Zoetis Inc.
Form 10-Q
November 03, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

(Mark One)
x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended October 2, 2016
or
TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

¨ For the transition period from _____ to _____
Commission File Number: 001-35797
Zoetis Inc.
(Exact name of registrant as specified in its charter)

Delaware	46-0696167
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
10 Sylvan Way, Parsippany, New Jersey	07054
(Address of principal executive offices)	(Zip Code)

(973) 822-7000
(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 and 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. x Yes ¨ No
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). x Yes ¨ No
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):
Large accelerated filer x Accelerated filer ¨ Non-accelerated filer ¨ 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 x No
At October 31, 2016, there were 493,832,541 shares of common stock outstanding.

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PART I – FINANCIAL INFORMATION
Item 1. Financial Statements

ZOETIS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED)

	Three Months Ended		Nine Months Ended	
(MILLIONS OF DOLLARS AND SHARES, EXCEPT PER SHARE DATA)	October 2, 2016	September 27, 2015	October 2, 2016	September 27, 2015
Revenue	$1,241	$ 1,214	$3,611	$ 3,491
Costs and expenses:				
Cost of sales[(a)]	410	421	1,198	1,242
Selling, general and administrative expenses[(a)]	345	374	1,003	1,107
Research and development expenses[(a)]	90	91	268	255
Amortization of intangible assets[(a)]	21	15	64	45
Restructuring charges/(benefits) and certain acquisition-related costs	4	13	(15)	280
Interest expense, net of capitalized interest	41	29	125	86
Other (income)/deductions—net	(3)	(2)	(29)	—
Income before provision for taxes on income	333	273	997	476
Provision for taxes on income	96	83	332	157
Net income before allocation to noncontrolling interests	237	190	665	319
Less: Net (loss)/income attributable to noncontrolling interests	(2)	1	(2)	2
Net income attributable to Zoetis Inc.	$239	$ 189	$667	$ 317
Earnings per share attributable to Zoetis Inc. stockholders:				
Basic	0.48	0.38	1.34	0.63
Diluted	0.48	0.38	1.34	0.63
Weighted-average common shares outstanding:				
Basic	495.2	499.2	496.3	500.2
Diluted	497.9	501.7	498.8	502.5
Dividends declared per common share	$—	$ 0.083	$0.190	$ 0.166

(a) Amortization expense related to finite-lived acquired intangible assets that contribute to our ability to sell, manufacture, research, market and distribute products, compounds and intellectual property is included in Amortization of intangible assets as these intangible assets benefit multiple business functions. Amortization expense related to finite-lived acquired intangible assets that are associated with a single function is included in Cost of sales, Selling, general and administrative expenses or Research and development expenses, as appropriate, in the condensed consolidated statements of income.

See notes to condensed consolidated financial statements.

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ZOETIS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(UNAUDITED)

	Three Months Ended		Nine Months Ended	
(MILLIONS OF DOLLARS)	October 2, 2016	September 27, 2015	October 2, 2016	September 27, 2015
Net income before allocation to noncontrolling interests	$237	$ 190	$665	$ 319
Other comprehensive income/(loss), net of taxes and reclassification adjustments:				
Unrealized gains/(losses) on derivatives, net[(a)]	1	(3)	(2)	(3)
Foreign currency translation adjustments, net	49	(57)	114	(200)
Benefit plans: Actuarial (losses)/gains, net[(a)]	(1)	—	2	1
Total other comprehensive income/(loss), net of tax	49	(60)	114	(202)
Comprehensive income before allocation to noncontrolling interests	286	130	779	117
Less: Comprehensive income/(loss) attributable to noncontrolling interests	1	(2)	—	(1)
Comprehensive income attributable to Zoetis Inc.	$285	$ 132	$779	$ 118

(a) Presented net of reclassification adjustments and tax impacts, which are not significant in any period presented. Reclassification adjustments related to benefit plans are generally reclassified, as part of net periodic pension cost, into Cost of sales, Selling, general and administrative expenses, and/or Research and development expenses, as appropriate, in the condensed consolidated statements of income.

See notes to condensed consolidated financial statements.

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ZOETIS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(MILLIONS OF DOLLARS, EXCEPT SHARE AND PER SHARE DATA)	October 2, 2016 (Unaudited)	December 31, 2015
Assets		
Cash and cash equivalents	$ 651	$ 1,154
Accounts receivable, less allowance for doubtful accounts of $35 in 2016 and $34 in 2015	915	937
Inventories	1,563	1,467
Assets held for sale	—	71
Other current assets	235	201
Total current assets	3,364	3,830
Property, plant and equipment, less accumulated depreciation of $1,341 in 2016 and $1,208 in 2015	1,382	1,307
Goodwill	1,497	1,455
Identifiable intangible assets, less accumulated amortization	1,282	1,190
Noncurrent deferred tax assets	119	82
Other noncurrent assets	71	49
Total assets	$ 7,715	$ 7,913
Liabilities and Equity		
Short-term borrowings	$ —	$ 5
Current portion of long-term debt	—	400
Accounts payable	241	293
Dividends payable	—	47
Accrued expenses	457	676
Accrued compensation and related items	204	234
Income taxes payable	95	63
Liabilities associated with assets held for sale	—	4
Other current liabilities	42	59
Total current liabilities	1,039	1,781
Long-term debt, net of discount and issuance costs	4,467	4,463
Noncurrent deferred tax liabilities	266	264
Other taxes payable	93	63
Other noncurrent liabilities	252	251
Total liabilities	6,117	6,822
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.01 par value: 1,000,000,000 authorized, none issued	—	—
Common stock, $0.01 par value: 6,000,000,000 authorized; 501,891,243 and 501,808,229 shares issued; 494,240,780 and 497,400,113 shares outstanding at October 2, 2016, and December 31, 2015, respectively	5	5
Treasury stock, at cost, 7,650,463 and 4,408,116 shares of common stock at October 2, 2016, and December 31, 2015, respectively	(351)	(203)
Additional paid-in capital	1,014	1,012
Retained earnings	1,423	876

Accumulated other comprehensive loss	(506)	(622)
Total Zoetis Inc. equity	1,585	1,068
Equity attributable to noncontrolling interests	13	23
Total equity	1,598	1,091
Total liabilities and equity	$ 7,715	$ 7,913

See notes to condensed consolidated financial statements.

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ZOETIS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(UNAUDITED)

(MILLIONS OF DOLLARS)	Zoetis Common Stock[a]	Treasury Stock[a]	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Equity Attributable to Noncontrolling Interests	Total Equity
Balance, December 31, 2014	$ 5	$ —	$ 958	$ 709	$ (361)	$ 26	$ 1,337
Nine months ended September 27, 2015							
Net income	—	—	—	317	—	2	319
Other comprehensive income/(loss)	—	—	—	—	(201)	(1)	(202)
Share-based compensation awards[b]	—	(2)	33	—	—	—	31
Treasury stock acquired[c]	—	(148)	—	—	—	—	(148)
Employee benefit plan contribution from Pfizer Inc.[d]	—	—	2	—	—	—	2
Dividends declared	—	—	—	(83)	—	(2)	(85)
Balance, September 27, 2015	$ 5	$ (150)	$ 993	$ 943	$ (562)	$ 25	$ 1,254
Balance, December 31, 2015	$ 5	$ (203)	$ 1,012	$ 876	$ (622)	$ 23	$ 1,091
Nine months ended October 2, 2016							
Net income	—	—	—	667	—	(2)	665
Other comprehensive income/(loss)	—	—	—	—	114	—	114
Share-based compensation awards [b]	—	77	—	(26)	—	—	51
Treasury stock acquired[c]	—	(225)	—	—	—	—	(225)
Employee benefit plan contribution from Pfizer Inc.[d]	—	—	2	—	—	—	2
Divestitures[e]	—	—	—	—	2	(8)	(6)
Dividends declared	—	—	—	(94)	—	—	(94)
Balance, October 2, 2016	$ 5	$ (351)	$ 1,014	$ 1,423	$ (506)	$ 13	$ 1,598

(a) As of October 2, 2016, and September 27, 2015, there were 494,240,780 and 498,333,086 outstanding shares of common stock, respectively, and 7,650,463 and 3,240,447 shares of treasury stock, respectively. Treasury stock is recognized at the cost to reacquire the shares. For additional information, see Note 13. Stockholders' Equity.

(b) Includes the issuance of shares of Zoetis Inc. common stock and the reissuance of treasury stock in connection with the vesting of employee share-based awards. Upon reissuance of treasury stock, differences between the proceeds from reissuance and the cost of the treasury stock that result in gains are recorded in Additional paid-in capital. Losses are recorded in Additional paid-in capital to the extent that they can offset previous gains. If no such credit exists, the differences are recorded in Retained earnings. Also includes the reacquisition of shares of treasury stock associated with the vesting of employee share-based awards to satisfy tax withholding requirements. For additional information, see Note 12. Share-Based Payments and Note. 13. Stockholders' Equity.

(c) Reflects the acquisition of treasury shares in connection with the share repurchase program. For additional information, see Note 13. Stockholders' Equity.

(d) Represents contributed capital from Pfizer Inc. associated with service credit continuation for certain Zoetis Inc. employees in Pfizer Inc.'s U.S. qualified defined benefit and U.S. retiree medical plans. See Note 11. Benefit Plans.

(e) Reflects the divestiture of our share of our Taiwan joint venture. See Note 4B. Acquisitions and Divestitures: Divestitures.

See notes to condensed consolidated financial statements.

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ZOETIS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

(MILLIONS OF DOLLARS)	Nine Months Ended October 2, 2016	Nine Months Ended September 27, 2015
Operating Activities		
Net income before allocation to noncontrolling interests	$665	$ 319
Adjustments to reconcile net income before noncontrolling interests to net cash provided by operating activities:		
Depreciation and amortization expense	177	144
Share-based compensation expense	28	31
Restructuring, net of payments	(15)	207
Asset write-offs and asset impairments	2	48
Gains on sales of assets	(27)	—
Provision for losses on inventory	65	59
Deferred taxes	(52)	(81)
Employee benefit plan contribution from Pfizer Inc.	2	2
Other non-cash adjustments	13	11
Other changes in assets and liabilities, net of acquisitions and divestitures		
Accounts receivable	44	(150)
Inventories	(133)	(201)
Other assets	(53)	(64)
Accounts payable	(56)	30
Other liabilities	(291)	(37)
Other tax accounts, net	58	68
Net cash provided by operating activities	427	386
Investing Activities		
Purchases of property, plant and equipment	(156)	(143)
Acquisitions	(88)	(229)
Net proceeds from sales of assets	89	2
Other investing activities	—	(8)
Net cash used in investing activities	(155)	(378)
Financing Activities		
Increase (decrease) in short-term borrowings, net	(5)	2
Principal payments on long-term debt	(400)	—
Payment of contingent consideration related to previously acquired assets	(28)	—
Share-based compensation-related proceeds, net of taxes paid on withholding shares and excess tax benefits[a]	24	4
Purchases of treasury stock[b]	(225)	(150)
Cash dividends paid	(141)	(127)
Net cash used in financing activities	(775)	(271)
Effect of exchange-rate changes on cash and cash equivalents	—	(27)
Net decrease in cash and cash equivalents	(503)	(290)
Cash and cash equivalents at beginning of period	1,154	882
Cash and cash equivalents at end of period	$651	$ 592

Supplemental cash flow information		
Cash paid during the period for:		
Income taxes	$295	$ 175
Interest, net of capitalized interest	140	117
Non-cash transactions:		
Purchases of property, plant and equipment	16	12
Contingent purchase price consideration	29	22

(a) Effective 2016, excess tax benefits are reflected within operating activities. See Note 3. Significant Accounting Policies for additional information.

(b) Reflects the acquisition of treasury shares in connection with the share repurchase program. For additional information, see Note 13. Stockholders' Equity.

See notes to condensed consolidated financial statements.

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ZOETIS INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. Organization

Zoetis Inc. (including its subsidiaries, collectively, Zoetis, the company, we, us or our) is a global leader in the discovery, development, manufacture and commercialization of animal health medicines and vaccines, with a focus on both livestock and companion animals. We organize and operate our business in two geographic regions: the United States (U.S.) and International.

