

Intelsat S.A.
Form 6-K
July 27, 2017
Table of Contents

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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 or 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of July, 2017

001-35878

(Commission File Number)

Intelsat S.A.

(Translation of registrant's name into English)

4 rue Albert Borschette

Edgar Filing: Intelsat S.A. - Form 6-K

Luxembourg

Grand Duchy of Luxembourg

L-1246

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Table of Contents

INTELSAT S.A.

Quarterly Report for the three and six months ended June 30, 2017

Table of Contents

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

Item 1.	<u>Financial Statements:</u>	
	<u>Condensed Consolidated Balance Sheets as of December 31, 2016 and June 30, 2017 (Unaudited)</u>	6
	<u>Unaudited Condensed Consolidated Statements of Operations for the Three and Six Months Ended June 30, 2016 and 2017</u>	7
	<u>Unaudited Condensed Consolidated Statements of Comprehensive Income (Loss) for the Three and Six Months Ended June 30, 2016 and 2017</u>	8
	<u>Unaudited Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2016 and 2017</u>	9
	<u>Notes to the Condensed Consolidated Financial Statements (Unaudited)</u>	10
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	35
Item 3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	50

PART II. OTHER INFORMATION

Item 1.	<u>Legal Proceedings</u>	51
Item 1A.	<u>Risk Factors</u>	51
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	51
Item 3.	<u>Defaults Upon Senior Securities</u>	51
Item 4.	<u>Mine Safety Disclosures</u>	51
Item 5.	<u>Other Information</u>	51

<u>SIGNATURES</u>		52
--------------------------	--	----

Table of Contents

INTRODUCTION

In this Quarterly Report, unless otherwise indicated or the context otherwise requires, (1) the terms we, us, our, the Company and Intelsat S.A. refer to Intelsat S.A. and its subsidiaries on a consolidated basis, (2) the term Intelsat Holdings refers to Intelsat Holdings S.A., Intelsat S.A.'s indirect wholly-owned subsidiary, (3) the term Intelsat Investments refers to Intelsat Investments S.A. (formerly Intelsat S.A.), Intelsat S.A.'s indirect wholly-owned subsidiary, (4) the term Intelsat Luxembourg refers to Intelsat (Luxembourg) S.A., Intelsat Investments' direct wholly-owned subsidiary, (5) the terms Intelsat Connect and ICF refer to Intelsat Connect Finance S.A., Intelsat Luxembourg's direct wholly-owned subsidiary, (6) the term Intelsat Jackson refers to Intelsat Jackson Holdings S.A., Intelsat Connect's direct wholly-owned subsidiary, (7) the term Intelsat Corp refers to Intelsat Corporation, Intelsat Jackson's direct wholly-owned subsidiary and (8) the term Intelsat General refers to Intelsat General Corporation, our government business subsidiary.

In this Quarterly Report, unless the context otherwise requires, all references to transponder capacity or demand refer to transponder capacity or demand in the C-band and Ku-band frequencies only.

FINANCIAL AND OTHER INFORMATION

Unless otherwise indicated, all references to dollars and \$ in this Quarterly Report are to, and all monetary amounts in this Quarterly Report are presented in, U.S. dollars. Unless otherwise indicated, the financial information contained in this Quarterly Report has been prepared in accordance with United States generally accepted accounting principles (U.S. GAAP).

Certain monetary amounts, percentages and other figures included in this Quarterly Report have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be the arithmetic aggregation of the figures that precede them, and figures expressed as percentages in the text may not total 100% or, as applicable, when aggregated may not be the arithmetic aggregation of the percentages that precede them.

In this Quarterly Report, we refer to and rely on publicly available information regarding our industry and our competitors. Although we believe the information is reliable, we cannot guarantee the accuracy and completeness of the information and have not independently verified it.

FORWARD-LOOKING STATEMENTS

Some of the statements in this Quarterly Report constitute forward-looking statements that do not directly or exclusively relate to historical facts.

When used in this Quarterly Report, the words may, will, might, should, expect, plan, anticipate, project, estimate, predict, intend, potential, outlook and continue, and the negative of these terms, and other similar expressions are intended to identify forward-looking statements and information.

