a loss is considered probable and the amount can be reasonably estimated. If the reasonable estimate of a probable loss is a range, and no amount within the range is a better estimate, the minimum amount in the range is recorded. If a loss is not probable or a probable loss cannot be reasonably estimated, no liability is recorded. As of September 30, 2016, the company s total recorded reserves with respect to legal matters were $50 million and the total related receivables were $10 million.

Baxter has established reserves for certain of the matters discussed below. The company is not able to estimate the amount or range of any loss for certain contingencies for which there is no reserve or additional loss for matters already reserved. While the liability of the company in connection with the claims cannot be estimated and although the resolution in any reporting period of one or more of these matters could have a significant impact on the company s results of operations and cash flows for that period, the outcome of these legal proceedings is not expected to have a material adverse effect on the company s consolidated financial position. While the company believes that it has valid defenses in these matters, litigation is inherently uncertain, excessive verdicts do occur, and the company may incur material judgments or enter into material settlements of claims.

In addition to the matters described below, the company remains subject to the risk of future administrative and legal actions. With respect to governmental and regulatory matters, these actions may lead to product recalls, injunctions, and other restrictions on the company s operations and monetary sanctions, including significant civil or criminal penalties. With respect to intellectual property, the company may be exposed to significant litigation concerning the scope of the company s and others rights. Such litigation could result in a loss of patent protection or the ability to market products, which could lead to a significant loss of sales, or otherwise materially affect future results of operations.

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General litigation

On July 31, 2015, Davita Healthcare Partners, Inc. filed suit against Baxter Healthcare Corporation in the District Court of the State of Colorado regarding an ongoing commercial dispute relating to the provision of peritoneal dialysis products. The company denies the claims and is vigorously defending itself against the suit. A bench trial concluded in third quarter 2016 and the parties are awaiting the court s decision.

In November 2016 a purported antitrust class action complaint seeking monetary and injunctive relief from the company was filed in the United States District Court for the Northern District of Illinois. The complaint alleges a conspiracy among manufacturers of IV solutions to restrict output and affect pricing in connection with a shortage of such solutions.

Other

In the fourth quarter of 2012, the company received two investigative demands from the United States Attorney for the Western District of North Carolina for information regarding its quality and manufacturing practices and procedures and related potential violation of the Food Drug and Cosmetic Act associated with operations at its North Cove facility. The company is fully cooperating with this investigation.

14. SEGMENT INFORMATION

Baxter s two segments are strategic businesses that are managed separately because each business develops, manufactures and markets distinct products and services. The segments and a description of their products and services are as follows:

The **Renal** business provides products and services to treat end-stage renal disease, or irreversible kidney failure, along with other renal therapies. The Renal business offers a comprehensive portfolio to meet the needs of patients across the treatment continuum, including technologies and therapies for peritoneal dialysis (PD), hemodialysis (HD), continuous renal replacement therapy and additional dialysis services.

The **Hospital Products** business manufactures intravenous (IV) solutions and administration sets, premixed drugs and drug-reconstitution systems, oncology injectable drugs, IV nutrition products, infusion pumps, inhalation anesthetics, and biosurgery products. The business also provides products and services related to pharmacy compounding, drug formulation and packaging technologies.

The company uses income from continuing operations before net interest expense, income tax expense, depreciation and amortization expense (Segment EBITDA), on a segment basis to make resource allocation decisions and assess the ongoing performance of the company s business segments. Intersegment sales are eliminated in consolidation.

Certain items are maintained at Corporate and are not allocated to a segment. They primarily include most of the company s debt and cash and equivalents and related net interest expense, foreign exchange fluctuations (principally relating to intercompany receivables, payables and loans denominated in a foreign currency) and the majority of the foreign currency hedging activities, corporate headquarters costs, stock compensation expense, nonstrategic investments and related income and expense, certain employee benefit plan costs as well as certain nonrecurring gains, losses, and other charges (such as business optimization, integration and separation-related costs, and asset impairment). Financial information for the company s segments is as follows.

(in millions)	Three months ended September 30, 2016	2015	Nine months ended September 30, 2016	2015
Net sales				
Renal	$ 977	$ 943	$ 2,840	$ 2,805
Hospital Products	1,581	1,544	4,678	4,560
Total net sales	$ 2,558	$ 2,487	$ 7,518	$ 7,365
EBITDA				
Renal	$ 214	$ 182	$ 494	$ 422
Hospital Products	588	515	1,673	1,462
Total segment EBITDA	$ 802	$ 697	$ 2,167	$ 1,884

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(in millions)	September 30, 2016	December 31, 2015
Total assets		
Renal	$ 4,586	$ 4,609
Hospital Products	6,602	6,632
Other	4,607	9,721
Total assets	$ 15,795	$ 20,962

The following is a reconciliation of segment EBITDA to income from continuing operations before income taxes per the condensed consolidated statements of income.

	Three months ended September 30,		Nine months ended September 30,	
(in millions)	2016	2015	2016	2015
Total segment EBITDA	$ 802	$ 697	$ 2,167	$ 1,884
Reconciling items				
Depreciation and amortization	(204)	(216)	(599)	(593)
Stock compensation	(30)	(30)	(84)	(96)
Net interest expense	(14)	(34)	(53)	(94)
Restructuring charges, net	(130)	(92)	(237)	(102)
Certain foreign currency fluctuations and hedging activities	3	44	27	118
Net realized gains on Retained Shares transactions			4,387	
Net loss on debt extinguishment	(52)	(130)	(153)	(130)
Other Corporate items	(247)	(272)	(780)	(764)
Income from continuing operations before income taxes	$ 128	$ (33)	$ 4,675	$ 223

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations
Refer to the company s Annual Report on Form 10-K for the year ended December 31, 2015 (2015 Annual Report) for management s discussion and analysis of the financial condition and results of operations of the company. The following is management s discussion and analysis of the financial condition and results of operations of the company for the three and nine months ended September 30, 2016.

Separation of Baxalta Incorporated

On July 1, 2015, Baxter completed the distribution of approximately 80.5% of the outstanding common stock of its biopharmaceuticals business, Baxalta Incorporated (Baxalta), to Baxter shareholders (the Distribution). As a result of the separation, the operating results of Baxalta have been reflected as discontinued operations. Refer to Note 2 for additional information regarding the separation of Baxalta. Unless otherwise stated, financial results herein reflect continuing operations.