We directly market our products in approximately 45 countries across North America, Europe, Africa, Asia, Australia and South America. Our products are sold in more than 100 countries, including developed markets and emerging markets. We have a diversified business, marketing products across eight core species: cattle, swine, poultry, sheep and fish (collectively, livestock) and dogs, cats and horses (collectively, companion animals); and within five major product categories: anti-infectives, vaccines, parasiticides, medicated feed additives and other pharmaceuticals.

2. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements were prepared following the requirements of the Securities and Exchange Commission (SEC) for interim reporting. As permitted under those rules, certain footnotes or other financial information that are normally required by accounting principles generally accepted in the United States of America (U.S. GAAP) can be condensed or omitted. Balance sheet amounts and operating results for subsidiaries operating outside the United States are as of and for the three and nine-month periods ended August 28, 2016, and August 23, 2015.

We follow a 13-week quarterly accounting cycle pursuant to which the first three quarters end on a Sunday and the fiscal year always ends on December 31 for our operations in the United States and on November 30 for subsidiaries operating outside the United States. As a result of this convention, the first quarter of fiscal 2016 had six additional days and the fourth quarter of fiscal 2016 will have five less days compared with the respective quarters of fiscal 2015.

Revenue, expenses, assets and liabilities can vary during each quarter of the year. Therefore, the results and trends in these interim financial statements may not be representative of those for the full year.

We are responsible for the unaudited condensed consolidated financial statements included in this Form 10-Q. The condensed consolidated financial statements include all normal and recurring adjustments that are considered necessary for the fair presentation of our financial position and operating results. The information included in this interim report should be read in conjunction with the financial statements and accompanying notes included in our 2015 Annual Report on Form 10-K.

Certain reclassifications have been made to prior year data to conform to current year presentation.

3. Significant Accounting Policies

New Accounting Standards

In October 2016, the Financial Accounting Standards Board (FASB) issued an accounting standards update that will require the recognition of the income tax consequences of an intra-entity asset transfer, other than inventory, when the transfer occurs as opposed to when the asset is sold to an outside third party. The provisions of the new standard are effective beginning January 1, 2018, for annual and interim reporting periods. Early adoption is permitted beginning on January 1, 2017. The new standard requires a modified retrospective adoption approach, as of the beginning of the period of adoption. We are continuing to assess the potential impact that adopting this new standard will have on our consolidated financial statements.

In March 2016, the FASB issued an accounting standards update which simplifies the accounting for employee share-based payments. The new standard requires the immediate recognition of all excess tax benefits and deficiencies in the income statement, and requires classification of excess tax benefits as an operating activity as opposed to a financing activity in the statements of cash flows. The standard also clarifies that all cash payments made to taxing authorities on the employees' behalf for shares withheld should be presented as financing activities on the statements of cash flows and provides for a policy election to either estimate the number of awards that are expected to vest or account for forfeitures as they occur. The provisions of the new standard are effective beginning January 1, 2017, and

early adoption is permitted if all amendments are adopted in the same period. We elected to early adopt the new standard effective January 1, 2016. Excess tax benefits of $7 million generated during the first nine months of 2016 are reflected as a component of Provision for taxes on income as presented in the condensed consolidated statements of income. We have elected to apply the change in cash flow classification for excess tax benefits on a prospective basis. Cash payments made to taxing authorities on the behalf of company employees are reflected as a financing outflow in the condensed consolidated statements of cash flows, consistent with prior years. We continue to include the impact of estimated forfeitures when determining share-based compensation expense.

In February 2016, the FASB issued an accounting standards update which requires lessees to recognize most leases on the balance sheet with a corresponding right of use asset. Leases will be classified as financing or operating which will drive the expense recognition pattern. For lessees, the income statement presentation and expense recognition pattern for financing and operating leases is similar to the current model for capital

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and operating leases, respectively. Accounting for lessors remains largely unchanged. Companies may elect to exclude short-term leases. The update also requires additional disclosures that will better enable users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. The provisions of the new standard are effective beginning January 1, 2019, for annual and interim reporting periods. Early adoption is permitted beginning on January 1, 2017. The new standard requires a modified retrospective adoption approach, at the beginning of the earliest comparative period presented in the financial statements. We continue to assess the potential impact that adopting this new guidance will have on our consolidated financial statements.

In July 2015, the FASB issued an accounting standards update to simplify the measurement of inventory by requiring that inventory be measured at the lower of cost or net realizable value, rather than at the lower of cost or market, with market being defined as either replacement cost, net realizable value or net realizable value less a normal profit margin. The provisions of the new standard are effective beginning January 1, 2017, for annual and interim reporting periods. The guidance will be adopted prospectively and early adoption is permitted. We plan to adopt this guidance as of January 1, 2017, the required effective date, and do not expect this guidance to have a significant impact on our consolidated financial statements.

In February 2015, the FASB issued an accounting standards update that provides revised guidance on whether to consolidate certain legal entities, such as limited partnerships, limited liability corporations and securitization structures. We adopted this guidance effective January 1, 2016. This guidance did not have a significant impact on our consolidated financial statements.

In May 2014, the FASB issued an accounting standards update that outlines a new, single comprehensive model for companies to use in accounting for revenue arising from contracts with customers. This update supersedes most current revenue recognition guidance under U.S. GAAP. The core principle of the new guidance is that an entity should recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance includes a five-step model for determining how, when and how much revenue should be recognized. This update also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. We plan to adopt this guidance as of January 1, 2018, the required effective date. The new standard allows for either full retrospective or modified retrospective transition upon adoption. We continue to assess the transition method we will elect for adoption as well as the potential impact that adopting this new guidance will have on our consolidated financial statements.

4. Acquisitions and Divestitures

A. Acquisitions

Acquisition of Pharmaq

On November 9, 2015, we completed the acquisition of Pharmaq, a privately held Norwegian aquaculture company. We acquired 100% of the issued share capital of Pharmaq for an aggregate cash purchase price of $765 million, adjusted to reflect cash, working capital and net indebtedness as of the closing date for net cash consideration transferred to the seller of $668 million. The acquisition expands the Zoetis aquaculture portfolio.

The transaction was accounted for as a business combination, with the assets acquired and liabilities assumed measured at their respective acquisition date fair values as summarized below:

(MILLIONS OF DOLLARS)	
Cash and cash equivalents	$16
Accounts receivable[(a)]	21
Inventories[(b)]	42
Other current assets	2
Property, plant and equipment	11
Intangible assets[(c)]	550
Accounts payable	(4)
Accrued expenses[(d)]	(38)
Accrued compensation and related items	(4)
Long-term debt[(d)]	(89)

Noncurrent deferred tax liabilities[e]	(139)
Other non-current liabilities	(2)
Total net assets acquired	366
Goodwill[f]	302
Total consideration	$668

(a) Accounts receivable were measured at fair value as of the acquisition date and are substantially comprised of gross trade receivables of $21 million, $1 million of which is expected to be uncollectible.

(b) Inventories recorded as of the acquisition date reflect fair value adjustments of $17 million which relates primarily to finished goods. The fair value was calculated based on estimated selling profit margin.

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(c) The acquisition date fair value of intangible assets acquired was determined using the income approach and consists of the following: $160 million related to currently marketed vaccine products, $30 million related to currently marketed therapeutics, $80 million related to customer relationships and $280 million related to in-process research and development (IPR&D). The most significant IPR&D project acquired, with an acquisition date fair value of $150 million, relates to the salmon rickettsial syndrome (SRS) vaccine. The vaccine was commercially launched, subsequent to the acquisition, during November 2015. Other significant acquired IPR&D projects relate to a vaccine for pancreatic disease, “PD” and Alphaflux, a therapeutic drug for the treatment of sea lice and vaccine technology for new species including Tilapia and Pangasius, were assigned acquisition date fair values of $50 million, $40 million, and $40 million, respectively. Vaccine developed technology and customer relationships will be amortized over a 15 year useful life while therapeutic developed technology will be amortized over 10 years.

(d) Pharmaq callable bonds and derivative contracts were recorded at acquisition date fair value and settled immediately following the closing.

(e) The Pharmaq acquisition was structured as a stock purchase therefore we assumed the historical tax bases of its assets and liabilities. We also established net deferred tax assets and liabilities associated with the fair value adjustments recorded as part of the opening balance sheet. The components of the Pharmaq net deferred tax liability are included within amounts reported in Note 7. Income Taxes.

(f) Goodwill of $302 million is the excess of consideration transferred over the value of net assets acquired and was allocated to our existing reportable segments and is primarily attributable to corporate synergies related to platform functions. The primary strategic purpose of the acquisition was to enhance the company’s existing product portfolio by enabling Zoetis to further expand into aquaculture. The goodwill recorded is not deductible for tax purposes.

All amounts recorded are subject to final valuation; however, any difference between such amounts and the final fair value determination for net assets acquired is not expected to be material to our consolidated financial statements. Any adjustments to our preliminary purchase price allocation identified during the measurement period, which will not exceed one year from the acquisition date, will be accounted for prospectively.

Acquisition of Abbott Animal Health

On February 10, 2015, we completed the purchase of certain assets of Abbott Animal Health (AAH), a subsidiary of Abbott Laboratories (Abbott). AAH is a companion animal health business focused on the veterinary surgical suite. The purchase expands our companion animal product portfolio to include veterinarian solutions for anesthesia, pain management, and diabetes monitoring.

The $254 million purchase price included net cash of $229 million and an additional contingent payment of $25 million (acquisition date fair value of $22 million) which was due to Abbott within one year of the acquisition date, subject to certain deductions in the event of sales disruptions due to supply issues. The $25 million payment was made to Abbott in February 2016.

The transaction was accounted for as a business combination, with the net assets acquired measured at their respective acquisition date fair values. Final amounts recorded for the acquisition include $12 million of inventory, $8 million of IPR&D associated with oncology and osteoarthritis projects, $5 million of trade names related to diabetes and pain management products, $16 million of developed technology assets associated with pain management and surgical products, $23 million of other intangible assets including a favorable supply agreement and product exclusivity rights and property, plant and equipment of less than $1 million. Trade names and developed technology assets will be amortized over 15 years while other intangible assets acquired have a weighted average useful life of 5 years.

Goodwill of $187 million is the excess of consideration transferred over the fair value of assets acquired and was allocated to our reportable segments and is predominantly attributable to synergies expected to be realized through the integration of AAH operations into the existing Zoetis business. The goodwill recorded is deductible for tax purposes.

The valuation was finalized during the first quarter of 2016. Final amounts noted above reflect a net increase of $14 million in intangible assets from the preliminary valuation, offset by a decrease in goodwill and inventory fair value adjustments.

B. Divestitures

On April 28, 2016, we completed the sale of our 55 percent ownership share of a Taiwan joint venture, including a manufacturing site in Hsinchu, Taiwan to Yung Shin Pharmaceutical Industrial Co., Ltd., a pharmaceutical company with an animal health business and headquarters in Taiwan. The sale also included a portfolio of products in conjunction with our comprehensive operational efficiency program. These products include medicated feed additives, anti-infective medicines and nutritional premixes for livestock, sold primarily in Taiwan and in international markets. We received $13 million in cash upon closing. The assets and liabilities related to this sale had been previously included within held for sale classification as of December 31, 2015.

On February 17, 2016, we completed the sale of our manufacturing site in Haridwar, India to the India-based pharmaceutical company Zydus Cadila (Cadila Healthcare Ltd.). The agreement also included the sale of a portfolio of our products in conjunction with our comprehensive operational efficiency program. These products included medicated feed additives, anti-infectives, parasiticides, and nutritionals for livestock, sold primarily in India. These assets had been previously included within held for sale classification as of December 31, 2015.

On February 12, 2016, we completed the sale of two of our manufacturing sites in the United States: Laurinburg, North Carolina, and Longmont, Colorado, to Huvepharma NV (Huvepharma), a European animal health company. Huvepharma also assumed the assets and operations and the lease of our manufacturing and distribution site in Van Buren, Arkansas. The agreement included the sale of a portfolio of products in conjunction with our comprehensive operational efficiency program. These products included medicated feed additives, water soluble therapeutics and nutritionals for livestock sold in the U.S. and international markets. The related assets had been previously included within held for sale classification as of December 31, 2015.