The forward-looking statements made in this Quarterly Report reflect our intentions, plans, expectations, assumptions, anticipations, projections, estimations, predictions, outlook and beliefs about future events. These forward-looking statements speak only as of the date of this Quarterly Report and are not guarantees of future performance or results and are subject to risks, uncertainties and other factors, many of which are outside of our control. These factors could cause actual results or developments to differ materially from the expectations expressed or implied in the forward-looking statements and include known and unknown risks. Known risks include, among others, the risks discussed in Item 3D Risk Factors in our Annual Report on Form 20-F for the year ended December 31, 2016, the

political, economic and legal conditions in the markets we are targeting for communications services or in which we operate, and other risks and uncertainties inherent in the telecommunications business in general and the satellite communications business in particular.

The following list represents some, but not necessarily all, of the factors that could cause actual results to differ from historical results or those anticipated or predicted by these forward-looking statements:

risks associated with operating our in-orbit satellites;

satellite launch failures, satellite launch and construction delays and in-orbit failures or reduced satellite performance;

potential changes in the number of companies offering commercial satellite launch services and the number of commercial satellite launch opportunities available in any given time period that could impact our ability to timely schedule future launches and the prices we pay for such launches;

Table of Contents

our ability to obtain new satellite insurance policies with financially viable insurance carriers on commercially reasonable terms or at all, as well as the ability of our insurance carriers to fulfill their obligations;

possible future losses on satellites that are not adequately covered by insurance;

U.S. and other government regulation;

changes in our contracted backlog or expected contracted backlog for future services;

pricing pressure and overcapacity in the markets in which we compete;

our ability to access capital markets for debt or equity;

the competitive environment in which we operate;

customer defaults on their obligations to us;

our international operations and other uncertainties associated with doing business internationally;

potential adverse reactions or changes to business or employee relationships resulting from the termination of the proposed OneWeb/SoftBank Transactions (See Note 1 *General Recent Developments Related to the Combination Agreement*);

competitive responses to the now terminated OneWeb/SoftBank Transactions;

diversion of management's attention from ongoing business operations and opportunities as a result of the now terminated OneWeb/SoftBank Transactions;

litigation; and

other risks discussed in our Annual Report or this Quarterly Report.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee our future results, level of activity, performance or achievements. Because actual results could differ materially from our intentions, plans, expectations, assumptions, anticipations, projections, estimations, predictions,

outlook and beliefs about the future, you are urged not to rely on forward-looking statements in this Quarterly Report and to view all forward-looking statements made in this Quarterly Report with caution. We do not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Table of Contents**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****INTELSAT S.A.****CONDENSED CONSOLIDATED BALANCE SHEETS**

(in thousands, except per share amounts)

	As of December 31, 2016	As of June 30, 2017 (unaudited)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 666,024	\$ 508,843
Restricted cash		18,055
Receivables, net of allowance of \$54,744 in 2016 and \$44,731 in 2017	203,036	196,347
Prepaid expenses and other current assets	55,908	55,987
Total current assets	924,968	779,232
Satellites and other property and equipment, net	6,185,842	6,114,442
Goodwill	2,620,627	2,620,627
Non-amortizable intangible assets	2,452,900	2,452,900
Amortizable intangible assets, net	391,838	370,711
Other assets	365,834	403,323
Total assets	\$ 12,942,009	\$ 12,741,235
LIABILITIES AND SHAREHOLDERS DEFICIT		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 215,987	\$ 129,848
Taxes payable	16,733	10,094
Employee related liabilities	50,178	27,086
Accrued interest payable	204,840	207,420
Current portion of long-term debt		96,482
Deferred satellite performance incentives	23,455	28,240
Deferred revenue	157,684	155,448
Other current liabilities	64,786	47,052
Total current liabilities	733,663	701,670
Long-term debt, net of current portion	14,198,084	14,124,687
Deferred satellite performance incentives, net of current portion	210,706	222,620
Deferred revenue, net of current portion	906,744	861,334

Edgar Filing: Intelsat S.A. - Form 6-K

Deferred income taxes	168,445	174,610
Accrued retirement benefits	186,284	178,683
Other long-term liabilities	148,081	137,067
Shareholders' deficit:		
Common shares; nominal value \$0.01 per share	1,180	1,190
Paid-in capital	2,156,911	2,166,397
Accumulated deficit	(5,715,931)	(5,774,296)
Accumulated other comprehensive loss	(76,305)	(74,077)
Total Intelsat S.A. shareholders' deficit	(3,634,145)	(3,680,786)
Noncontrolling interest	24,147	21,350
Total liabilities and shareholders' deficit	\$ 12,942,009	\$ 12,741,235

See accompanying notes to unaudited condensed consolidated financial statements.