RESULTS OF OPERATIONS

Baxter s income from continuing operations for the three and nine months ended September 30, 2016 totaled $127 million, or $0.23 per diluted share, and $4.7 billion, or $8.56 per diluted share. This compares to $2 million, or $0.00 per diluted share, and $210 million, or $0.38 per diluted share for the three and nine months ended September 30, 2015. Income from continuing operations for the three months ended September 30, 2016 included special items which reduced income from continuing operations by $184 million, or $0.33 per diluted share. Special items increased income from continuing operations by $4 billion, or $7.17 per diluted share, for the nine months ended September 30, 2016. Income from continuing operations for the three and nine months ended September 30, 2015 included special items which reduced income from continuing operations by $223 million, or $0.41 per diluted share, and $309 million, or $0.57 per diluted share, respectively.

Special Items

The following table provides a summary of the company s special items and the related impact by line item on the company s results of continuing operations for the three and nine months ended September 30, 2016 and 2015.

	Three months ended September 30,		Nine months ended September 30,	
(in millions)	2016	2015	2016	2015
Gross Margin				
Intangible asset amortization expense	$(42)	$(40)	$(124)	$(120)
Business optimization items [1]	(35)	(32)	(113)	(28)
Product-related items [2]		18	12	18
Intangible asset impairment [3]			(51)	
Baxalta separation-related costs [4]	(1)	(1)	(1)	(1)
Total Special Items	$(78)	$(55)	$(277)	$(131)
Impact on Gross Margin Ratio	(3.0 pts)	(2.2 pts)	(3.7 pts)	(1.8 pts)
Marketing and Administrative Expenses				
Business optimization items [1]	$106	$64	$137	$113
Baxalta separation-related costs [4]	9	60	45	88
Total Special Items	$115	$124	$182	$201
Impact on Marketing and Administrative Expense Ratio	4.5 pts	5.0 pts	2.4 pts	2.8 pts
Research and Development Expenses				
Business optimization items [1]	$30	$8	$75	$11
Total Special Items	$30	$8	$75	$11
Other Expense (Income), Net				
Net realized gains on Retained Shares transactions [5]	$	$	$(4,391)	$
Loss on debt extinguishment [6]	48	130	149	130
Litigation settlement				(52)
Total Special Items	$48	$130	$(4,242)	$78
Income Tax Benefit				
Impact of special items[7]	$(87)	$(94)	$(252)	$(112)
Total Special Items	$(87)	$(94)	$(252)	$(112)
Impact on Effective Tax Rate	21.3 pts	(85.3 pts)	21.9 pts	13.6 pts

Intangible asset amortization expense is identified as a special item to facilitate an evaluation of current and past operating performance and is similar to how management internally assesses performance. Additional special items are identified above because they are highly variable, difficult to predict, and of a size that may substantially impact the company s reported operations for a period. Management believes that providing the separate impact of the above items on the company s results in accordance with GAAP in the United States may provide a more complete understanding of the company s operations and can facilitate a fuller analysis of the company s results of operations, particularly in evaluating performance from one period to another. This information should be considered in addition to, and not as a substitute for, information prepared in accordance with GAAP.

[1] The company s results in the third quarter of 2016 included a net charge of $171 million related to business optimization initiatives. This included a net charge of $130 million related to restructuring activities, $25 million of costs to implement business optimization programs which included external consulting and employee salary and related costs, $11 million of accelerated depreciation associated with facilities to be closed, and $5 million of Gambro integration costs. The $130 million of net restructuring charges included net $101 million of employee termination costs, a $27 million intangible asset impairment charge related to acquired in-process R&D, and net $2 million of other exit costs.

The company s results in the first nine months of 2016 included a net charge of $325 million related to business optimization initiatives. This included a net charge of $237 million related to restructuring activities, $44 million of costs to implement business optimization programs which included external consulting and employee salary and related costs, $25 million of accelerated depreciation associated with facilities to be closed, and $19 million of Gambro integration costs. The $237 million of net restructuring charges included net $144 million of employee termination costs, $54 million of costs related to the discontinuance of the VIVIA home hemodialysis development program, a $27 million of intangible asset impairment charge related to acquired in-process R&D, and net $12 million of other exit costs.

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The company s results in the third quarter 2015 included a net charge of $104 million related to business optimization initiatives. This included a net charge of $92 million related to restructuring activities and Gambro integration charges of $12 million. The $92 million of net restructuring charges included net $61 million of employee termination costs, a $13 million intangible asset impairment, and $18 million of asset and other exit costs.

The company s results in the first nine months of 2015 included a net charge of $152 million primarily related to business optimization charges. This included a net charge of $102 million related to restructuring activities and Gambro integration charges of $50 million. The $102 million of net restructuring charges included net $71 million of employee termination costs, a $13 million intangible asset impairment, and $18 million of asset and other exit costs.

[2] The company s results in the first nine months of 2016 included a benefit of $12 million related to an adjustment to the SIGMA SPECTRUM infusion pump reserves.

The company s results in the third quarter and first nine months of 2015 included a net benefit of $18 million primarily related to adjustments to the COLLEAGUE and SIGMA SPECTRUM infusion pump reserves.

[3] The company s results in the first nine months of 2016 included an impairment charge of $51 million, of which $41 million related to a developed technology asset, relating to the company s Hospital Products segment synthetic bone repair products business which was acquired from ApaTech Limited in 2010.

[4] The company s results in the third quarter and first nine months of 2016 included costs incurred related to the Baxalta separation totaling $10 million and $46 million, respectively. Baxalta separation-related costs include accelerated depreciation of $4 million and $10 million for the third quarter and first nine months of 2016 related to IT assets under the TSA with Baxalta.

The company s results in the third quarter and first nine months of 2015 included costs incurred related to the Baxalta separation totaling $61 million and $89 million, respectively.

[5] The company s results in the first nine months of 2016 included net realized gains of $4.4 billion related to the debt-for-equity exchanges of the company s retained shares in Baxalta for certain company indebtedness, the exchange of retained shares in Baxalta for Baxter shares and the contribution of retained shares in Baxalta to Baxter s U.S. pension fund. Refer to Note 8 within Item 1 for additional details.

[6] The company s results in the third quarter of 2016 included a net debt extinguishment loss of $48 million primarily related to certain debt redemptions. The company s results in the first nine months of 2016 included a net debt extinguishment loss totaling $149 million related to the March 2016 debt-for-equity exchange for certain company indebtedness and certain debt redemptions. See Note 8 within Item 1 for additional details.

