

MAGNA INTERNATIONAL INC  
Form 11-K  
June 24, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 11-K**

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the fiscal year ended December 31, 2015

OR

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

For the transition period from                      to

Commission File No. 001-11444

THE MAGNA GROUP OF COMPANIES RETIREMENT SAVINGS PLANS

**MAGNA INTERNATIONAL INC.**

337 Magna Drive



SIGNATURES

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

THE MAGNA GROUP OF COMPANIES  
RETIREMENT SAVINGS PLANS by  
MAGNA INTERNATIONAL INC.  
in its capacity as Plan Administrator

/s/ Marc Neeb

By: Marc Neeb

Title: Executive Vice-President,  
Chief Human Resources Officer

/s/ Robert Cecutti

By: Robert Cecutti

Title: Controller

Date: June 24, 2016

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Exhibit

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**The Magna Group of Companies Retirement Savings Plans**

Financial Statements

Years Ended December 31, 2015 and 2014

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**The Magna Group of Companies Retirement Savings Plans**

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**The Magna Group of Companies Retirement Savings Plans**

**Report of Independent Registered Public Accounting Firm**

To the Pension and Retirement Savings Committee of

The Magna Group of Companies Retirement Savings Plans

Aurora, Ontario, Canada

We have audited the accompanying statements of net assets available for benefits of The Magna Group of Companies Retirement Savings Plans (the Plan ) as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan s internal control over financial reporting. Accordingly, we express no opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2015 and 2014, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying supplemental Schedule of Assets (Held at End of Year), Schedule of Reportable Transactions, and Schedule of Delinquent Participant Contributions as of and for the year ended December 31, 2015 have been subjected to audit procedures performed in conjunction with the audit of the Plan s financial statements. The supplemental schedules are the responsibility of the Plan s management. Our audit procedures included determining whether the supplemental schedules reconcile to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental schedules. In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, including their form and content, are presented in conformity with the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental schedules are fairly stated, in all material respects, in relation to the financial statements as a whole.

The information presented in the Schedule of Reportable Transactions does not disclose the historical cost of certain sales transactions and the related gain or loss. Disclosure of this information is required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

/s/ BDO USA, LLP

Grand Rapids, Michigan

June 24, 2016



## The Magna Group of Companies Retirement Savings Plans

## Statements of Net Assets Available for Benefits

(In thousands)

December 31	2015	2014
<b>Assets</b>		
Investments		
Investments, at contract value	\$ 55,417	\$ 81,858
Investments, at fair value	1,107,191	1,224,997
Total investments	1,162,608	1,306,855
Receivables		
Employer	45,753	46,811
Participants	231	34
Notes receivable from participants	36,187	35,226
Total receivables	82,171	82,071
<b>Net Assets Available for Benefits</b>	<b>\$ 1,244,779</b>	<b>\$ 1,388,926</b>

*See accompanying notes to financial statements.*

## The Magna Group of Companies Retirement Savings Plans

## Statements of Changes in Net Assets Available for Benefits

(In thousands)

Year ended December 31,	2015	2014
<b>Additions</b>		
Investment income		
Interest and dividends	\$ 7,069	\$ 6,479
Net appreciation in fair value of investments (Note 3)		150,451
Contributions		
Employer	67,129	65,378
Participants	80,017	70,106
Interest from notes receivable from participants	1,834	1,661
<b>Total Additions</b>	<b>156,049</b>	<b>294,075</b>
<b>Deductions</b>		
Net depreciation in fair value of investments (Note 3)	98,330	
Benefits paid to terminated employees	50,774	54,850
Benefits paid to participating employees	45,301	36,076
Loan expenses and other fees	395	550
<b>Total Deductions</b>	<b>194,800</b>	<b>91,476</b>
Net increase (decrease)	(38,751)	202,599
Net transfers from (to) other plans (Note 8)	(105,396)	10,183
<b>Net Assets Available for Benefits, beginning of year</b>	<b>1,388,926</b>	<b>1,176,144</b>
<b>Net Assets Available for Benefits, end of year</b>	<b>\$ 1,244,779</b>	<b>\$ 1,388,926</b>

See accompanying notes to financial statements.