During the first nine months of 2016, we received total cash proceeds of approximately $88 million related to the divestitures of our share of our Taiwan joint venture and the India and U.S. manufacturing sites noted above. During the first quarter of 2016, we recognized a net pre-tax gain of approximately $33 million, partially offset by a net pre-tax loss of approximately $6 million recognized during the second quarter of 2016. Gains and losses related to divestitures are recorded within Other (income)/deductions— net.

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The divestiture transactions required transitional supply and service agreements, including technology transfers, where necessary and appropriate, as well as other customary ancillary agreements.

5. Restructuring Charges and Other Costs Associated with Acquisitions and Cost-Reduction/Productivity Initiatives

In connection with our cost-reduction/productivity initiatives, we typically incur costs and charges associated with site closings and other facility rationalization actions, workforce reductions and the expansion of shared services, including the development of global systems. In connection with our acquisition activity, we typically incur costs and charges associated with executing the transactions, integrating the acquired operations, which may include expenditures for consulting and the integration of systems and processes, product transfers and restructuring the consolidated company, which may include charges related to employees, assets and activities that will not continue in the consolidated company. All operating functions can be impacted by these actions, including sales and marketing, manufacturing and research and development (R&D), as well as functions such as business technology, shared services and corporate operations.

The components of costs incurred in connection with restructuring initiatives, acquisitions and cost-reduction/productivity initiatives are as follows:

	Three Months Ended		Nine Months Ended	
(MILLIONS OF DOLLARS)	October 2, 2016	September 27, 2015	October 2, 2016	September 27, 2015
Restructuring charges/(benefits) and certain acquisition-related costs:				
Integration costs[(a)]	$—	$ 5	$2	$ 9
Restructuring charges/(benefits)[(b)]:				
Employee termination costs	3	—	(20)	237
Asset impairment charges	—	8	—	34
Exit costs	1	—	3	—
Total Restructuring charges/(benefits) and certain acquisition-related costs	$4	$ 13	$(15)	$ 280

(a) Integration costs represent external, incremental costs directly related to integrating acquired businesses and primarily include expenditures for consulting and the integration of systems and processes, as well as product transfer costs.

(b) The restructuring charges/(benefits) for the three and nine months ended October 2, 2016, and September 27, 2015, primarily relate to our operational efficiency initiative and supply network strategy.

The restructuring charges/(benefits) for the three and nine months ended October 2, 2016, are associated with the following: U.S. ($0 million and $2 million benefit, respectively), International ($1 million benefit and $16 million benefit, respectively) and Manufacturing/research/corporate ($5 million and $1 million, respectively).

The restructuring charges for the three and nine months ended September 27, 2015, are associated with the following: U.S. ($3 million benefit and $27 million, respectively), International ($2 million and $117 million, respectively) and Manufacturing/research/corporate ($9 million and $127 million, respectively).

During 2015, we launched a comprehensive operational efficiency program, which was incremental to the previously announced supply network strategy. These initiatives have focused on reducing complexity in our product portfolios through the elimination of approximately 5,000 product stock keeping units (SKUs), changing our selling approach in certain markets, reducing our presence in certain countries, and planning to sell or exit ten manufacturing sites over the long term. As of October 2, 2016, we divested three U.S. manufacturing sites, one international manufacturing site, and our 55 percent ownership share of a Taiwan joint venture, inclusive of its related manufacturing site, and exited one international manufacturing site. See Note 4B. Acquisitions and Divestitures: Divestitures for additional information. We are also continuing to optimize our resource allocation and efficiency by reducing resources associated with non-customer facing activities and operating more efficiently as a result of less internal complexity and more standardization of processes. As part of these initiatives, we expect to reduce certain positions through divestitures, normal attrition and involuntary terminations by approximately 2,000 to 2,500, subject to consultations with works councils and unions in certain countries. As of October 2, 2016, approximately 1,800 positions have been

eliminated and additional reductions are expected primarily over the next nine months.

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Restructuring charges/(benefits) related to these initiatives are as follows:

(MILLIONS OF DOLLARS)	Three Months Ended October 2, 2016	Three Months Ended September 27, 2015	Nine Months Ended October 2, 2016	Nine Months Ended September 27, 2015
Operational efficiency initiative:				
Employee termination costs[a]	$3	$ —	$(26)	$ 228
Asset impairment	—	8	—	33
Exit costs	1	—	4	—
	4	8	(22)	261
Supply network strategy:				
Employee termination costs	—	—	6	9
Asset impairment charges	—	—	—	1
	—	—	6	10
Total restructuring charges/(benefits) related to the operational efficiency initiative and supply network strategy	4	8	(16)	271
Other operational efficiency initiative charges				
Cost of sales:				
Inventory write-offs	1	5	1	5
Selling, general and administrative expenses:				
Accelerated depreciation	—	—	1	—
Consulting fees	4	8	11	28
Other (income)/deductions:				
Net gain on sale of assets[b]	—	—	(27)	—
Total other operational efficiency initiative charges	5	13	(14)	33
Other supply network strategy charges				
Cost of sales:				
Accelerated depreciation	2	—	4	—
Consulting fees	—	3	3	13
Total other supply network strategy charges	2	3	7	13
Total costs associated with the operational efficiency initiative and supply network strategy	$11	$ 24	$(23)	$ 317

[a] For the nine months ended October 2, 2016, includes a reduction in employee termination accruals primarily as a result of higher than expected voluntary attrition rates experienced in the first half of 2016.

[b] For the nine months ended October 2, 2016, represents the net gain on the sale of certain manufacturing sites and products, partially offset by the loss on the sale of our share of our Taiwan joint venture, as part of our operational efficiency initiative.

The components of, and changes in, our restructuring accruals are as follows:

(MILLIONS OF DOLLARS)	Employee Termination Costs	Exit Costs	Accrual
Balance, December 31, 2015[a]	$ 221	$ 1	$ 222
Provision	(20)	3	(17)
Utilization and other[b]	(99)	(2)	(101)
Balance, October 2, 2016[a]	$ 102	$ 2	$ 104

(a) At October 2, 2016, and December 31, 2015, included in Accrued expenses ($70 million and $162 million, respectively) and Other noncurrent liabilities ($34 million and $60 million, respectively).

(b) Includes adjustments for foreign currency translation.

6. Other (Income)/Deductions—Net

The components of Other (income)/deductions—net are as follows:

	Three Months Ended		Nine Months Ended	
(MILLIONS OF DOLLARS)	October 2, 2016	September 27, 2015	October 2, 2016	September 27, 2015
Royalty-related income	$(8)	$ (5)	$(20)	$ (19)
Identifiable intangible asset impairment charges[a]	1	—	1	2
Net gain on sale of assets[b]	—	—	(27)	—
Foreign currency loss[c]	5	6	22	18
Other, net[d]	(1)	(3)	(5)	(1)
Other (income)/deductions—net	$(3)	$ (2)	$(29)	$ —

(a) For the three and nine months ended October 2, 2016, represents an impairment of finite-lived trademarks related to a canine pain management product. For the nine months ended September 27, 2015, represents an impairment of IPR&D assets related to the termination of a canine oncology project.

(b) For the nine months ended October 2, 2016, represents the net gain on the sale of certain manufacturing sites and products, partially offset by the loss on the sale of our share of a Taiwan joint venture, as part of our operational efficiency initiative.

(c) Primarily driven by costs related to hedging and exposures to certain emerging market currencies.

(d) For the nine months ended October 2, 2016, primarily represents income associated with certain state business employment tax incentive credits. For the nine months ended September 27, 2015, primarily represents inventory losses of $3 million sustained as a result of weather damage at storage facilities in Brazil and Australia, partially offset by interest income and other miscellaneous income.

7. Income Taxes

A. Taxes on Income

The effective tax rate was 28.8% for the three months ended October 2, 2016, compared with 30.4% for the three months ended September 27, 2015. The lower effective tax rate for the three months ended October 2, 2016, was primarily attributable to:

- a $7 million discrete tax benefit related to a revaluation of the company's deferred tax assets and liabilities using the tax rates expected to be in place going forward as a result of the implementation of operational changes; and
- the impact of the extent and location of restructuring charges related to the operational efficiency initiative, supply network strategy, asset impairments and gains and losses on asset divestitures,

partially offset by:

- changes in the jurisdictional mix of earnings, which includes the impact of the location of earnings from operations and repatriation costs. The jurisdictional mix of earnings can vary as a result of repatriation decisions and operating fluctuations in the normal course of business and the impact of non-deductible items.

The effective tax rate was 33.3% for the nine months ended October 2, 2016, compared with 33.0% for the nine months ended September 27, 2015. The higher effective tax rate for the nine months ended October 2, 2016, was primarily attributable to:

- changes in the jurisdictional mix of earnings, which includes the impact of the location of earnings from operations and repatriation costs. The jurisdictional mix of earnings can vary as a result of repatriation decisions and operating fluctuations in the normal course of business and the impact of non-deductible items;
- a $38 million net discrete tax expense recorded in the first half of 2016, related to changes in uncertain tax positions due to the impact of the European Commission's negative decision on the excess profits rulings in Belgium (see C. Tax Contingencies), partially offset by a revaluation of the company's deferred tax assets and liabilities using the tax rates expected to be in place going forward as a result of the decision; and
- a valuation allowance of $3 million recorded in the second quarter of 2015,

partially offset by:

-

a $7 million discrete tax benefit recorded in the third quarter of 2016, related to a revaluation of the company's deferred tax assets and liabilities using the tax rates expected to be in place going forward as a result of the implementation of operational changes;

- a $10 million and $9 million discrete tax benefit recorded in the first quarter of 2016 and 2015, respectively, related to a revaluation of deferred taxes as a result of a change in statutory tax rates;
- a $7 million discrete tax benefit related to the adoption of a new accounting standard in 2016 requiring the excess tax benefits for share-based payments to be recognized as a component of Provision for taxes on income. See Note 3. Significant Accounting Policies;
- the impact of the extent and location of restructuring charges related to the operational efficiency initiative, supply network strategy, asset impairments and gains and losses on asset divestitures; and
- a $6 million discrete tax benefit recorded in the second quarter of 2015 related to prior period tax adjustments.

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B. Deferred Taxes

As of October 2, 2016, the total net deferred income tax liability of $147 million is included in Noncurrent deferred tax assets ($119 million) and Noncurrent deferred tax liabilities ($266 million).

As of December 31, 2015, the total net deferred income tax liability of $182 million is included in Noncurrent deferred tax assets ($82 million) and Noncurrent deferred tax liabilities ($264 million).

C. Tax Contingencies

As of October 2, 2016, the tax liabilities associated with uncertain tax positions of $87 million (exclusive of interest and penalties related to uncertain tax positions of $10 million) are included in Noncurrent deferred tax assets ($5 million) and Other taxes payable ($82 million).

As of December 31, 2015, the tax liabilities associated with uncertain tax positions of $61 million (exclusive of interest and penalties related to uncertain tax positions of $7 million) are included in Noncurrent deferred tax assets ($6 million) and Other taxes payable ($55 million).

The increase in tax liabilities associated with uncertain tax positions as of October 2, 2016, is primarily due to a net tax charge of approximately $22 million. The components of this net charge is a tax liability of $50 million related to the impact of the European Commission’s negative decision on January 11, 2016, regarding the excess profits rulings in Belgium, reduced by a cash settlement of $28 million for the 2013-2014 periods. This charge does not include any benefits associated with a successful appeal of the decision.

Aside from the above, our tax liabilities for uncertain tax positions relate primarily to issues common among multinational corporations. Any settlements or statute of limitations expirations could result in a significant decrease in our uncertain tax positions. Substantially all of these unrecognized tax benefits, if recognized, would impact our effective income tax rate.