The company s results in the third quarter and first nine months of 2015 included a loss of $130 million primarily related to the July 2015 debt tender offers.

[7] In addition to the tax impact of special items, the company recognized a tax benefit of $10 million related to the partial settlement of an on-going income tax matter related the company s Turkish operations.

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NET SALES

	Three months ended September 30,		Percent change		Nine months ended September 30,		Percent change	
(in millions)	2016	2015	At actual currency rates	At constant currency rates	2016	2015	At actual currency rates	At constant currency rates
Renal	$ 977	$ 943	4%	6%	$2,840	$2,805	1%	5%
Hospital Products	1,581	1,544	2%	3%	4,678	4,560	3%	5%
Total net sales	$2,558	$2,487	3%	4%	$7,518	$7,365	2%	5%

	Three months ended September 30,		Percent change		Nine months ended September 30,		Percent change	
(in millions)	2016	2015	At actual currency rates	At constant currency rates	2016	2015	At actual currency rates	At constant currency rates
International	$1,491	$1,482	1%	3%	$4,376	$4,427	(1)%	3%
United States	1,067	1,005	6%	6%	3,142	2,938	7%	7%
Total net sales	$2,558	$2,487	3%	4%	$7,518	$7,365	2%	5%

Foreign currency unfavorably impacted net sales by one percentage point and three percentage points during the third quarter and first nine months of 2016, respectively. During the first nine months of 2016, foreign currency was principally impacted by the strengthening of the U.S dollar relative to the Mexican Peso, Colombian Peso, British Pound, Australian Dollar, as well as certain other currencies.

The comparisons presented at constant currency rates reflect comparative local currency sales at the prior period s foreign exchange rates. This measure provides information on the change in net sales assuming that foreign currency exchange rates have not changed between the prior and the current period. The company believes that the non-GAAP measure of change in net sales at constant currency rates, when used in conjunction with the GAAP measure of change in net sales at actual currency rates, may provide a more complete understanding of the company s operations and can facilitate a fuller analysis of the company s results of operations, particularly in evaluating performance from one period to another.

Franchise Net Sales Reporting

The Renal segment includes sales of the company s peritoneal dialysis (PD), hemodialysis (HD) and continuous renal replacement therapies.

The Hospital Products segment includes four commercial franchises: Fluid Systems, Integrated Pharmacy Solutions, Surgical Care and Other.

Fluid Systems includes sales of the company s intravenous (IV) therapies, infusion pumps and administration sets.

Integrated Pharmacy Solutions includes sales of the company s premixed and oncology drug platforms, nutrition products and pharmacy compounding services.

Surgical Care includes sales of the company s inhaled anesthesia products as well as biological products and medical devices used in surgical procedures for hemostasis, tissue sealing and adhesion prevention.

Other includes sales primarily from the company s pharmaceutical partnering business.

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The following is a summary of net sales by commercial franchise.

	Three months ended September 30,		Percent change		Nine months ended September 30,		Percent change	
(in millions)	2016	2015	At actual currency rates	At constant currency rates	2016	2015	At actual currency rates	At constant currency rates
Total Renal net sales	$ 977	$ 943	4%	6%	$ 2,840	$ 2,805	1%	5%
Fluid Systems	$ 576	$ 526	10%	11%	$ 1,686	$ 1,537	10%	12%
Integrated Pharmacy Solutions	563	590	(5%)	(4%)	1,682	1,702	(1%)	1%
Surgical Care	320	322	(1%)	0%	972	977	(1%)	1%
Other	122	106	15%	15%	338	344	(2%)	(1%)
Total Hospital Products net sales	$ 1,581	$ 1,544	2%	3%	$ 4,678	$ 4,560	3%	5%

Net sales in the Renal segment increased 4% and 1% during the third quarter and first nine months of 2016, respectively. These amounts include an unfavorable foreign currency impact of two percentage points and four percentage points in the third quarter and first nine months of 2016, respectively. Excluding the impact of foreign currency, sales increased 6% and 5% during the third quarter and first nine months of 2016, respectively. This growth was driven by continued global growth of patients, new product launches, and improved pricing in the United States in our PD business. PD growth contributed approximately four and two percentage points to the growth rate during the third quarter and first nine months of 2016, respectively. In addition, global growth of the company s continuous renal replacement therapy to treat acute kidney injury contributed one and two percentage points to the growth rate during the third quarter and first nine months of 2016, respectively.

Net sales in the Hospital Products segment increased 2% and 3% during the third quarter and first nine months of 2016, respectively. These amounts include an unfavorable foreign currency impact of one percentage point and two percentage points in the third quarter and first nine months of 2016, respectively. Excluding the impact of foreign currency, sales increased 3% and 5% during the third quarter and first nine months of 2016, respectively. The principal drivers impacting net sales were the following:

In the Fluid Systems franchise, sales increased 11% in the third quarter and 12% in the first nine months of 2016 on a constant currency basis driven by favorable pricing and demand for IV solutions and increased sales of the SIGMA SPECTRUM pump and the related sets in the United States.

In the Integrated Pharmacy Solutions franchise, sales declined 4% in the third quarter and increased 1% in the first nine months of 2016 on a constant currency basis. These changes were driven by global demand for the company s nutritional therapies, contributing approximately two percentage points during the third quarter and first nine months of 2016 and demand for the company s international hospital pharmacy compounding services which contributed one and two percentage points during the third quarter and first nine months of 2016, respectively. These increases were offset by lower U.S. sales of the company s pharmacy injectable products, as there were government PROTOPAM orders in the first and third quarters of 2015 that did not reoccur in 2016, contributing approximately one percentage point of decline. In

addition, U.S. cyclophosphamide sales were approximately $163 million and $208 million in the first nine months of 2016 and 2015, respectively, which contributed approximately one percentage point of decline for the first nine months of 2016. The company expects additional competitors will enter the market.

In the Surgical Care franchise, sales remained flat at 0% and increased 1% in the third quarter and first nine months of 2016, respectively, on a constant currency basis driven by increased global Biosurgery products which contributed approximately two and one percentage point during the third quarter and first nine months of 2016, respectively. Demand for international anesthesia products contributed to the approximately two percentage point decline and one percentage point increase during the third quarter and first nine months of 2016, respectively, due to certain higher than anticipated government austerity measures in Europe and the timing of certain shipments internationally.