**The Magna Group of Companies Retirement Savings Plans**

**Notes to Financial Statements**

**1. Description of the Plan**

The following description of The Magna Group of Companies Retirement Savings Plans (the Plan) provides only general information. Participants should refer to the restated Plan Agreement or Summary Plan Description for a more complete description of the Plan's provisions.

***General***

Certain employees of Magna International of America, Inc. (the Primary Employer) and other participating subsidiaries and affiliates of the Primary Employer (collectively the Employer) are eligible to participate in the Plan.

The Plan was established by the Primary Employer as the Magna International of America 401(k) Plan on August 1, 1992. The Primary Employer restated the Plan's terms, provisions and conditions effective January 1, 2011.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan agreement provides that the Plan may invest in common stock of Magna International Inc. (Magna), the parent company of the Primary Employer.

The Plan is administered by the Primary Employer and individuals appointed by the Board of Directors of the Primary Employer. Principal Trust Company (Principal) is the appointed Trustee of the Plan.

***401(k) Eligibility***

An employee is eligible to participate on the first day of employment, and shall be eligible for matching contributions on the first day of the month following six months of service and attainment of 18 years of age.

***Deferred Profit Sharing Eligibility***

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An employee is eligible to receive profit sharing contributions if the employee is employed at a participating employer on the last day of the Plan year and the employee has completed 1,000 hours of service in the Plan year.

### *Contributions and Automatic Enrollment*

The 401(k) portion of the Plan is funded by contributions from employees who may elect to contribute from 1% to 50% of wages, as defined, subject to the maximum amount permitted under the Internal Revenue Code (the Code). The Employer may make a discretionary matching contribution. For the 2015 and 2014 plan year, the employer matching contribution was 50% of the first 6% of base earnings contributed by a participant, unless a collective bargaining agreement states differently. Employees may also defer 1% to 100% of their bonus for a given year, which is not eligible for a matching contribution by the Employer. Participants in the Plan may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

**The Magna Group of Companies Retirement Savings Plans**

**Notes to Financial Statements**

Employees are automatically enrolled after a 60-day opt out period. The Employer withholds an amount equal to a percentage of eligible employee compensation (other than bonus pay), until such time as the employee changes or stops the contribution.

Effective January 1, 2013, the new hire automatic enrollment percentage increased from 3% to 6% of employee compensation (other than bonus pay) for non-union employees hired or rehired after January 1, 2013. Newly hired employees covered under a collective bargaining agreement, will be automatically enrolled at 3%.

Effective January 1, 2013, current employees who did not elect to make deferral contributions prior to December 31, 2012, were automatically enrolled at a 3% deferral percentage, and participants who were enrolled and contributing were automatically increased to a 3% deferral percentage if the participant was contributing at a rate that was less than 3%, until such time as the employee changes or stops the contribution.

An automatic increase feature became effective January 1, 2014 whereby the contribution percentage is increased by 1% per year up to a maximum contribution percentage of 6% for participants making a contribution of less than 6%, unless the employee changes or stops the contribution. The automatic increase does not apply to employees who are covered by a collective bargaining agreement.

The deferred profit sharing portion of the Plan is a non-contributory, defined contribution plan funded by discretionary Employer contributions as determined under the provisions of the Plan, which are generally based on years of service and consolidated profits as determined by the Employer.

***Participant Accounts***

Individual participant accounts are maintained by Principal and are credited with employee contributions, Employer contributions, and Plan earnings in the case of the 401(k) portion of the Plan and allocations of Employer contributions, Plan earnings, and forfeitures of former participants non-vested amounts in the case of the deferred profit sharing portion of the Plan. Allocations of contributions and forfeitures in the deferred profit sharing portion of the Plan are based upon compensation and years of service, as defined, while allocations of earnings are recognized by changes in the unit value. Such accounts are valued periodically in accordance with the provisions of the Plan.

***Vesting***

Vesting for the deferred profit sharing portion of the Plan occurs on the following schedule:

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Number of full years of service	Vested Percentage
Less than 1	0%
1	30
2	40
3	60
4	80
5 and after	100

**The Magna Group of Companies Retirement Savings Plans**

**Notes to Financial Statements**

Notwithstanding the foregoing, all amounts allocated or re-allocated to a participant shall vest irrevocably to that participant not later than five years after the end of the Plan year in which the amounts are allocated or re-allocated unless the participant has ceased before that time to be an employee. Immediate full vesting also occurs upon a participant's death, total and permanent disability, permanent layoff, or attainment of normal retirement age of 60.