We believe that it is reasonably possible that our reserves for uncertain tax positions could decrease within the next twelve months by approximately $22 million due to the expected remaining payment due related to the impact of the European Commission’s negative decision on the excess profits rulings in Belgium. Our assessments are based on estimates and assumptions that have been deemed reasonable by management, but our estimates of uncertain tax positions and potential tax benefits may not be representative of actual outcomes, and any variation from such estimates could materially affect our financial statements in the period of settlement or when the statutes of limitations expire, as we treat these events as discrete items in the period of resolution. Finalizing audits with the relevant taxing authorities can include formal administrative and legal proceedings, and, as a result, it is difficult to estimate the timing and range of possible changes related to our uncertain tax positions, and such changes could be significant.

8. Financial Instruments

A. Debt

Credit Facilities

In December 2012, we entered into a revolving credit agreement with a syndicate of banks providing for a five-year $1.0 billion senior unsecured revolving credit facility (the credit facility), which became effective in February 2013 upon the completion of the initial public offering and expires in December 2017. Subject to certain conditions, we have the right to increase the credit facility to up to $1.5 billion. The credit facility contains a financial covenant requiring us to not exceed a maximum total leverage ratio (the ratio of consolidated net debt as of the end of the period to consolidated Earnings Before Interest, Income Taxes, Depreciation and Amortization (EBITDA) for such period) of 3.50:1. Upon entering into a material acquisition, the maximum total leverage ratio increases to 4.25:1, and extends until the fourth full consecutive fiscal quarter ended immediately following the consummation of a material acquisition. On November 10, 2015, we designated the acquisition of Pharmaq a material acquisition under the revolving credit agreement. For additional information, see Note 4. Acquisitions and Divestitures. On February 19, 2016, we amended this financial covenant to add back to Adjusted Consolidated EBITDA, any operational efficiency restructuring charge (defined as charges recorded by the company during the second quarter of 2015, related to our operational efficiency program announced on May 5, 2015, in an aggregate amount for all such charges not to exceed $237 million) and Venezuela-related charges (defined as the write-down, impairment and other charges recorded by the company during the fourth quarter of 2015 relating to Venezuela, in an aggregate amount for all such charges not to exceed $95 million).

The credit facility also contains a financial covenant requiring that we maintain a minimum interest coverage ratio (the ratio of EBITDA at the end of the period to interest expense for such period) of 3.50:1. In addition, the credit facility contains other customary covenants.

We were in compliance with all financial covenants as of October 2, 2016, and December 31, 2015. There were no amounts drawn under the credit facility as of October 2, 2016, or December 31, 2015.

We have additional lines of credit and other credit arrangements with a group of banks and other financial intermediaries for general corporate purposes. We maintain cash and cash equivalent balances in excess of our outstanding short-term borrowings. As of October 2, 2016, we had access to $81 million of lines of credit which expire at various times through 2017 and are renewed annually. We did not have any borrowings outstanding related to these facilities as of October 2, 2016. Short-term borrowings outstanding related to these facilities were $4 million as of December 31, 2015.

Commercial Paper Program

In February 2013, we entered into a commercial paper program with a capacity of up to $1.0 billion. As of October 2, 2016, and December 31, 2015, there was no commercial paper issued under this program.

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Short-Term Borrowings

As of October 2, 2016, we did not have any short-term borrowings outstanding. As of December 31, 2015, short-term borrowings outstanding, including lines of credit, were $5 million, with a weighted-average interest rate of 5.2%.

Senior Notes and Other Long-Term Debt

On November 13, 2015, we issued $1.25 billion aggregate principal amount of our senior notes (2015 senior notes), with an original issue discount of $2 million. On January 28, 2013, we issued $3.65 billion aggregate principal amount of our senior notes (the 2013 senior notes offering) in a private placement, with an original issue discount of $10 million.

There was no current portion of long-term debt as of October 2, 2016. The current portion of long-term debt was $400 million as of December 31, 2015, with a weighted-average interest rate of 1.150%.

The 2013 and 2015 senior notes are governed by an indenture and supplemental indenture (collectively, the indenture) between us and Deutsche Bank Trust Company Americas, as trustee. The indenture contains certain covenants, including limitations on our, and certain of our subsidiaries' ability to incur liens or engage in sale-leaseback transactions. The indenture also contains restrictions on our ability to consolidate, merge or sell substantially all of our assets. In addition, the indenture contains other customary terms, including certain events of default, upon the occurrence of which the 2013 and 2015 senior notes may be declared immediately due and payable.

Pursuant to the indenture, we are able to redeem the 2013 and 2015 senior notes, in whole or in part, at any time by paying a “make whole” premium, plus accrued and unpaid interest to, but excluding, the date of redemption. Pursuant to our tax matters agreement with Pfizer, we will not be permitted to redeem the 2013 senior notes due 2023 pursuant to this optional redemption provision, except under limited circumstances. Upon the occurrence of a change of control of us and a downgrade of the 2013 and 2015 senior notes below an investment grade rating by each of Moody's Investors Service, Inc. and Standard & Poor's Ratings Services, we are, in certain circumstances, required to make an offer to repurchase all of the outstanding 2013 and 2015 senior notes at a price equal to 101% of the aggregate principal amount of the 2013 and 2015 senior notes together with accrued and unpaid interest to, but excluding, the date of repurchase.

The components of our long-term debt are as follows:

(MILLIONS OF DOLLARS)	October 2, 2016	December 31, 2015
1.150% 2013 senior notes due 2016	$—	$ 400
1.875% 2013 senior notes due 2018	750	750
3.450% 2015 senior notes due 2020	500	500
5.100% bank loan due 2021	1	—
3.250% 2013 senior notes due 2023	1,350	1,350
4.500% 2015 senior notes due 2025	750	750
4.700% 2013 senior notes due 2043	1,150	1,150
	4,501	4,900
Unamortized debt discount / debt issuance costs	(34)	(37)
Less current portion of long-term debt	—	(400)
Long-term debt	$4,467	$ 4,463

The fair value of our long-term debt, including the current portion of long-term debt, was $4,760 million and $4,759 million as of October 2, 2016, and December 31, 2015, respectively, and has been determined using a third-party matrix-pricing model that uses significant inputs derived from, or corroborated by, observable market data and Zoetis’ credit rating (Level 2 inputs).

The principal amount of long-term debt outstanding, as of October 2, 2016, matures in the following years:

(MILLIONS OF DOLLARS)	2017	2018	2019	2020	After 2020	Total
Maturities	$ —	$750	$ —	$500	$3,251	$4,501

Interest Expense

Interest expense, net of capitalized interest, was $41 million and $125 million for the three and nine months ended October 2, 2016, respectively, and $29 million and $86 million for the three and nine months ended September 27, 2015, respectively. Capitalized interest was $1 million and $2 million for the three and nine months ended October 2, 2016, and $1 million and $3 million for the three and nine months ended September 27, 2015, respectively.

B. Derivative Financial Instruments

Foreign Exchange Risk

A significant portion of our revenue, earnings and net investment in foreign affiliates is exposed to changes in foreign exchange rates. We seek to manage our foreign exchange risk, in part, through operational means, including managing same-currency revenue in relation to same-

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currency costs and same-currency assets in relation to same-currency liabilities. Depending on market conditions, foreign exchange risk is also managed through the use of derivative financial instruments. These financial instruments serve to protect net income against the impact of the translation into U.S. dollars of certain foreign exchange-denominated transactions. The aggregate notional amount of foreign exchange derivative financial instruments offsetting foreign currency exposures was $1.2 billion and $1.4 billion, as of October 2, 2016, and December 31, 2015, respectively. The derivative financial instruments primarily offset exposures in the Australian dollar, Brazilian real, Canadian dollar, euro, Japanese Yen, and U.K. pound. The vast majority of the foreign exchange derivative financial instruments mature within 60 days and all mature within 180 days.

All derivative contracts used to manage foreign currency risk are measured at fair value and are reported as assets or liabilities on the condensed consolidated balance sheet. The company has not designated the foreign currency forward-exchange contracts as hedging instruments. We recognize the gains and losses on forward-exchange contracts that are used to offset the same foreign currency assets or liabilities immediately into earnings along with the earnings impact of the items they generally offset. These contracts essentially take the opposite currency position of that reflected in the month-end balance sheet to counterbalance the effect of any currency movement.

Interest Rate Risk

The company may use interest rate swap contracts on certain investing and borrowing transactions to manage its net exposure to interest rates and to reduce its overall cost of borrowing. In anticipation of issuing fixed-rate debt, we may use forward-starting interest rate swaps that are designated as cash flow hedges to hedge against changes in interest rates that could impact expected future issuances of debt. To the extent these hedges of cash flows related to anticipated debt are effective, any unrealized gains or losses on the forward-starting interest rate swaps are reported in Accumulated other comprehensive loss and are recognized in income over the life of the future fixed-rate notes. When the company discontinues hedge accounting because it is no longer probable that an anticipated transaction will occur within the originally expected period of execution, or within an additional two-month period thereafter, changes to fair value accumulated in other comprehensive income are recognized immediately in earnings.

In the first nine months of 2016, we entered into interest rate swaps with an aggregate notional value of $250 million, having a term of ten years and an effective date and mandatory termination date of December 2017. We designated these swaps as cash flow hedges against interest rate exposure related principally to the anticipated future issuance of fixed-rate debt to be used primarily to refinance our 1.875% 2013 senior note due in 2018.

Fair Value of Derivative Instruments

The classification and fair values of derivative instruments are as follows:

		Fair Value of Derivatives	
(MILLIONS OF DOLLARS)	Balance Sheet Location	October 2, 2016	December 31, 2015
Derivatives Not Designated as Hedging Instruments			
Foreign currency forward-exchange contracts	Other current assets	$4	$ 8
Foreign currency forward-exchange contracts	Other current liabilities	(18)	(10)
Total derivatives not designated as hedging instruments		(14)	(2)
Derivatives Designated as Hedging Instruments:			
Interest rate swap contracts	Other current liabilities	(4)	—
Total derivatives designated as hedging instruments		(4)	—
Total derivatives		$(18)	$ (2)

We use a market approach in valuing financial instruments on a recurring basis. Our derivative financial instruments are measured at fair value on a recurring basis using Level 2 inputs in the calculation of fair value.

The amounts of net gains/(losses) on derivative instruments not designated as hedging instruments, recorded in Other (income)/deductions, are as follows:

(MILLIONS OF DOLLARS)	Three Months Ended October 2, 2016	Three Months Ended September 27, 2015	Nine Months Ended October 2, 2016	Nine Months Ended September 27, 2015
Foreign currency forward-exchange contracts	$(25)	$ 18	$(29)	$ 24

These amounts were substantially offset in Other (income)/deductions—net by the effect of changing exchange rates on the underlying foreign currency exposures.

The amounts of net gains/(losses) on derivative instruments designated as cash flow hedges, recorded, net of tax, in Accumulated other comprehensive loss, are as follows:

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	Three Months Ended		Nine Months Ended	
(MILLIONS OF DOLLARS)	October 2, 2016	September 27, 2015	October 2, 2016	September 27, 2015
Interest rate swap contracts	$1	$ (3)	$(2)	$ (3)

9. Inventories

The components of inventory are as follows:

(MILLIONS OF DOLLARS)	October 2, 2016	December 31, 2015
Finished goods	$774	$ 758
Work-in-process	562	384
Raw materials and supplies	227	325
Inventories	$1,563	$ 1,467

10. Goodwill and Other Intangible Assets

A. Goodwill

The components of, and changes in, the carrying amount of goodwill are as follows:

(MILLIONS OF DOLLARS)	U.S.	International	Total
Balance, December 31, 2015	$665	$ 790	$1,455
Additions / Adjustments[a]	(4)	20	16
Other[b]	—	26	26
Balance, October 2, 2016	$661	$ 836	$1,497

[a] Primarily includes a $16 million purchase price allocation associated with the acquisition of a veterinary diagnostics business in Denmark and a $12 million purchase price allocation associated with the acquisition of a livestock business in South America, offset by a $13 million reduction in the acquisition date fair value of goodwill associated with the acquisition of certain assets of Abbott Animal Health. See Note 4A. Acquisitions and Divestitures: Acquisitions.

[b] Includes adjustments for foreign currency translation.