In the Other franchise, sales increased 15% and declined 1% in the third quarter and first nine months of 2016, respectively, on a constant currency basis driven by lower demand for products manufactured by Baxter on behalf of one of its pharmaceutical partners. This decline was offset by increased customer demand for products produced in our cytotoxic manufacturing facility in Germany. The company also recognized $6 million and $31 million in the third quarter and first nine months of 2016, respectively, as compared to $15 million and $24 million in the third quarter and first nine months of 2015, respectively, related to the company s manufacturing and supply agreement with Baxalta.

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Gross Margin and Expense Ratios

(as a percentage of net sales)	Three months ended September 30, 2016	2015	Change	Nine months ended September 30, 2016	2015	Change
Gross margin	41.9%	41.6%	0.3 pts	40.0%	41.7%	(1.7) pts
Marketing and administrative expenses	28.4%	31.9%	(3.5) pts	27.6%	32.1%	(4.5) pts

Gross Margin

The special items identified above had an unfavorable impact of approximately 3.0 and 3.7 percentage points on the gross margin ratio in the third quarter and first nine months of 2016, respectively. The unfavorable impact was 2.2 and 1.8 percentage points in the third quarter and first nine months of 2015, respectively. Refer to the Special Items caption above for additional detail.

Excluding the impact of the special items, the gross margin ratio increased 1.1% and 0.2% in the third quarter and first nine months of 2016, respectively. The gross margin ratio was impacted by a positive sales mix, improved pricing in select areas of the portfolio, favorable manufacturing variances in the quarter, and reduced sales of U.S. cyclophosphamide.

Marketing and Administrative Expenses

The special items identified above had an unfavorable impact of approximately 4.5 and 2.4 percentage points on the marketing and administrative expense ratio in the third quarter and first nine months of 2016, respectively. The unfavorable impact was 5.0 and 2.8 percentage points in the third quarter and first nine months of 2015. Refer to the Special Items caption above for additional detail.

Excluding the impact of the special items, the marketing and administrative expenses in the third quarter and first nine months of 2016 declined by approximately $13 million and $43 million, respectively, as a result of reduced pension expense, as well as benefits from the company s actions taken to rebase its cost structure and continued focus on expense management. In addition, in the third quarter and first nine months of 2016 the company recognized $26 million and $79 million, respectively, as a reduction to expense under the transition services agreement with Baxalta as compared to $29 million and $45 million in the third quarter and first nine months of 2015, respectively.

Research and Development

(in millions)	Three months ended September 30, 2016	2015	Percent change	Nine months ended September 30, 2016	2015	Percent change
Research and development expenses	$159	$148	7%	$490	$442	11%
As a percentage of net sales	6.2%	6.0%		6.5%	6.0%	

Research and development expenses increased by 7% and 11% during the third quarter and first nine months of 2016, respectively, as a result of the special items identified above. Excluding the impact of the special items, research and development expenses decreased 8% and 4% and during the third quarter and first nine months of 2016, respectively, primarily due to the optimization of the R&D infrastructure, the exit of certain R&D programs, and the impact of

foreign currency.

Business Optimization Items

The company has implemented certain restructuring initiatives in an effort to optimize the company s overall cost structure on a global basis, as it streamlines its operations, rationalizes its manufacturing facilities, enhances its general and administrative infrastructure, and re-aligns certain R&D activities.

Through the nine months ended September 30, 2016, the company recorded gross restructuring charges of $251 million primarily relating to a global workforce reduction initiative, the impairment of an acquired IPR&D intangible asset, and the discontinuation of the VIVIA home hemodialysis development program. Of the $251 million total restructuring charges, the company recorded gross employee termination costs of $106 million in the third quarter of 2016 which relates to global workforce reductions. These actions are expected to provide future annual savings of $0.12 per diluted share when the program is fully implemented by the end of 2017. Refer to Note 7 within Item 1 for additional information regarding the company s business optimization initiatives.

Net Interest Expense

Net interest expense was $14 million and $53 million in the third quarter and first nine months of 2016, respectively, and $34 million and $94 million in the third quarter and first nine months of 2015, respectively. The decrease in the first nine months of 2016 was driven by lower outstanding debt as a result of the first quarter 2016 debt-for-equity exchanges, reduced coupon rates resulting from the Q3 2016 debt issuance, partially offset by lower capitalized interest compared to the same period last year. See Note 8 within Item 1 for additional details about the debt extinguishments.

Other Expense (Income), Net

Other expense (income), net was $44 million of expense and $4.3 billion of income in the third quarter and first nine months of 2016, respectively, and $91 million expense and $46 million income in the third quarter and first nine months of 2015, respectively.

The third quarter and first nine months of 2016 included net realized gains of $0 and $4.4 billion, respectively, on the Retained Shares transactions, dividend income of $0 and $16 million, respectively, from the Retained Shares, and $0 million and $12 million, respectively, of income related to foreign currency fluctuations principally relating to intercompany receivables, payables and monetary assets denominated in a foreign currency. These income items were partially offset by net debt extinguishment losses of $52 million and $153 million in the third quarter and first nine months of 2016, respectively. See Note 8 within Item 1 for additional details regarding the debt extinguishment losses and the Retained Shares transactions.

The third quarter and first nine months of 2015 included a $130 million loss on extinguishment of debt. This loss was more than offset in the first nine months by $52 million of income related to a litigation settlement in which Baxter was the beneficiary, $38 million of income related to the sales of available-for-sale securities, and $92 million of income related to foreign currency fluctuations, principally relating to intercompany receivables, payables and monetary assets denominated in a foreign currency.

Segment EBITDA

The company uses income from continuing operations before net interest expense, income tax expense, depreciation and amortization expense (Segment EBITDA), on a segment basis to make resource allocation decisions and assess the ongoing performance of the company s business segments. Refer to Note 14 within Item 1 for a summary of financial results by segment. The following is a summary of significant factors impacting the segments financial results.

Renal

Segment EBITDA was $214 million and $494 million in the third quarter and first nine months of 2016, respectively, and $182 million and $422 million in the third quarter and first nine months of 2015, respectively. The increase in 2016 was primarily driven by increased sales and lower marketing and administrative expenses as cost savings were realized form the company s business optimization programs and continued focus on expense management. This was partially offset by unfavorable foreign currency, incremental manufacturing and quality costs, and higher allocated research and development costs.