For the 401(k) portion of the Plan, participants are 100% vested immediately in Employer and employee contributions and allocated earnings thereon.

***Forfeitures***

For the deferred profit sharing portion of the Plan, the non-vested portion of a terminated participant's account balance is allocated to other Plan participants after the former participant has five consecutive one-year service breaks. During 2015 and 2014, allocated forfeitures were \$1,783 thousand and \$873 thousand, respectively. As of December 31, 2015 and 2014, forfeited nonvested accounts totaled \$1,045 thousand and \$1,976 thousand, respectively.

***Plan Benefits***

For the deferred profit sharing portion of the Plan, participants are eligible to receive vested benefits based upon the most recent valuation of their account upon termination of service with the Employer. Under certain provisions of the Plan, a percentage of vested benefits may also be distributed after 10 continuous years of service and/or upon reaching age 55. Distributions of Plan benefits are made to eligible participants in one lump-sum payment. Only vested balances of a participant's profit sharing contribution account as of December 31, 2007 are eligible for in-service withdrawals.

For the 401(k) portion of the Plan, upon retirement, death, disability or termination of service, benefits will be paid in the form of a lump-sum distribution. Certain other withdrawals are permitted in the event of financial hardship, as defined in the Plan agreement.

***Notes Receivable From Participants***

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance excluding amounts related to the participant's deferred profit sharing account. Participant note terms range from one to five years

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or up to 10 years for the purchase of a primary residence. The notes are secured by the balance in the participant's account and bear interest at the then current prime plus 2% as determined by the Plan Administrator. Principal and interest is paid ratably through payroll deductions, not less frequently than quarterly. As of December 31, 2015 outstanding notes receivable had interest rates ranging from 4.25% to 10.25%.

### *Plan Termination*

Although it has not expressed any intent to do so, the Employer has the right to terminate the Plan in whole or in part at any time subject to the provisions of ERISA. In the event the Plan is terminated, all participant accounts will become 100% vested and non-forfeitable.



**The Magna Group of Companies Retirement Savings Plans**

**Notes to Financial Statements**

***Participant and Non-Participant Directed Investments***

Participants may invest in Magna International Inc. Common Stock (Employer Securities). For the deferred profit sharing portion of the Plan, 4/7th of the annual profit sharing contribution, as defined, is invested in Employer Securities, referred to as the non-participant-directed portion of the Plan. The remaining portion of the annual profit sharing contribution is directed by the employee and may include investments in Employer Securities. Prior to January 1, 2016, participants with a minimum of three years of service or upon attainment of age 55 may diversify up to 100% of Employer Securities held in their account. Effective January 1, 2016, participants may diversify up to 100% of Magna stock held in their account at any time. Voting rights are all retained by the trustee per the direction of the Employer.

***Administrative Expenses***

The Employer administers the Plan. The Employer pays certain administrative expenses of the Plan and the Employer also provides certain administrative services, which have not been charged to the Plan. The amount of such expenses and cost of such services have not been determined. Certain administrative expenses not paid directly by the Employer may be paid from the Plan in accordance with ERISA provisions.

**2. Significant Accounting Policies**

***Basis of Financial Statements***

The accompanying financial statements have been prepared under the accrual basis of accounting.

***Use of Estimates***

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

***Risks and Uncertainties***

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

***Investment Valuation and Income Recognition***

All Plan investments other than guaranteed investment contracts, are stated at fair value. Fair value is the price that would be received to sell an asset (an exit price) in the principal or most advantageous market for the asset in an orderly transaction between market participants on the measurement date. The Plan's management determines the Plan's valuation policies utilizing information provided by the investment advisors, Plan trustee and custodian. See Note 3 for discussion of fair value measurements.

**The Magna Group of Companies Retirement Savings Plans**

**Notes to Financial Statements**

Guaranteed investment contracts held by a defined contribution plan that are fully benefit responsive are reported at contract value. Contract value is the relevant measurement because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the contract. Contract value represents net contributions plus interest at the contract rate. See Note 5 for discussion of guaranteed investment contracts.