The gross goodwill balance was $2,033 million and $1,991 million as of October 2, 2016, and December 31, 2015, respectively. Accumulated goodwill impairment losses were $536 million as of October 2, 2016, and December 31, 2015.

B. Other Intangible Assets

The components of identifiable intangible assets are as follows:

	As of October 2, 2016			As of December 31, 2015		
(MILLIONS OF DOLLARS)	Gross Carrying Amount	Accumulated Amortization	Identifiable Intangible Assets Less Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization	Identifiable Intangible Assets Less Accumulated Amortization
Finite-lived intangible assets:						
Developed technology rights[a]	$1,083	$ (330)	$ 753	$1,010	$ (274)	$ 736
Brands	213	(130)	83	212	(121)	91
Trademarks and trade names	63	(45)	18	63	(44)	19
Other[a]	231	(127)	104	214	(118)	96
Total finite-lived intangible assets	1,590	(632)	958	1,499	(557)	942
Indefinite-lived intangible assets:						
Brands	36	—	36	36	—	36
Trademarks and trade names	67	—	67	66	—	66
In-process research and development[b]	214	—	214	138	—	138
Product rights	7	—	7	8	—	8
Total indefinite-lived intangible assets	324	—	324	248	—	248
Identifiable intangible assets	$1,914	$ (632)	$ 1,282	$1,747	$ (557)	$ 1,190

(a) Includes the acquisition of intangible assets associated with the purchase of a veterinary diagnostics business in Denmark in the third quarter of 2016, the acquisition of intangible assets associated with the purchase of a livestock business in South America in the first quarter of 2016 and an increase in the acquisition date fair value of intangible assets associated with the acquisition of certain assets of Abbott Animal Health, as well as the impact of foreign exchange. See Note 4A. Acquisitions and Divestitures: Acquisitions.

(b) Includes the acquisition of intangible assets associated with the purchase of a veterinary diagnostics business in Denmark in the third quarter of 2016.

C. Amortization

Amortization expense related to finite-lived acquired intangible assets that contribute to our ability to sell, manufacture, research, market and distribute products, compounds and intellectual property is included in Amortization of intangible assets as it benefits multiple business functions. Amortization expense related to finite-lived acquired intangible assets that are associated with a single function is included in Cost of sales, Selling, general and administrative expenses or Research and development expenses, as appropriate. Total amortization expense for finite-lived intangible assets was $24 million and $72 million for the three and nine months ended October 2, 2016, respectively, and $16 million and $47 million for the three and nine months ended September 27, 2015, respectively.

11. Benefit Plans

Our employees ceased to participate in the Pfizer, Inc. U.S. qualified defined benefit plans and the U.S. retiree medical plan effective December 31, 2012, and liabilities associated with our employees under these plans were retained by Pfizer. Pfizer is continuing to credit certain employees' service with Zoetis generally through December 31, 2017 (or termination of employment from Zoetis, if earlier) for certain early retirement benefits with respect to Pfizer's U.S. defined benefit pension and retiree medical plans. Pension and postretirement benefit expense associated with the extended service for certain employees in the U.S. plans totaled approximately $2 million in each three month period ended October 2, 2016, and September 27, 2015, and $5 million in each nine month period ended October 2, 2016, and September 27, 2015.

The following table provides the net periodic benefit cost associated with our international defined benefit pension plans:

(MILLIONS OF DOLLARS)	Three Months Ended October 2, 2016	Three Months Ended September 27, 2015	Nine Months Ended October 2, 2016	Nine Months Ended September 27, 2015
Service cost	$3	$ 2	$7	$ 6
Interest cost	—	1	2	3
Expected return on plan assets	(1)	(1)	(2)	(2)
Amortization of net actuarial loss	1	—	1	1
Curtailment gain	—	1	(1)	1
Net periodic benefit cost	$3	$ 3	$7	$ 9

Total company contributions to the international pension plans were $1 million and $7 million for the three and nine months ended October 2, 2016, and $3 million and $6 million for the three and nine months ended September 27, 2015, respectively. We expect to contribute a total of approximately $9 million to these plans in 2016.

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12. Share-Based Payments

The company may grant a variety of share-based payments under the Zoetis 2013 Equity and Incentive Plan (the Equity Plan) to employees and non-employee directors. The principal types of share-based awards available under the Equity Plan may include, but are not limited to, stock options, restricted stock and restricted stock units (RSUs), deferred stock units (DSUs), performance-vesting restricted stock units (PSUs) and other equity-based or cash-based awards.

The components of share-based compensation expense are as follows:

	Three Months Ended		Nine Months Ended	
(MILLIONS OF DOLLARS)	October 2, 2016	September 27, 2015	October 2, 2016	September 27, 2015
Stock options / stock appreciation rights	$3	$ 3	$8	$ 14
RSUs / DSUs	5	6	17	15
PSUs	1	1	3	2
Share-based compensation expense—total[a][b]	$9	$ 10	$28	$ 31

[a] For the nine months ended October 2, 2016, we capitalized $1 million of share-based compensation expense to inventory; for the three months ended October 2, 2016, amounts capitalized to inventory were insignificant. For the three and nine months ended September 27, 2015, we capitalized $1 million of share-based compensation expense to inventory.

[b] Includes additional share-based compensation expense as a result of accelerated vesting of the outstanding stock options and the settlement, on a pro-rata basis, of other equity awards of terminated employees in connection with our operational efficiency initiative and supply network strategy for the nine months ended October 2, 2016, of approximately $1 million, which is included in Restructuring charges/(benefits) and certain acquisition-related costs. For the three months ended October 2, 2016, and the three and nine months ended September 27, 2015, the amounts were insignificant.

During the nine months ended October 2, 2016, the company granted 930,441 stock options with a weighted-average exercise price of $42.32 per stock option and a weighted-average fair value of $11.29 per option. The fair-value based method for valuing each Zoetis stock option grant on the grant date uses the Black-Scholes-Merton option-pricing model, which incorporates a number of valuation assumptions. The weighted-average fair value was estimated based on the following assumptions: risk-free interest rate of 1.55%; expected dividend yield of 0.89%; expected stock price volatility of 26.75%; and expected term of 6.5 years. In general, stock options vest after P3Y years of continuous service and the values determined through this fair-value based method generally are amortized on a straight-line basis over the vesting term into Cost of sales, Selling, general and administrative expenses, or Research and development expenses, as appropriate.

During the nine months ended October 2, 2016, the company granted 732,671 RSUs with a weighted-average grant date fair value of $42.10 per RSU. RSUs are accounted for using a fair-value-based method that utilizes the closing price of Zoetis common stock on the date of grant. In general, RSUs vest after three years of continuous service from the grant date and the values are amortized on a straight-line basis over the vesting term into Cost of sales, Selling, general and administrative expenses, or Research and development expenses, as appropriate.

During the nine months ended October 2, 2016, the company granted 198,445 PSUs with a weighted-average grant date fair value of $50.20 per PSU. PSUs are accounted for using a Monte Carlo simulation model. The units underlying the PSUs will be earned and vested over a three-year performance period, based upon the total shareholder return of the company in comparison to the total shareholder return of the companies comprising the S&P 500 index at the start of the performance period (Relative TSR). The weighted-average fair value was estimated based on volatility assumptions of Zoetis common stock and an average of peer companies, which were 23.8% and 25.2%, respectively. Depending on the company's Relative TSR performance at the end of the performance period, the recipient may earn between 0% and 200% of the target number of units. Vested units are settled in shares of the company's common stock. PSU values are amortized on a straight-line basis over the vesting term into Cost of sales, Selling, general and

administrative expenses, or Research and development expenses, as appropriate.

13. Stockholders' Equity

Zoetis is authorized to issue 6 billion shares of common stock and 1 billion shares of preferred stock.

In November 2014, the company's Board of Directors authorized a $500 million share repurchase program. Purchases of Zoetis shares may be made at the discretion of management, depending on market conditions and business needs. As of October 2, 2016, there was approximately $75 million remaining under this authorization.

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Changes in common shares and treasury stock were as follows:

(MILLIONS)	Common Shares Issued[a]	Treasury Stock[a]
Balance, December 31, 2014	501.34	0.02
Share-based compensation[b]	0.23	0.04
Share repurchase program	—	3.19
Balance, September 27, 2015	501.57	3.24
Balance, December 31, 2015	501.81	4.41
Share-based compensation[b]	0.08	(1.62)
Share repurchase program	—	4.86
Balance, October 2, 2016	501.89	7.65

[a] Shares may not add due to rounding.

[b] Includes the issuance of shares of common stock and, beginning in the first quarter of 2016, the reissuance of shares from treasury stock in connection with the vesting of employee share-based awards. Treasury stock also includes the reacquisition of shares associated with the vesting of employee share-based awards to satisfy tax withholding requirements. For additional information regarding share-based compensation, see Note 12. Share-Based Payments.

Changes, net of tax, in accumulated other comprehensive loss, excluding noncontrolling interest, are as follows:

	Derivatives	Currency Translation Adjustment	Benefit Plans	Accumulated Other
(MILLIONS OF DOLLARS)	Net Unrealized Gains/(Losses)	Net Unrealized Gains/(Losses)	Actuarial Gains/(Losses)	Comprehensive Loss
Balance, December 31, 2015	$ (2)	$ (604)	$ (16)	$ (622)
Other comprehensive income (loss), net of tax	(2)	114	2	114
Divestiture of noncontrolling interest[a]	—	2	—	2
Balance, October 2, 2016	$ (4)	$ (488)	$ (14)	$ (506)

[a] Reflects the divestiture of our share of our Taiwan joint venture. See Note 4B. Acquisitions and Divestitures: Divestitures.

14. Earnings per Share

The following table presents the calculation of basic and diluted earnings per share:

	Three Months Ended		Nine Months Ended	
(MILLIONS OF DOLLARS AND SHARES, EXCEPT PER SHARE DATA)	October 2, 2016	September 27, 2015	October 2, 2016	September 27, 2015
Numerator				
Net income before allocation to noncontrolling interests	$237	$ 190	$665	$ 319
Less: net income (loss) attributable to noncontrolling interests	(2)	1	(2)	2
Net income attributable to Zoetis Inc.	$239	$ 189	$667	$ 317
Denominator				
Weighted-average common shares outstanding	495.2	499.2	496.3	500.2
Common stock equivalents: stock options, RSUs, PSUs and DSUs	2.7	2.5	2.5	2.3
Weighted-average common and potential dilutive shares outstanding	497.9	501.7	498.8	502.5
Earnings per share attributable to Zoetis Inc. stockholders—basic	$0.48	$ 0.38	$1.34	$ 0.63
Earnings per share attributable to Zoetis Inc. stockholders—diluted	$0.48	$ 0.38	$1.34	$ 0.63

There were approximately 1 million stock options outstanding for the each of the three and nine months ended October 2, 2016, and September 27, 2015, under the company's Equity Plan that were excluded from the computation of diluted earnings per share as the effect would have been anti-dilutive.

15. Commitments and Contingencies

We and certain of our subsidiaries are subject to numerous contingencies arising in the ordinary course of business. For a discussion of our tax contingencies, see Note 7. Income Taxes.

A. Legal Proceedings

Our non-tax contingencies include, among others, the following:

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- Product liability and other product-related litigation, which can include injury, consumer, off-label promotion, antitrust and breach of contract claims.
- Commercial and other matters, which can include product-pricing claims and environmental claims and proceedings.
- Patent litigation, which typically involves challenges to the coverage and/or validity of our patents or those of third parties on various products or processes.
- Government investigations, which can involve regulation by national, state and local government agencies in the United States and in other countries.

Certain of these contingencies could result in losses, including damages, fines and/or civil penalties, and/or criminal charges, which could be substantial.

We believe that we have strong defenses in these types of matters, but litigation is inherently unpredictable and excessive verdicts do occur. We do not believe that any of these matters will have a material adverse effect on our financial position. However, we could incur judgments, enter into settlements or revise our expectations regarding the outcome of certain matters, and such developments could have a material adverse effect on our results of operations or cash flows in the period in which the amounts are paid.