Hospital Products

Segment EBITDA was $588 million and $1.673 billion in the third quarter and first nine months of 2016, respectively, and $515 million and $1.462 billion in the third quarter and first nine months of 2015, respectively. This increase was driven by increased sales and lower marketing and administrative expenses as cost savings were realized from the company s business optimization programs and continued focus on expense management. This growth was partially offset by unfavorable foreign currency fluctuations.

Corporate and other

Certain income and expense amounts are not allocated to a segment. These amounts are detailed in the table in Note 14 within Item 1 and primarily include net interest expense, foreign exchange fluctuations (principally relating to intercompany receivables, payables and loans denominated in a foreign currency) and the majority of the foreign currency hedging activities, corporate headquarters costs, stock compensation expense, non-strategic investments and related income and expense, certain employee benefit plan costs as well as certain gains and losses and other charges (such as business optimization, integration and separation-related costs and asset impairment).

Income Taxes

The company s effective income tax rate for continuing operations was 0.8% and 106.1% in the third quarter and (1.1%) and 5.8% for the first nine months of 2016 and 2015, respectively. The company s effective income tax rate differs from the U.S. federal statutory rate each year due to certain operations that are subject to tax incentives, state and local taxes, and foreign taxes that are different than the U.S. federal statutory rate. In addition, the effective tax rate can be impacted each period by discrete factors and events.

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The effective income tax rate for continuing operations during the three months ended September 30, 2016 decreased due to restructuring and other charges incurred in higher tax rate jurisdictions as well as the favorable impact of discrete items including the partial settlement of an on-going income tax matter related to the company s Turkish operations and the settlement of a transfer pricing audit related to the company s Italian operations. Partially offsetting the foregoing items were tax charges related to the settlement of state income tax audit matters. The effective income tax rate for continuing operations in the third quarter of 2015 was primarily the result of charges associated with the company s spin-off of Baxalta, such as debt tender premium costs associated with debt refinancing, which received tax benefits at rates significantly higher than the rate of tax without such charges. The resulting tax benefits were greater than the resulting net loss for the period.

In addition to the foregoing factors, the income tax rate for the nine months ended September 30, 2016 benefited by several factors including tax-free net realized gains during the first and second quarter associated with the exchanges of Baxalta retained shares for the company s debt and the company s shares as well as tax-free net realized gains associated with the contribution of Baxalta retained shares to the company s pension plan. Additionally, the income tax rate for this period was favorably impacted by tax benefits from partially settling an IRS (2008-2013) income tax audit and settling a German (2008-2011) income tax audit.

The company anticipates that the effective tax rate for continuing operations for the full-year 2016 will be approximately 20.5%, excluding the impact of audit developments and other discrete items. Changes in the company s mix of earnings may also impact the effective tax rate and as profit improvement initiatives are implemented at different times and across different operations, the earnings mix could shift with an impact on the effective tax rate.

Income from Continuing Operations and Earnings per Diluted Share

Income from continuing operations was $127 million and $2 million for the three months ended September 30, 2016 and 2015, respectively, and $4.7 billion and $210 million for the nine months ended September 30, 2016 and 2015, respectively. Income from continuing operations per diluted share was $0.23 and $0.00 for the three months ended September 30, 2016 and 2015, respectively, and $8.56 and $0.38 for the nine months ended September 30, 2016 and 2015, respectively. The significant factors and events contributing to these changes are discussed above.

Income (Loss) from Discontinued Operations

The following table is a summary of the operating results of Baxalta, which have been reflected as discontinued operations for the quarters ended September 30, 2016 and 2015.

	Three months ended September 30,		Nine months ended September 30,	
(in millions)	2016	2015	2016	2015
Net sales	$24	$63	$144	$2,853
Income (loss) from discontinued operations before income taxes	4	(1)	(11)	748
Gain on disposal of discontinued operations			17	
Income tax expense	1		10	195
Income (loss) from discontinued operations, net of tax	$ 3	$ (1)	$ (4)	$ 553

Refer to Note 2 within Item 1 for additional information regarding the separation of Baxalta.

LIQUIDITY AND CAPITAL RESOURCES

The following table is a summary of the statement of cash flows for the nine months ended September 30, 2016 and 2015.

	Nine months ended September 30,	
(in millions)	2016	2015
Cash flows from operations continuing operations	$ 938	$ 757
Cash flows from investing activities continuing operations	(549)	(629)
Cash flows from financing activities	$ (44)	$ (253)

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Cash Flows from Operations   Continuing Operations

Operating cash flows from continuing operations increased during the first nine months of 2016 as compared to the prior year period. The increase was driven by the factors discussed below.

Accounts Receivable

Cash flows relating to accounts receivable were an inflow of $22 million during the first nine months of 2016 compared to an inflow of $5 million in the prior year period and days sales outstanding decreased to 55.0 days at September 30, 2016 from 60.3 at September 30, 2015. This decrease was primarily driven by timing of collections in certain international markets.

Inventories

Cash outflows relating to inventories declined in the first nine months of 2016 as compared to the prior year period. The following is a summary of inventories as of September 30, 2016 and December 31, 2015, as well as annualized inventory turns for the first nine months of 2016 and 2015, by segment.

	Inventories		Annualized inventory turns for the nine months ended September 30,	
(in millions, except inventory turn data)	September 30, 2016	December 31, 2015	2016	2015
Renal	$ 614	$ 605	3.58	3.61
Hospital Products	954	955	3.61	3.14
Other		44	n/a	n/a
Total company	$1,568	$1,604	3.60	3.32

Segment inventory levels remained consistent during the first nine months of 2016. The increase in inventory turns of 0.28 from September 30, 2015 to September 30, 2016 related to business optimization charges and intangible asset impairments.

Other

The changes in accounts payable and accrued liabilities was a $326 million outflow in the first nine months of 2016 compared to a $14 million inflow in the first nine months of 2015. The change was primarily driven by an increase in tax payments primarily due to a tax settlement as well as the timing of payments to suppliers. See Note 12 within Item 1 for additional details regarding the tax settlement.

Payments related to the execution of the SIGMA SPECTRUM infusion pump recall as well as the company s business optimization initiatives increased from $61 million in the first nine months of 2015 to $119 million in the first nine months of 2016. Refer to Note 7 within Item 1 for further information regarding the SIGMA SPECTRUM infusion pump recalls as well as the business optimization initiatives.