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

***Notes Receivable - Participant Loans***

Participant loans are classified as notes receivable from participants, and are measured at the unpaid principal balance plus unpaid accrued interest. Defaulted loans, if any, are reclassified as distributions based upon the terms of the Plan Document.

***Concentration of Investments***

Included in investments at December 31, 2015 and 2014 are shares of the Employer's securities amounting to \$275 million and \$395 million, respectively. This investment represents 24% and 30% of total investments at December 31, 2015 and 2014, respectively. A significant decline in the market value of the Employer's securities would significantly affect the net assets available for benefits.

***Payment of Benefits***

Benefits are recorded when paid.

***Recent Accounting Pronouncements***

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In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2015-07, *Disclosures for Investments in Certain Entities that Calculate Net Asset Value Per Share (or its Equivalent)* (ASU 2015-07). ASU 2015-07 removes the requirement to categorize within the fair value hierarchy investments for which fair values are estimated using the net asset value practical expedient provided by Accounting Standards Codification 820, Fair Value Measurement. Disclosures about investments in certain entities that calculate net asset value per share are limited under ASU 2015-07 to those investments for which the entity has elected to estimate the fair value using the net asset value practical expedient. ASU 2015-07 is effective for fiscal years beginning after December 15, 2015, with early adoption permitted.

In July 2015, the FASB issued Accounting Standards Update 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965), (ASU 2015-12): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, Part III) Measurement Date Practical Expedient* (ASU 2015-012). This three-part update simplifies current benefit plan accounting and requires (i) fully benefit-responsive investment contracts to be measured, presented, and disclosed only at contract value and accordingly removes the requirement to reconcile their contract value to fair value; (ii) benefit plans to disaggregate their investments measured using fair value by general

**The Magna Group of Companies Retirement Savings Plans**

**Notes to Financial Statements**

type, either on the face of the financial statements or in the notes to the financial statements; (iii) the net appreciation or depreciation in investments for the period to be presented in the aggregate rather than by general type, and removes certain disclosure requirements relevant to individual investments that represent five percent or more of net assets available for benefits. Further, the amendments in this update eliminate the requirement to disclose the investment strategy for certain investments that are measured using Net Asset Value (NAV) per share. These amendments are effective retrospectively for fiscal years beginning after December 15, 2015 and early adoption is permitted. This update also provides a practical expedient to permit employee benefit plans to measure investments and investment-related accounts as of the month-end that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with a month-end, while requiring certain additional disclosures. This portion of the update is effective prospectively for fiscal years beginning after December 15, 2015 and early adoption is permitted.

Plan management reviewed both ASU 2015-07 and ASU 2015-12, and decided to early adopt both standards as they believe it will simplify Plan accounting and its presentation in the financial statements. As such, the accounting and disclosures in these financial statements and notes follow ASU 2015-07 and ASU 2015-12. The adoption was applied retrospectively and certain reclassifications were made on the Statement of Net Assets Available for Benefits to present comparative statements and certain investment disclosures were revised or eliminated as a result of the adoption of the ASUs.

**3. Investments**

In accordance with ASC 820, *Fair Value Measurements and Disclosures*, the Plan utilizes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The three levels of the fair value hierarchy are described as follows:

*Level 1* - Inputs to the valuation methodology are unadjusted quoted prices for identical assets in active markets.

*Level 2* - Inputs to the valuation methodology include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in inactive markets, other inputs that are observable or can be corroborated by observable market data.

*Level 3* - Inputs to the valuation methodology are both significant to the fair value measurement and unobservable.

The following valuation methodologies were used to measure the fair value of the Plan's investments. There have been no changes in the methodologies used at December 31, 2015 and 2014 other than the adoption of ASU 2015-12 as disclosed in Note 2.

*The Principal Stable Value Fund:* Daily valued by the trustee, Union Bond & Trust Company, based on the underlying investments which consist primarily of a diversified portfolio of stable value investment contracts issued by life insurance companies, banks and other financial institutions, the performance of which may be predicated on underlying fixed income investments. The Fund provides for daily redemptions at the reported NAV. Participants are permitted to redeem units at NAV on the valuation date.