We have accrued for losses that are both probable and reasonably estimable. Substantially all of these contingencies are subject to significant uncertainties and, therefore, determining the likelihood of a loss and/or the measurement of any loss can be complex. Consequently, we are unable to estimate the range of reasonably possible loss in excess of amounts accrued. Our assessments are based on estimates and assumptions that have been deemed reasonable by management, but the assessment process relies on estimates and assumptions that may prove to be incomplete or inaccurate, and unanticipated events and circumstances may occur that might cause us to change those estimates and assumptions.

Amounts recorded for legal and environmental contingencies can result from a complex series of judgments about future events and uncertainties and can rely on estimates and assumptions.

The principal matters to which we are a party are discussed below. In determining whether a pending matter is significant for financial reporting and disclosure purposes, we consider both quantitative and qualitative factors in order to assess materiality, such as, among other things, the amount of damages and the nature of any other relief sought in the proceeding, if such damages and other relief are specified; our view of the merits of the claims and of the strength of our defenses; whether the action purports to be a class action and our view of the likelihood that a class will be certified by the court; the jurisdiction in which the proceeding is pending; any experience that we or, to our knowledge, other companies have had in similar proceedings; whether disclosure of the action would be important to a reader of our financial statements, including whether disclosure might change a reader's judgment about our financial statements in light of all of the information about the company that is available to the reader; the potential impact of the proceeding on our reputation; and the extent of public interest in the matter. In addition, with respect to patent matters, we consider, among other things, the financial significance of the product protected by the patent.

PregSure®

We have received in total approximately 255 claims in Europe and New Zealand seeking damages related to calves claimed to have died of Bovine Neonatal Pancytopenia (BNP) on farms where PregSure BVD, a vaccine against Bovine Virus Diarrhea (BVD), was used. BNP is a rare syndrome that first emerged in cattle in Europe in 2006. Studies of BNP suggest a potential association between the administration of PregSure and the development of BNP, although no causal connection has been established. The cause of BNP is not known.

In 2010, we voluntarily stopped sales of PregSure BVD in Europe, and recalled the product at wholesalers while investigations into possible causes of BNP continued. In 2011, after incidences of BNP were reported in New Zealand, we voluntarily withdrew the marketing authorization for PregSure throughout the world.

We have settled approximately 168 of these claims for amounts that are not material individually or in the aggregate. Investigations into possible causes of BNP continue and these settlements may not be representative of any future claims resolutions.

Ulianopolis, Brazil

In February 2012, the Municipality of Ulianopolis (State of Para, Brazil) filed a complaint against Fort Dodge Saúde Animal Ltda. (FDSAL) and five other large companies alleging that waste sent to a local waste incineration facility

for destruction, but that was not ultimately destroyed as the facility lost its operating permit, caused environmental impacts requiring cleanup.

The Municipality is seeking recovery of cleanup costs purportedly related to FDSAL's share of all waste accumulated at the incineration facility awaiting destruction, and compensatory damages to be allocated among the six defendants. We believe we have strong arguments against the claim, including defense strategies against any claim of joint and several liability.

At the request of the Municipal prosecutor, in April 2012, the lawsuit was suspended for one year. Since that time, the prosecutor has initiated investigations into the Municipality's actions in the matter as well as the efforts undertaken by the six defendants to remove and dispose of their individual waste from the incineration facility. On October 3, 2014, the Municipal prosecutor announced that the investigation remained ongoing and outlined the terms of a proposed Term of Reference (a document that establishes the minimum elements to be addressed in the preparation of an Environmental Impact Assessment), under which the companies would be liable to withdraw the waste and remediate the area. On March 5, 2015, we presented our response to the prosecutor’s proposed Term of Reference, arguing that the proposed terms were overly general in nature, and expressing our interest in discussing alternatives to address the matter. The prosecutor agreed to consider our

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request to engage a technical consultant to conduct an environmental diagnostic of the contaminated area. On May 29, 2015, we, in conjunction with the other defendant companies, submitted a draft cooperation agreement to the prosecutor, which outlined the proposed terms and conditions for the engagement of a technical consultant to conduct the environmental diagnostic. On August 19, 2016, the parties entered into a cooperation agreement with the prosecutor, pursuant to which a third-party consultant will conduct a limited environmental assessment of the site.

Lascadoil Contamination in Animal Feed

An investigation by the U.S. Food and Drug Administration (FDA) and the Michigan Department of Agriculture is ongoing to determine how lascadoil, oil for industrial use, made its way into the feed supply of certain turkey and hog feed mills in Michigan. The contaminated feed is believed to have caused the deaths of approximately 50,000 turkeys and the contamination (but not death) of at least 20,000 hogs in August 2014. While it remains an open question as to how the lascadoil made its way into the animal feed, the allegations are that lascadoil intended to be sold for reuse as biofuel was inadvertently sold to producers of soy oil, who in turn, unknowingly sold the contaminated soy oil to fat recycling vendors, who then sold the contaminated soy oil to feed mills for use in animal feed. Indeed, related to the FDA investigation, Shur-Green Farms LLC, a producer of soy oil, recalled certain batches of soy oil allegedly contaminated with lascadoil on October 13, 2014.

During the course of its investigation, the FDA identified the process used to manufacture Zoetis' Avatec® (lasalocid sodium) and Bovatec® (lasalocid sodium) products as one possible source of the lascadoil, since lascadoil contains small amounts of lasalocid, the active ingredient found in both products. Zoetis has historically sold any and all industrial lascadoil byproduct to an environmental company specializing in waste disposal. The environmental company is contractually obligated to incinerate the lascadoil or resell it for use in biofuel. Under the terms of the agreement, the environmental company is expressly prohibited from reselling the lascadoil to be used as a component in food. The FDA inspected the Zoetis site where Avatec and Bovatec are manufactured, and found no evidence that Zoetis was involved in the contamination of the animal feed.

On March 10, 2015, plaintiffs Restaurant Recycling, LLC (Restaurant Recycling) and Superior Feed Ingredients, LLC (Superior), both of whom are in the fat recycling business, filed a complaint in the Seventeenth Circuit Court for the State of Michigan against Shur-Green Farms alleging negligence and breach of warranty claims arising from their purchase of soy oil allegedly contaminated with lascadoil. Plaintiffs resold the allegedly contaminated soy oil to turkey feed mills for use in feed ingredient. Plaintiffs also named Zoetis as a defendant in the complaint alleging that Zoetis failed to properly manufacture its products and breached an implied warranty that the soy oil was fit for use at turkey and hog mills. Zoetis was served with the complaint on June 3, 2015, and we filed our answer, denying all allegations, on July 15, 2015. On August 10, 2015, several of the turkey feed mills filed a joint complaint against Restaurant Recycling, Superior, Shur-Green Farms and others, alleging claims for negligence, misrepresentation, and breach of warranty, arising out of their alleged purchase and use of the contaminated soy oil. The complaint raises only one count against Zoetis for negligence. We filed an answer to the complaint on November 2, 2015, denying the allegation. On May 16, 2015, two additional turkey producers filed a complaint in the Seventeenth Circuit Court for the State of Michigan against the company, Restaurant Recycling, Superior, Shur-Green Farms and others, alleging claims for negligence and breach of warranties. We filed an answer to the complaint on June 20, 2016, denying the allegations. The Court has consolidated all three cases for purposes of discovery and disposition. We believe we have strong arguments against all claims.

Other Matters

The European Commission published a decision on alleged competition law infringements by several human health pharmaceutical companies on June 19, 2013. One of the involved legal entities is Alpharma LLC (previously having the name Zoetis Products LLC). Alpharma LLC's involvement is solely related to its human health activities prior to Pfizer's acquisition of King/Alpharma. Zoetis paid a fine in the amount of Euro 11 million (approximately $14 million) and was reimbursed by Pfizer in accordance with the Global Separation Agreement between Pfizer and Zoetis, which provides that Pfizer is obligated to indemnify Zoetis for any liabilities arising out of claims not related to its animal health assets. We filed an appeal of the decision on September 6, 2013 to the General Court of the European Union. On September 8, 2016, the General Court upheld the decision of the European Commission. We have until November 25, 2016, in which to file a further appeal to the Court of Justice of the European Union.

In July 2014, we reached a commercial settlement with several large poultry customers in Mexico associated with specific lots of a Zoetis poultry vaccine. Although there have been no quality or efficacy issues with the manufacturing of this vaccine, certain shipments from several lots in Mexico may have experienced an issue in storage with a third party in Mexico that could have impacted their efficacy. We issued a recall of these lots in July 2014 and the product is currently unavailable in Mexico. We recorded a $13 million charge in Other (income)/deductions—net in the second quarter of 2014, and we do not expect any significant additional charges related to this issue. In the third quarter of 2014, we were notified of an insurance recovery of $1 million and have recorded this in Other (income)/deductions—net.

On March 30, 2015, we were served with a complaint filed in the U.S. District Court for the Eastern District of Pennsylvania by two additional customers in Mexico, alleging damages suffered as a result of the use of poultry vaccines obtained from the recalled lots discussed above. We have moved to dismiss the complaint in its entirety on grounds that the complaint fails to properly state a claim on which relief can be granted. On September 16, 2015, the Court granted the motion in part and denied it in part, dismissing all claims arising out of tort or fraud. As a result, the only claims remaining in the lawsuit are based in contract, namely breach of express warranty, breach of certain implied warranties, and unjust enrichment.

B. Guarantees and Indemnifications

In the ordinary course of business and in connection with the sale of assets and businesses, we indemnify our counterparties against certain liabilities that may arise in connection with the transaction or related to activities prior to the transaction. These indemnifications typically pertain to environmental, tax, employee and/or product-related matters and patent-infringement claims. If the indemnified party were to make a successful claim pursuant to the terms of the indemnification, we would be required to reimburse the loss. These indemnifications are generally

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subject to threshold amounts, specified claim periods and other restrictions and limitations. Historically, we have not paid significant amounts under these provisions and, as of October 2, 2016, recorded amounts for the estimated fair value of these indemnifications were not significant.

16. Segment and Other Revenue Information

A. Segment Information

We manage our operations through two geographic regions. Each operating segment has responsibility for its commercial activities. Within each of these operating segments, we offer a diversified product portfolio, including vaccines, parasiticides, anti-infectives, medicated feed additives and other pharmaceuticals, for both livestock and companion animal customers.

Operating Segments

Our operating segments are the United States and International. Our chief operating decision maker uses the revenue and earnings of the two operating segments, among other factors, for performance evaluation and resource allocation.

Other Costs and Business Activities

Certain costs are not allocated to our operating segment results, such as costs associated with the following:

- Other business activities includes our Client Supply Services (CSS) contract manufacturing results, as well as expenses associated with our dedicated veterinary medicine research and development organization, research alliances, U.S. regulatory affairs and other operations focused on the development of our products. Other R&D-related costs associated with non-U.S. market and regulatory activities are generally included in the international commercial segment.
- Corporate, which is responsible for platform functions such as business technology, facilities, legal, finance, human resources, business development, and communications, among others. These costs also include compensation costs and other miscellaneous operating expenses not charged to our operating segments, as well as interest income and expense.
- Certain transactions and events such as (i) Purchase accounting adjustments, where we incur expenses associated with the amortization of fair value adjustments to inventory, intangible assets and property, plant and equipment; (ii) Acquisition-related activities, where we incur costs associated with acquiring and integrating newly acquired businesses, such as transaction costs and integration costs; and (iii) Certain significant items, which comprise substantive, unusual items that, either as a result of their nature or size, would not be expected to occur as part of our normal business on a regular basis, such as certain costs related to becoming an independent public company, restructuring charges and implementation costs associated with our cost-reduction/productivity initiatives that are not associated with an acquisition, certain asset impairment charges, certain legal and commercial settlements and the impact of divestiture-related gains and losses.
- Other unallocated includes (i) certain overhead expenses associated with our global manufacturing operations not charged to our operating segments; (ii) certain costs associated with business technology and finance that specifically support our global manufacturing operations; (iii) certain supply chain and global logistics costs; and (iv) procurement costs.

Segment Assets

We manage our assets on a total company basis, not by operating segment. Therefore, our chief operating decision maker does not regularly review any asset information by operating segment and, accordingly, we do not report asset information by operating segment. Total assets were approximately $7.7 billion at October 2, 2016, and $7.9 billion at December 31, 2015.