Changes in other balance sheet items were inflows of $121 million and outflows of $216 million in the first nine months of 2016 and 2015, respectively, primarily driven by changes in prepaid expenses. During the first nine months of 2016, the company received a U.S. federal income tax refund of $218 million as a result of carrying back to prior

tax years the company s 2015 U.S. tax loss which arose, in significant part, from the funding of the company s defined benefit pension plan with a portion of the Baxalta retained stake.

Cash Flows from Investing Activities Continuing Operations

Capital Expenditures

Capital expenditures were $519 million and $658 million in the first nine months of 2016 and 2015, respectively. The company s capital expenditures in 2016 consisted of targeted investments in projects to support production of PD and IV solutions as well as expansion activities for dialyzers. The decline in capital expenditures is due to a reduction in spending related to ongoing projects and the completion of certain expansion activities.

Acquisitions and Investments

Cash outflows relating to acquisitions and investments of $47 million in the first nine months of 2016 were driven primarily by the acquisition of the rights to vancomycin from Celerity. Cash outflows relating to acquisitions and investments of $27 million in the first nine months of 2015 were driven primarily by the acquisition of the rights to cefazolin injection in GALAXY Container (2 g/100 mL).

Divestitures and Other Investing Activities

Cash inflows from divestitures and other investing activities in the first nine months of 2016 and 2015 were $17 million and $56 million, respectively. The decrease was primarily due to the sales of certain investments in the first nine months of 2015.

Cash Flows from Financing Activities

Debt Issuances, Net of Payments of Obligations

Net cash outflows related to debt and other financing obligations totaled $58 million for the first nine months of 2016 primarily related to a $190 million repayment of the company s 0.95% senior unsecured notes that matured in June 2016, a $130 million repayment of the company s 5.9% senior unsecured notes that matured in September 2016, and the redemption of approximately $1 billion in aggregate principal amount of senior notes in September 2016, as well as other short-term obligations. The company also had $300 million of net repayments related to its commercial paper program. This was partially offset by issuances of debt totaling $1.6 billion of senior notes in August 2016. See Note 8 within Item 1 for additional details regarding the debt transactions in the first nine months of 2016.

Cash inflows related to issuances of debt totaled $6.9 billion for the first nine months of 2015 primarily related to the Baxalta senior

notes and borrowings under the company s revolving credit facilities. The company purchased an aggregate of approximately $2.7 billion in principal amount of its notes through two debt tender offers that closed in July 2015. Additionally, the company repaid $600 million of 4.625% senior unsecured notes that matured in March 2015 as well as the borrowings under the company s Euro-denominated revolving credit facility. The company also had $450 million of net repayments related to its commercial paper program.

Other Financing Activities

Cash dividend payments totaled $197 million and $847 million in the first nine months of 2016 and 2015, respectively. The decrease in cash dividend payments was primarily due to a decrease in the quarterly dividend rate of approximately 75% to $0.13 per share, as announced in July 2016.

Proceeds and realized excess tax benefits from stock issued under employee benefit plans increased from $174 million in the first nine months of 2015 to $286 million in the first nine months of 2016, primarily due to increased option exercises in the first nine months of 2016.

In the first nine months of 2016, the company executed an equity-for-equity exchange of Retained Shares for 11.5 million outstanding Baxter shares. As authorized by the Board of Directors, the company repurchases its stock depending upon the company s cash flows, net debt level and market conditions. In July 2012, the Board of Directors authorized the repurchase of up to $2.0 billion of the company s common stock. In the third quarter of 2016, the company repurchased approximately 0.9 million shares pursuant to this authority and had $0.4 billion remaining available under this authorization as of September 30, 2016. The company did not repurchase stock in the first nine months of 2015.

Credit Facilities, Access to Capital and Credit Ratings

Credit Facilities

As of September 30, 2016, the company s U.S. dollar-denominated revolving credit facility and Euro-denominated senior revolving credit facility had a maximum capacity of $1.5 billion and approximately $200 million Euro, respectively. As of September 30, 2016, the company was in compliance with the financial covenants in these agreements. The non-performance of any financial institution supporting either of the credit facilities would reduce the maximum capacity of these facilities by each institution s respective commitment.

Access to Capital

The company intends to fund short-term and long-term obligations as they mature through cash on hand, future cash flows from operations or by issuing additional debt. The company had $2.6 billion of cash and equivalents as of September 30, 2016, with adequate cash available to meet operating requirements in each jurisdiction in which the company operates. The company invests its excess cash in certificates of deposit and money market funds, and diversifies the concentration of cash among different financial institutions.

The company s ability to generate cash flows from operations, issue debt or enter into other financing arrangements on acceptable terms could be adversely affected if there is a material decline in the demand for the company s products or in the solvency of its

customers or suppliers, deterioration in the company s key financial ratios or credit ratings or other significantly unfavorable changes in conditions. However, the company believes it has sufficient financial flexibility to issue debt, enter into other financing arrangements and attract long-term capital on acceptable terms to support the company s growth objectives.

The company continues to do business with foreign governments in certain countries, including Greece, Spain, Portugal and Italy, which have experienced a deterioration in credit and economic conditions. As of September 30, 2016, the company s net accounts receivable from the public sector in Greece, Spain, Portugal and Italy totaled $181 million.

While these economic conditions have not significantly impacted the company s ability to collect receivables, global economic conditions and liquidity issues in certain countries have resulted, and may continue to result, in delays in the collection of receivables and credit losses.

Credit Ratings

The company s credit ratings at September 30, 2016 were as follows:

	Standard & Poor s	Fitch	Moody s
Ratings			
Senior debt	A-	BBB+	Baa2
Short-term debt	A2	F2	P2
Outlook	Stable	Stable	Stable

CONTRACTUAL OBLIGATIONS

The table below summarizes Baxter s contractual obligations as of September 30, 2016 related to long-term debt and interest expense in the following periods to give effect to the company s debt redemptions and debt offerings.

(in millions)	Total	Less than one year	One to three years	Three to five years	More than five years
Long-term debt and capital lease obligations, including current maturities	$2,840	$ 6	$ 6	$736	$2,092
Interest on short- and long-term debt and capital lease obligations [1]	1,530	85	170	167	1,108
Contractual obligations	$4,370	$91	$176	$903	$3,200

1 Interest payments on debt and capital lease obligations are calculated for future periods using interest rates in effect at September 30, 2016. Projected interest payments include the related effects of interest rate swap agreements. Certain of these projected interest payments may differ in the future based on changes in floating interest rates, foreign currency fluctuations or other factors or events. The projected interest payments only pertain to obligations and agreements outstanding at September 30, 2016. Refer to Note 8 within Item 1 for

additional information regarding the company s debt instruments and related interest rate agreements outstanding at September 2016.