**The Magna Group of Companies Retirement Savings Plans**

**Notes to Financial Statements**

*Pooled Separate Accounts (PSAs):* Valued based on the underlying investments (i.e., common stock, mutual funds, short term securities). While the majority of the underlying assets values are based on quoted prices, the net asset value (NAV) of the pooled separate account is not publicly quoted. The NAV is reported by the fund managers as of the financial statement date based on recent transaction prices. The PSAs held by the Plan provide for daily redemptions by the Plan at reported NAV with no advance notice requirement. The Plan is permitted to redeem investment units at NAV on the measurement date. Principal may place transfer or liquidation restrictions on the U.S. Property Separate Account. No such restrictions were in place during 2015 and 2014. Generally, the PSA investments in any class can be transferred once every 30 days at the current NAV per share based on the fair value of the underlying assets. Participants are not allowed to transfer back into that originating class until the 30-day period has expired.

*Common/Collective Trusts (CCTs):* Valued at the net asset value (NAV) of the units held by the Plan which are based on the quoted market prices of the underlying securities of the funds. The unit price is based on the value of the underlying investment assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding.

*Employer Securities:* Valued at the closing price quoted on a recognized securities exchange on the last business day of the Plan year.

*Mutual Funds:* Valued at quoted market prices of shares held by the Plan.

*Life Insurance Policies:* Valued at the cash surrender value of the individual policies.

The Plan's valuation methods may result in a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Although Plan management believes the valuation methods are appropriate and consistent with the market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

## The Magna Group of Companies Retirement Savings Plans

## Notes to Financial Statements

The following tables set forth by level within the fair value hierarchy the Plan's investments (in thousands).

December 31, 2015	Level 1	Fair Value Measurements		Total
		Level 2	Level 3	
Mutual funds	\$ 13,150	\$	\$	\$ 13,150
Employer securities	275,390			275,390
Life insurance policies			33	33
Total investments at net asset value*				818,618
<b>Total Investments at Fair Value</b>	288,540		33	\$ 1,107,191

December 31, 2014	Level 1	Fair Value Measurements		Total
		Level 2	Level 3	
Mutual funds	\$ 14,083	\$	\$	\$ 14,083
Employer securities	395,468			395,468
Life insurance policies			55	55
Total investments at net asset value*				815,391
<b>Total Investments at Fair Value</b>	409,551		55	\$ 1,224,997

\* The Stable Value Fund, the Pooled Separate Accounts and the Common/Collective Trusts are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Statements of Net Assets Available for Benefit.



## The Magna Group of Companies Retirement Savings Plans

## Notes to Financial Statements

Investments classified within Level 3 consist of life insurance policies. The tables below set forth a summary of changes in the fair values of the Plan's Level 3 investments for the years ended December 31, 2015 and 2014 (in thousands).

		<b>Level 3 Investments Life Insurance Policies</b>
<b>Year ended December 31, 2015</b>		
<b>Balance, beginning of year</b>	\$	55
Unrealized gains (losses) relating to instruments still held at the reporting date		
Interest credited		
Purchases		
Sales		(22)
<b>Balance, end of year</b>	\$	33

		<b>Level 3 Investments Life Insurance Policies</b>
<b>Year ended December 31, 2014</b>		
<b>Balance, beginning of year</b>	\$	52
Unrealized gains (losses) relating to instruments still held at the reporting date		
Interest credited		
Purchases		3
Sales		
<b>Balance, end of year</b>	\$	55

**The Magna Group of Companies Retirement Savings Plans**

**Notes to Financial Statements**

**4. Non-Participant-Directed Investments**

The Magna International Inc. Common Stock includes both participant and non-participant-directed investments, which are co-mingled. Substantially all contributions and associated appreciation (depreciation), income and dividends are non-participant-directed until amounts are available for transfer as described in the Plan agreement. Information about the net assets available for benefits and the significant components of the changes in net assets available for benefits for non-participant-directed investments is as follows:

<b>December 31,</b>	<b>2015</b>	<b>2014</b>
Magna International Inc. Common Stock	\$ 275,390	\$ 395,468
<b>Year ended December 31,</b>	<b>2015</b>	<b>2014</b>
Changes in net assets available for b		