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Selected Statement of Income Information

	Earnings		Depreciation and Amortization[a]	
(MILLIONS OF DOLLARS)	October 2, 2016	September 27, 2015	October 2, 2016	September 27, 2015
Three months ended				
U.S.				
Revenue	$640	$ 632		
Cost of Sales	137	147		
Gross Profit	503	485		
Gross Margin	78.6 %	76.7 %		
Operating Expenses	101	100		
Other (income)/deductions	—	(1)		
U.S. Earnings	402	386	$ 7	$ 5
International				
Revenue[b]	585	569		
Cost of Sales	201	209		
Gross Profit	384	360		
Gross Margin	65.6 %	63.3 %		
Operating Expenses	128	137		
Other (income)/deductions	—	4		
International Earnings	256	219	11	10
Total operating segments	658	605	18	15
Other business activities	(71)	(73)	7	6
Reconciling Items:				
Corporate	(159)	(138)	11	9
Purchase accounting adjustments	(25)	(13)	21	14
Acquisition-related costs	—	(6)	—	—
Certain significant items[c]	(16)	(46)	2	1
Other unallocated	(54)	(56)	1	1
Total Earnings[d]	$333	$ 273	$ 60	$ 46

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	Earnings		Depreciation and Amortization[a]	
(MILLIONS OF DOLLARS)	October 2, 2016	September 27, 2015	October 2, 2016	September 27, 2015
Nine months ended				
U.S.				
Revenue	$1,816	$1,692		
Cost of Sales	402	399		
Gross Profit	1,414	1,293		
Gross Margin	77.9 %	76.4 %		
Operating Expenses	293	274		
Other (income)/deductions	—	(1)		
U.S. Earnings	1,121	1,020	$ 20	$ 18
International				
Revenue[b]	1,754	1,762		
Cost of Sales	598	638		
Gross Profit	1,156	1,124		
Gross Margin	65.9 %	63.8 %		
Operating Expenses	361	423		
Other (income)/deductions	3	10		
International Earnings	792	691	33	34
Total operating segments	1,913	1,711	53	52
Other business activities	(219)	(208)	19	19
Reconciling Items:				
Corporate	(499)	(392)	33	28
Purchase accounting adjustments	(79)	(41)	64	39
Acquisition-related costs	(3)	(11)	—	—
Certain significant items[c]	1	(406)	5	3
Other unallocated	(117)	(177)	3	3
Total Earnings[d]	$997	$476	$ 177	$ 144

(a) Certain production facilities are shared. Depreciation and amortization is allocated to the reportable operating segments based on estimates of where the benefits of the related assets are realized.

(b) Revenue denominated in euros was $157 million and $469 million for the three and nine months ended October 2, 2016, respectively, and $139 million and $425 million for the three and nine months ended September 27, 2015, respectively.

(c) For the three months ended October 2, 2016, Certain significant items primarily includes: (i) Zoetis stand-up costs of $1 million; (ii) a $3 million increase in in certain employee termination accruals, exit costs of $1 million, accelerated depreciation of $2 million, inventory write-offs of $1 million, and consulting fees of $4 million related to our operational efficiency initiative, supply network strategy, and other restructuring activities, (iii) an impairment of finite-lived trademarks of $1 million related to a canine pain management product; and (iv) charges of $3 million associated with changes to our operating model. Stand-up costs include certain nonrecurring costs related to becoming an independent public company, such as the creation of standalone systems and infrastructure, site separation, new branding (including changes to the manufacturing process for required new packaging), and certain legal registration and patent assignment costs.

For the nine months ended October 2, 2016, Certain significant items primarily includes: (i) Zoetis stand-up costs of $18 million; (ii) a net gain of $27 million related to divestitures as a result of our operational efficiency initiative; (iii) a $20 million net reduction in certain employee termination accruals, partially offset by exit costs of $3 million, accelerated depreciation of $5 million, inventory write-offs of $1 million, and consulting fees of $14 million related to our operational efficiency initiative, supply network strategy and other restructuring activities; (iv) an impairment of finite-lived trademarks of $1 million, and (v) charges of $4 million associated with changes to our operating model.
For the three months ended September 27, 2015, Certain significant items primarily includes: (i) Zoetis stand-up costs of $22 million and (ii) charges related to our operational efficiency initiative and supply network strategy of $24 million.
For the nine months ended September 27, 2015, Certain significant items primarily includes: (i) Zoetis stand-up costs of $84 million; (ii) charges related to our operational efficiency initiative and supply network strategy of $317 million; (iii) an impairment of IPR&D assets of $2 million related to the termination of a canine oncology project; and (iv) charges due to unusual investor-related activities of $3 million.
(d) Defined as income before provision for taxes on income.

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B. Other Revenue Information

Revenue by Species

Species revenue are as follows:

	Three Months Ended		Nine Months Ended	
(MILLIONS OF DOLLARS)	October 2, 2016	September 27, 2015	October 2, 2016	September 27, 2015
Livestock:				
Cattle	$432	$ 432	$1,175	$ 1,201
Swine	145	163	441	495
Poultry	111	132	351	399
Fish	25	—	64	—
Other	22	23	60	60
	735	750	2,091	2,155
Companion Animal:				
Horses	33	35	108	117
Dogs and Cats	457	416	1,371	1,182
	490	451	1,479	1,299
Contract Manufacturing	16	13	41	37
Total revenue	$1,241	$ 1,214	$3,611	$ 3,491

Revenue by Major Product Category

Revenue by major product category are as follows:

	Three Months Ended		Nine Months Ended	
(MILLIONS OF DOLLARS)	October 2, 2016	September 27, 2015	October 2, 2016	September 27, 2015
Anti-infectives	$350	$ 348	$913	$ 938
Vaccines	324	301	935	858
Parasiticides	158	158	492	504
Medicated feed additives	99	124	365	364
Other pharmaceuticals	255	226	724	650
Other non-pharmaceuticals	39	44	141	140
Contract manufacturing	16	13	41	37
Total revenue	$1,241	$ 1,214	$3,611	$ 3,491

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Review Report of Independent Registered Public Accounting Firm

The Shareholders and Board of Directors
Zoetis Inc.:

We have reviewed the accompanying condensed consolidated balance sheet of Zoetis Inc. and subsidiaries (the Company) as of October 2, 2016, and the related condensed consolidated statements of income and comprehensive income for the three and nine-month periods ended October 2, 2016, and September 27, 2015, and the related condensed consolidated statements of equity and cash flows for the nine-month periods ended October 2, 2016 and September 27, 2015. These condensed consolidated financial statements are the responsibility of the Company's management.

We conducted our reviews 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 reviews, we are not aware of any material modifications that should be made to the condensed consolidated financial statements as of October 2, 2016, and for the three and nine-month periods ended October 2, 2016, and September 27, 2015, referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Zoetis Inc. and subsidiaries as of December 31, 2015, and the related consolidated statements of income, comprehensive income, equity, and cash flows for the year then ended (not presented herein); and in our report dated February 24, 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/ KPMG LLP
New York, New York
November 3, 2016

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview of our business

We are a global leader in the discovery, development, manufacture and commercialization of animal health medicines and vaccines, with a focus on both livestock and companion animals. For more than 60 years we have been committed to enhancing the health of animals and bringing solutions to our customers who raise and care for them.

We manage our operations through two geographic operating segments. Within each of these operating segments, we offer a diversified product portfolio for both livestock and companion animal customers in order to capitalize on local and regional trends and customer needs. Our two operating segments are the United States (U.S.) and International. See Notes to Condensed Consolidated Financial Statements— Note 16. Segment and Other Revenue Information.

We directly market our products to veterinarians and livestock producers located in approximately 45 countries across North America, Europe, Africa, Asia, Australia and South America, and are a market leader in nearly all of the major regions in which we operate. Through our efforts to establish an early and direct presence in many emerging markets, such as Brazil, China and Mexico, we believe we are the largest animal health medicines and vaccines business as measured by revenue across emerging markets as a whole. In markets where we do not have a direct commercial presence, we generally contract with distributors that provide logistics and sales and marketing support for our products.

We believe our investments in the industry's largest sales organization, including our extensive network of technical and veterinary operations specialists, our high-quality manufacturing and reliability of supply, and our long track record of developing products that meet customer needs, has led to enduring and valued relationships with our customers. Our research and development (R&D) efforts enable us to deliver innovative products to address unmet needs and evolve our product lines so they remain relevant for our customers. Additionally, our management team's focus on improving operational and cost efficiencies increases the likelihood of achieving our core growth strategies and enhancing long-term value for our shareholders.

A summary of our 2016 performance compared with the comparable 2015 period follows:

	Three Months Ended			Nine Months Ended		
(MILLIONS OF DOLLARS)	October 2, 2016	September 27, 2015	% Change	October 2, 2016	September 27, 2015	% Change
Revenue	$1,241	$ 1,214	2	$3,611	$ 3,491	3
Net income attributable to Zoetis	239	189	26	667	317	*
Adjusted net income[(a)]	258	252	2	743	675	10

(a) Adjusted net income is a non-GAAP financial measure. See the "Adjusted net income" section of this Management's Discussion and Analysis (MD&A) for more information.

Our operating environment

For a description of our operating environment, including factors which could materially affect our business, financial condition, or future results, see "Our Operating Environment" in the MD&A of our 2015 Annual Report on Form 10-K. Set forth below are updates to certain of the factors disclosed in our 2015 Form 10-K.

Quarterly Variability of Financial Results

Our quarterly financial results are subject to variability related to a number of factors including but not limited to: weather patterns, herd management decisions, economic conditions, regulatory actions, competitive dynamics, disease outbreaks, product and geographic mix, timing of price increases and timing of investment decisions.

Disease outbreaks

Sales of our livestock products could be adversely affected by the outbreak of disease carried by animals. Outbreaks of disease may reduce regional or global sales of particular animal-derived food products or result in reduced exports of such products, either due to heightened export restrictions or import prohibitions, which may reduce demand for our products. Also, the outbreak of any highly contagious disease near our main production sites could require us to immediately halt production of our products at such sites or force us to incur substantial expenses in procuring raw materials or products elsewhere. Alternatively, sales of products that treat specific disease outbreaks may increase.

For example, from December 2014 through June 2015, highly pathogenic H5 avian influenza virus infections were reported in domestic poultry, captive birds and wild birds in the United States, with a majority of confirmed infections occurring in backyard and commercial poultry flocks. The egg and turkey industry were the most impacted by this occurrence of avian influenza. USDA surveillance indicates that more than 48 million birds were affected (either infected or exposed) in at least 20 states. Although no new H5 avian influenza infections have been detected in the United States since June 2015, an outbreak of highly pathogenic H7 avian influenza infections was reported in a commercial turkey flock in Indiana in January 2016, and both forms of the virus continue to pose a threat to the poultry industry. In March 2016, we were granted a conditional license from the USDA for a vaccine to help prevent avian influenza, and in June 2016, we were awarded a contract to supply the USDA with this vaccine for the National Veterinary Stockpile. The vaccine is intended for use in chickens as an aid in the prevention of disease caused by the H5N1 subtype of the virus. The USDA will determine if a vaccination program should be implemented. It is important to note that human infection with avian influenza viruses has not occurred from eating properly cooked poultry or poultry products. We are

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closely monitoring the developments as this situation unfolds and currently believe the impact on our 2016 global revenue will not be significant.

Foreign exchange rates

Significant portions of our revenue and costs are exposed to changes in foreign exchange rates. Our products are sold in more than 100 countries and, as a result, our revenue is influenced by changes in foreign exchange rates. For the nine months ended October 2, 2016, approximately 46% of our revenue was denominated in foreign currencies. We seek to manage our foreign exchange risk, in part, through operational means, including managing same-currency revenue in relation to same-currency costs and same-currency assets in relation to same-currency liabilities. As we operate in multiple foreign currencies, including the Australian dollar, Brazilian real, Canadian dollar, euro, U.K. pound, and other currencies, changes in those currencies relative to the U.S. dollar will impact our revenue, cost of goods and expenses, and consequently, net income. Exchange rate fluctuations may also have an impact beyond our reported financial results and directly impact operations. These fluctuations may affect the ability to buy and sell our goods and services between markets impacted by significant exchange rate variances. For the nine months ended October 2, 2016, approximately 54% of our total revenue was in U.S. dollars. Our year-over-year revenue growth was unfavorably impacted by 4% from changes in foreign currency values relative to the U.S. dollar.