CRITICAL ACCOUNTING POLICIES

The preparation of financial statements in accordance with GAAP requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. A summary of the company s significant accounting policies is included in Note 1 to the company s consolidated financial statements in the 2015 Annual Report. Certain of the company s accounting policies are considered critical, as these policies are the most important to the depiction of the company s financial statements and require significant, difficult or complex judgments, often employing the use of estimates about the effects of matters that are inherently uncertain. Such policies are summarized in the Management s Discussion and Analysis of Financial Condition and Results of Operations section in the 2015 Annual Report. There have been no significant changes in the company s application of its critical accounting policies during the first nine months of 2016.

LEGAL CONTINGENCIES

Refer to Note 13 within Item 1 for a discussion of the company s legal contingencies. Upon resolution of any of these uncertainties, the company may incur charges in excess of presently established liabilities. While the liability of the company in connection with certain claims cannot be estimated with any certainty, and although the resolution in any reporting period of one or more of these

matters could have a significant impact on the company s results of operations and cash flows for that period, the outcome of these legal proceedings is not expected to have a material adverse effect on the company s consolidated financial position. While the company believes that it has valid defenses in these matters, litigation is inherently uncertain, excessive verdicts do occur, and the company may in the future incur material judgments or enter into material settlements of claims.

CERTAIN REGULATORY MATTERS

In January 2014, the company received a Warning Letter from FDA primarily directed to quality systems for the company s Round Lake, Illinois, facility, particularly in that facility s capacity as a specification developer for certain of the company s medical devices. The company received a separate Warning Letter in December 2013 that included observations related to the company s ambulatory infuser business in Irvine, California, which previously had been subject to agency action.

In June 2013, the company received a Warning Letter from FDA regarding operations and processes at its North Cove, North Carolina and Jayuya, Puerto Rico facilities and in November 2015 attended a Regulatory Meeting with FDA concerning the Jayuya facility. The Warning Letter addresses observations related to Current Good Manufacturing Practice (CGMP) violations at the two facilities.

In June 2010, the company received a Warning Letter from FDA in connection with an inspection of its McGaw Park, Illinois facility, which previously supported the Renal franchise. The company s Round Lake facility now provides the related capacity for the Renal franchise. The Warning Letter pertains to the processes by which the company analyzes and addresses product complaints through corrective and preventative action, and reports relevant information to FDA.

On October 9, 2014, the company had a Regulatory Meeting with FDA to discuss the Warning Letters described above. At the meeting, the company agreed to work closely with FDA to provide regular updates on its progress to meet all requirements and resolve all matters identified in the Warning Letters described above.

Please see Item 1A of the 2015 Annual Report and Item 1 of Part II of this quarterly report for additional discussion of regulatory matters and how they may impact the company.

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FORWARD-LOOKING INFORMATION

This quarterly report includes forward-looking statements. Use of the words may, will, would, could, should, b estimates, projects, potential, expects, plans, seeks, intends, evaluates, pursues, anticipates, cont impacts, affects, forecasts, target, outlook, initiative, objective, designed, priorities, goal, or the n words or other similar expressions is intended to identify forward-looking statements that represent our current judgment about possible future events. These forward-looking statements may include statements with respect to accounting estimates and assumptions, litigation-related matters including outcomes, future regulatory filings and the company s R&D pipeline, strategic objectives, credit exposure to foreign governments, potential developments with respect to credit ratings, investment of foreign earnings, estimates of liabilities including those related to uncertain tax positions, contingent payments, future pension plan contributions, costs, discount rates and rates of return, the company s exposure to financial market volatility and foreign currency and interest rate risks, the impact of the recent separation of the biopharmaceuticals and medical products businesses, the impact of competition, future sales growth, business development activities, business optimization initiatives, cost saving initiatives, future capital and R&D expenditures, future debt issuances, manufacturing expansion, the sufficiency of the company s facilities and financial flexibility, the adequacy of credit facilities, tax provisions and reserves, the effective tax rate and all other statements that do not relate to historical facts.

These forward-looking statements are based on certain assumptions and analyses made in light of the company s experience and perception of historical trends, current conditions, and expected future developments as well as other factors that the company believes are appropriate in the circumstances. While these statements represent the company s current judgment on what the future may hold, and the company believes these judgments are reasonable, these statements are not guarantees of any events or financial results. Whether actual future results and developments will conform to expectations and predictions is subject to a number of risks and uncertainties, including the following factors, many of which are beyond our control:

- failure to achieve our long-term financial improvement goals;

- demand for and market acceptance risks for and competitive pressures related to new and existing products;

- product development risks, including satisfactory clinical performance, the ability to manufacture at appropriate scale, and the general unpredictability associated with the product development cycle;

- product quality or patient safety issues, leading to product recalls, withdrawals, launch delays, sanctions, seizures, litigation, or declining sales;

- future actions of FDA, EMA or any other regulatory body or government authority that could delay, limit or suspend product development, manufacturing or sale or result in seizures, recalls, injunctions, monetary sanctions or criminal or civil liabilities;

- failures with respect to the company s compliance programs;

future actions of third parties, including third-party payers, as healthcare reform and other similar measures are implemented in the United States and globally;

the impact of U.S. healthcare reform and other similar actions undertaken by foreign governments with respect to pricing, reimbursement, taxation and rebate policies;

additional legislation, regulation and other governmental pressures in the United States or globally, which may affect pricing, reimbursement, taxation and rebate policies of government agencies and private payers or other elements of the company s business;

the impact of competitive products and pricing, including generic competition, drug reimportation and disruptive technologies;

global regulatory, trade and tax policies;

the company s ability to identify business development and growth opportunities and to successfully execute on business development strategies;

the company s ability to finance and develop new products or enhancements internally, on commercially acceptable terms or at all;

the company s ability to realize the anticipated benefits from its joint product development and commercialization arrangements, governmental collaborations and other business development activities;

the availability and pricing of acceptable raw materials and component supply;

inability to create additional production capacity in a timely manner or the occurrence of other manufacturing or supply difficulties;

the company s ability to achieve the intended results associated with the separation of its biopharmaceuticals and medical products businesses or targeted margin improvements;

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- the impact of any future tax liability with respect to the separation and distribution;

- any failure by Baxalta or Shire to satisfy its obligation under the separation agreements, including the tax matters agreement, or the company s letter agreement with Shire and Baxalta;

- the ability to protect or enforce the company s owned or in-licensed patent or other proprietary rights (including trademarks, copyrights, trade secrets and know-how) or patents of third parties preventing or restricting the company s manufacture, sale or use of affected products or technology;

- the impact of global economic conditions on the company and its customers and suppliers, including foreign governments in certain countries in which the company operates;

- fluctuations in foreign exchange and interest rates;

- any changes in law concerning the taxation of income, including income earned outside the United States;

- actions by tax authorities in connection with ongoing tax audits;

- breaches or failures of the company s information technology systems;

- loss of key employees or inability to identify and recruit new employees;

- the outcome of pending or future litigation;

- the adequacy of the company s cash flows from operations to meet its ongoing cash obligations and fund its investment program; and

- other factors identified elsewhere in this report on and other filings with the Securities and Exchange Commission, including those factors described in Item 1A of the company s Annual Report on Form 10-K for the year ended December 31, 2015, all of which are available on the company s website.

Actual results may differ materially from those projected in the forward-looking statements. The company does not undertake to update its forward-looking statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Currency Risk

The company is primarily exposed to foreign exchange risk with respect to recognized assets and liabilities, forecasted transactions and net assets denominated in the Euro, British Pound, Chinese Yuan, Korean Won, Australian Dollar, Canadian Dollar, Japanese Yen, Columbian Peso, Brazilian Real, Swedish Krona, Mexican Peso, and New Zealand Dollar. The company manages its foreign currency exposures on a consolidated basis, which allows the company to net exposures and take advantage of any natural offsets. In addition, the company uses derivative and nonderivative financial instruments to further reduce the net exposure to foreign exchange. Gains and losses on the hedging instruments offset losses and gains on the hedged transactions and reduce the earnings and shareholders equity volatility relating to foreign exchange. Financial market and currency volatility may limit the company s ability to cost-effectively hedge these exposures.

The company may use options, forwards and cross-currency swaps to hedge the foreign exchange risk to earnings relating to forecasted transactions denominated in foreign currencies and recognized assets and liabilities. The maximum term over which the company has cash flow hedge contracts in place related to forecasted transactions as of September 30, 2016 is 15 months. The company also enters into derivative instruments to hedge certain intercompany and third-party receivables and payables and debt denominated in foreign currencies.

In advance of the U.K. European Union membership referendum, the company increased the coverage level of its British Pound and Euro exposures by adding to its derivative positions to hedge those underlying exposures over the next 18 months. As a result, we do not expect to be significantly impacted by future potential currency volatility in the near term caused by the U.K. s proposed exit from the European Union due to the size and composition of the company s U.K. operations and the derivative strategy and positions we currently have in place.

As part of its risk-management program, the company performs a sensitivity analysis to assess potential changes in the fair value of its foreign exchange instruments relating to hypothetical and reasonably possible near-term movements in foreign exchange rates.

A sensitivity analysis of changes in the fair value of foreign exchange option and forward contracts outstanding at September 30, 2016, while not predictive in nature, indicated that if the U.S. Dollar uniformly weakened by 10% against all currencies, on a net-of-tax basis, the net asset balance of $7 million would decrease by $27 million, resulting in a net liability.

The sensitivity analysis model recalculates the fair value of the foreign exchange option and forward contracts outstanding at September 30, 2016 by replacing the actual exchange rates at September 30, 2016 with exchange rates that are 10% weaker to the actual exchange rates for each applicable currency. All other factors are held constant. The sensitivity analysis disregards the possibility that currency exchange rates can move in opposite directions and that gains from one currency may or may not be offset by losses from another currency. The analysis also disregards the offsetting change in value of the underlying hedged transactions and balances.

Interest Rate and Other Risks

Refer to the caption Interest Rate and Other Risks in the Financial Instrument Market Risk section of the 2015 Annual Report. There were no significant changes during the quarter ended September 30, 2016.

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Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Baxter carried out an evaluation, under the supervision and with the participation of its Disclosure Committee and management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of Baxter s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of September 30, 2016. Based on that evaluation the Chief Executive Officer and Chief Financial Officer concluded that the company s disclosure controls and procedures were effective as of September 30, 2016.

Changes in Internal Control over Financial Reporting

There have been no changes in Baxter s internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2016 that have materially affected, or are reasonably likely to materially affect, Baxter s internal control over financial reporting.

Review by Independent Registered Public Accounting Firm

A review of the interim condensed consolidated financial information included in this Quarterly Report on Form 10-Q for the three and nine months ended September 30, 2016 and 2015 has been performed by PricewaterhouseCoopers LLP, the company s independent registered public accounting firm. Its report on the interim condensed consolidated financial information follows. This report is not considered a report within the meaning of Sections 7 and 11 of the Securities Act of 1933 and therefore, the independent accountants liability under Section 11 does not extend to it.

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Baxter International Inc.:

We have reviewed the accompanying condensed consolidated balance sheet of Baxter International Inc. and its subsidiaries as of September 30, 2016, and the related condensed consolidated statements of income for the three month and nine month periods ended September 30, 2016 and 2015, the condensed consolidated statements of comprehensive income for the three month and nine month periods ended September 30, 2016 and 2015 and the condensed consolidated statements of cash flows for the nine month periods ended September 30, 2016 and 2015. These interim financial statements are the responsibility of the company s management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2015, and the related consolidated statements of income, of comprehensive income, of cash flows and of changes in equity for the year then ended, and in our report dated February 26, 2016, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2015, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

/s/ PricewaterhouseCoopers LLP

Chicago, Illinois

November 7, 2016

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The information in Part I, Item 1, Note 13 is incorporated herein by reference.

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Item 6. Exhibits
Exhibit Index:

Exhibit Number	Description
15*	Letter Re Unaudited Interim Financial Information
31.1*	Certification of Chief Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.
31.2*	Certification of Chief Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.
32.1*	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document

* Filed herewith.

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Signature

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

		BAXTER INTERNATIONAL INC. (Registrant)
Date: November 7, 2016	By:	/s/ James K. Saccaro James K. Saccaro Corporate Vice President and Chief Financial Officer (duly authorized officer and principal financial officer)

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