Effective March 10, 2016, the Venezuela government made the following changes to its foreign currency exchange mechanisms: (i) the three-tier exchange rate system existing in the country changed to a dual system with the elimination of the SICAD rate, (ii) the official CENCOEX rate was replaced with DIPRO and was devalued from 6.3 to 10 Venezuelan bolivars per U.S. dollar, and (iii) the SIMADI rate was replaced with DICOM. As of October 2, 2016, the Venezuelan bolivar to U.S. dollar exchange rates were the DIPRO rate of 10 and the DICOM rate of 658. Beginning in the second quarter of 2016, we use the DICOM rate to report our Venezuela financial position, results of operations and cash flows.

On November 30, 2015, we recorded a net remeasurement loss of $89 million on bolivar-denominated net monetary assets, primarily related to cash deposits in Venezuela. As a result, as of August 28 2016, our net monetary assets in Venezuela were insignificant. Our revenue from Venezuela was less than $1 million for the nine months ended August 28, 2016, as compared with approximately $57 million for the nine months ended August 23, 2015.

Comparability of historical results and our relationship with Pfizer

Our historical expenses are not necessarily indicative of the expenses we currently incur as an independent public company. With respect to support functions, for example, for the periods prior to our initial public offering, our historical combined financial statements included expense allocations for certain support functions that were provided on a centralized basis within Pfizer, such as expenses for business technology, facilities, legal, finance, human resources, and, to a lesser extent, business development, public affairs and procurement, among others. Following our initial public offering, pursuant to agreements with Pfizer, Pfizer has provided us with some of the services related to these functions on a transitional basis in exchange for agreed-upon fees, and we have incurred other costs to replace the services and resources that were previously provided by Pfizer. Our current and future total costs related to such support functions may differ from the costs charged under these agreements with Pfizer, or that were historically allocated to us from Pfizer. For additional information regarding our ongoing agreements with Pfizer, see Note 20. Transactions and Agreements with Pfizer in our 2015 Annual Report on Form 10-K.

Following our initial public offering, we have incurred certain nonrecurring costs related to becoming an independent public company, including the creation of standalone systems and infrastructure, site separation, new branding (which includes changes to the manufacturing process for required new packaging), and certain legal registration and patent assignment costs.

Recent acquisitions and government-mandated divestitures

The assets, liabilities, operating results and cash flows of acquired businesses are included in our results commencing from their respective acquisition dates.

On November 9, 2015, we completed the acquisition of Pharmaq, a privately held Norwegian company. For additional information, see Notes to Condensed Consolidated Financial Statements— Note 4A. Acquisitions and Divestitures: Acquisitions- Acquisition of Pharmaq.

On February 10, 2015, we completed the purchase of certain assets of Abbott Animal Health, a subsidiary of Abbott Laboratories. For additional information, see Notes to Condensed Consolidated Financial Statements— Note 4A. Acquisitions and Divestitures: Acquisitions- Acquisition of Abbott Animal Health.

Analysis of the condensed consolidated statements of income

The following discussion and analysis of our statements of income should be read along with our condensed consolidated financial statements and the notes thereto included elsewhere in Part I- Item 1 of this Quarterly Report on Form 10-Q.

	Three Months Ended			Nine Months Ended		
(MILLIONS OF DOLLARS)	October 2, 2016	September 27, 2015	% Change	October 2, 2016	September 27, 2015	% Change
Revenue	$1,241	$1,214	2	$3,611	$3,491	3
Costs and expenses:						
Cost of sales[a]	410	421	(3)	1,198	1,242	(4)
% of revenue	33%	35%		33%	36%	
Selling, general and administrative expenses[a]	345	374	(8)	1,003	1,107	(9)
% of revenue	28%	31%		28%	32%	
Research and development expenses[a]	90	91	(1)	268	255	5
% of revenue	7%	7%		7%	7%	
Amortization of intangible assets[a]	21	15	40	64	45	42
Restructuring charges/(benefits) and certain acquisition-related costs	4	13	(69)	(15)	280	*
Interest expense, net of capitalized interest	41	29	41	125	86	45
Other (income)/deductions—net	(3)	(2)	50	(29)	—	*
Income before provision for taxes on income	333	273	22	997	476	*
% of revenue	27%	22%		28%	14%	
Provision for taxes on income	96	83	16	332	157	*
Effective tax rate	28.8%	30.4%		33.3%	33.0%	
Net income before allocation to noncontrolling interests	237	190	25	665	319	*
Less: Net income/(loss) attributable to noncontrolling interests	(2)	1	*	(2)	2	*
Net income attributable to Zoetis	$239	$189	26	$667	$317	*
% of revenue	19%	16%		18%	9%	

Certain amounts and percentages may reflect rounding adjustments.

(a) Amortization expense related to finite-lived acquired intangible assets that contribute to our ability to sell, manufacture, research, market and distribute products, compounds and intellectual property is included in Amortization of intangible assets as these intangible assets benefit multiple business functions. Amortization expense related to finite-lived acquired intangible assets that are associated with a single function is included in Cost of sales, Selling, general and administrative expenses or Research and development expenses, as appropriate.

Revenue

Three months ended October 2, 2016 vs. three months ended September 27, 2015

Total revenue increased by $27 million in the three months ended October 2, 2016, compared with the three months ended September 27, 2015, reflecting higher operational revenue of $43 million, or 4%. Operational revenue growth (a non-GAAP financial measure) is defined as revenue growth excluding the impact of foreign exchange. Operational revenue growth was comprised primarily of the following:

- increased sales of Apoquel® and new product launches, which contributed approximately 5%;
- recent acquisitions, primarily Pharmaq, which contributed approximately 3%; and
- growth of our in-line products, which contributed approximately 1%, of which price comprised 2% and was partially offset by 1% volume declines,

partially offset by:

- our product and market rationalization as part of the operational efficiency initiative, which resulted in a decline of approximately 5%.

Foreign exchange reduced our reported revenue growth by $16 million, or 2%.

Nine months ended October 2, 2016 vs. nine months ended September 27, 2015

Total revenue increased by $120 million in the nine months ended October 2, 2016, compared with the nine months ended September 27, 2015, reflecting higher operational revenue of $245 million, or 7%. An estimated 2% of operational revenue growth is the result of six additional days in the first nine months of 2016 as compared to the first nine months of 2015 due to our accounting calendar. Inclusive of those additional days, operational revenue growth was comprised primarily of the following:

- increased sales of Apoquel® and new product launches, which contributed approximately 5%;
- growth of our in-line products, which contributed approximately 4%, of which price comprised 2% and volume comprised 2%; and

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- recent acquisitions, primarily Pharmaq and the acquisition of certain assets of Abbott Animal Health, which contributed approximately 3%,

partially offset by:

- our product and market rationalization as part of the operational efficiency initiative, which resulted in a decline of approximately 5%.

Foreign exchange reduced our reported revenue growth by $125 million, or 4%.

Costs and Expenses

Cost of sales

	Three Months Ended			Nine Months Ended		
(MILLIONS OF DOLLARS)	October 2, 2016	September 27, 2015	% Change	October 2, 2016	September 27, 2015	% Change
Cost of sales	$410	$ 421	(3)	$ 1,198	$ 1,242	(4)
% of revenue	33.0 %	34.7 %		33.2 %	35.6 %	

Certain amounts and percentages may reflect rounding adjustments.

Three months ended October 2, 2016 vs. three months ended September 27, 2015

Cost of sales decreased by $11 million, or 3%, in the three months ended October 2, 2016, compared with the three months ended September 27, 2015, primarily as a result of:

- favorable product mix;
- lower global manufacturing and supply costs;
- a decline in charges related to our operational efficiency initiative; and
- business model changes in Venezuela,

partially offset by:

- the cost of products and charges reflecting fair value adjustments to inventory related to the acquisition of Pharmaq;
- an increase in inventory obsolescence, scrap and other charges; and
- unfavorable foreign exchange.

Nine months ended October 2, 2016 vs. nine months ended September 27, 2015

Cost of sales decreased by $44 million, or 4%, in the nine months ended October 2, 2016, compared with the nine months ended September 27, 2015, primarily as a result of:

- favorable product mix;
- lower global manufacturing and supply costs;
- a reduction in the amount of additional costs related to becoming an independent public company;
- favorable foreign exchange;
- business model changes in Venezuela; and
- a decline in charges relating to our operational efficiency initiative,

partially offset by:

- the cost of products and charges reflecting fair value adjustments to inventory related to the acquisition of Pharmaq;
- an increase in sales volume including six additional calendar days; and
- an increase in inventory obsolescence, scrap and other charges.

Selling, general and administrative expenses

	Three Months Ended			Nine Months Ended		
(MILLIONS OF DOLLARS)	October 2, 2016	September 27, 2015	% Change	October 2, 2016	September 27, 2015	% Change

Selling, general and administrative expenses	$345	$ 374	(8)	$1,003	$1,107	(9)
% of revenue	28%	31%		28%	32%	

Certain amounts and percentages may reflect rounding adjustments.

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Three months ended October 2, 2016 vs. three months ended September 27, 2015

Selling, general & administrative (SG&A) expenses decreased by $29 million, or 8%, in the three months ended October 2, 2016, compared with the three months ended September 27, 2015, primarily as a result of:

- a reduction in marketing and general and administrative expense driven by our operational efficiency initiative;
- a reduction in the amount of additional costs related to becoming an independent public company;
- lower distribution expenses;
- a reduction in consulting charges relating to our operational efficiency initiative; and
- favorable foreign exchange,

partially offset by:

- higher advertising and promotional spending associated with new products;
- additional expenses due to the acquisition of Pharmaq; and
- an increase in depreciation associated with the implementation of our enterprise resource planning system.

Nine months ended October 2, 2016 vs. nine months ended September 27, 2015

Selling, general & administrative (SG&A) expenses decreased by $104 million, or 9%, in the nine months ended October 2, 2016, compared with the nine months ended September 27, 2015, primarily as a result of:

- a reduction in marketing and general and administrative expense driven by our operational efficiency initiative;
- a reduction in the amount of additional costs related to becoming an independent public company;
- favorable foreign exchange; and
- a reduction in consulting charges relating to our operational efficiency initiative,

partially offset by:

- higher advertising and promotional spending associated with new products;
- an increase in depreciation associated with the implementation of our enterprise resource planning system;
- additional expenses due to the acquisition of Pharmaq;
- compensation expenses; and
- the impact of six additional calendar days.

Research and development expenses

	Three Months Ended			Nine Months Ended		
(MILLIONS OF DOLLARS)	October 2, 2016	September 27, 2015	% Change	October 2, 2016	September 27, 2015	% Change
Research and development expenses	$ 90	$ 91	(1)	$ 268	$ 255	5
% of revenue	7 %	7 %		7 %	7 %	

Certain amounts and percentages may reflect rounding adjustments.

Three months ended October 2, 2016 vs. three months ended September 27, 2015

R&D expenses decreased by $1 million, or 1%, in the three months ended October 2, 2016, compared with the three months ended September 27, 2015, primarily as a result of:

- a reduction in spending driven by our operational efficiency initiative,

partially offset by:

- the inclusion of Pharmaq.

Nine months ended October 2, 2016 vs. nine months ended September 27, 2015

R&D expenses increased by $13 million, or 5%, in the nine months ended October 2, 2016, compared with the nine months ended September 27, 2015, primarily as a result of:

- the inclusion of Pharmaq;
- increased project spending due to the timing of portfolio execution;
- an increase in professional services; and
- the impact of six additional calendar days,

partially offset by:

- a reduction in spending driven by our operational efficiency initiative; and
- favorable foreign exchange.

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Amortization of intangible assets

	Three Months Ended			Nine Months Ended		
	October 2,	September 27,	%	October 2,	September 27,	