Table of Contents**INTELSAT S.A.****UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(in thousands, except per share amounts)**

	Three Months Ended June 30, 2016	Three Months Ended June 30, 2017	Six Months Ended June 30, 2016	Six Months Ended June 30, 2017
Revenue	\$ 541,983	\$ 533,229	\$ 1,094,626	\$ 1,071,713
Operating expenses:				
Direct costs of revenue (excluding depreciation and amortization)	78,414	79,431	165,874	163,892
Selling, general and administrative	59,166	47,175	116,297	104,470
Depreciation and amortization	177,079	177,510	345,959	356,642
Total operating expenses	314,659	304,116	628,130	625,004
Income from operations	227,324	229,113	466,496	446,709
Interest expense, net	234,987	248,100	451,897	494,346
Gain (loss) on early extinguishment of debt	131,402	(48)	131,402	456
Other income (expense), net	(829)	674	(1,410)	2,017
Income (loss) before income taxes	122,910	(18,361)	144,591	(45,164)
Provision for income taxes	5,498	4,439	10,887	11,278
Net income (loss)	117,412	(22,800)	133,704	(56,442)
Net income attributable to noncontrolling interest	(983)	(995)	(1,949)	(1,923)
Net income (loss) attributable to Intelsat S.A.	\$ 116,429	\$ (23,795)	\$ 131,755	\$ (58,365)
Cumulative preferred dividends				
Net income (loss) attributable to common shareholders	\$ 116,429	\$ (23,795)	\$ 131,755	\$ (58,365)
Net income (loss) per common share attributable to Intelsat S.A.:				
Basic	\$ 1.02	\$ (0.20)	\$ 1.19	\$ (0.49)
Diluted	\$ 0.98	\$ (0.20)	\$ 1.11	\$ (0.49)

See accompanying notes to unaudited condensed consolidated financial statements.

Table of Contents**INTELSAT S.A.****UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)****(in thousands)**

	Three Months Ended June 30, 2016	Three Months Ended June 30, 2017	Six Months Ended June 30, 2016	Six Months Ended June 30, 2017
Net income (loss)	\$ 117,412	\$ (22,800)	\$ 133,704	\$ (56,442)
Other comprehensive income, net of tax:				
Defined benefit retirement plans:				
Reclassification adjustment for amortization of unrecognized prior service credits included in net periodic pension costs and other, net of tax	(1)	(2)	(2)	(4)
Reclassification adjustment for amortization of unrecognized actuarial loss included in net periodic pension costs, net of tax	531	519	1,063	1,085
Marketable securities:				
Unrealized gains on investments, net of tax	75	113	117	282
Reclassification adjustment for realized gain on investments, net of tax	(9)	(16)	(11)	(29)
Derivatives:				
Unrealized gain on fair value of derivatives, net of tax		50		894
Other comprehensive income	596	664	1,167	2,228
Comprehensive income (loss)	118,008	(22,136)	134,871	(54,214)
Comprehensive income attributable to noncontrolling interest	(983)	(995)	(1,949)	(1,923)
Comprehensive income (loss) attributable to Intelsat S.A.	\$ 117,025	\$ (23,131)	\$ 132,922	\$ (56,137)

See accompanying notes to unaudited condensed consolidated financial statements.

Table of Contents

INTELSAT S.A.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	Six Months Ended June 30, 2016	Six Months Ended June 30, 2017
Cash flows from operating activities:		
Net income (loss)	\$ 133,704	\$ (56,442)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	345,959	356,642
Provision for doubtful accounts	16,600	(7,462)
Foreign currency transaction gain	(3,640)	(301)
Loss on disposal of assets		24
Share-based compensation	13,173	9,354
Deferred income taxes	(3,540)	(2,555)
Amortization of discount, premium, issuance costs and related costs	10,921	23,899
Gain on early extinguishment of debt	(138,238)	(456)
Unrealized gains on derivative financial instruments	(764)	
Amortization of actuarial loss and prior service credits for retirement benefits	1,681	1,715
Other non-cash items	323	31
Changes in operating assets and liabilities:		
Receivables	(18,681)	13,603
Prepaid expenses and other assets	(29,990)	(5,551)
Accounts payable and accrued liabilities	797	(36,261)
Accrued interest payable	24,965	2,580
Deferred revenue	(5,408)	(61,562)
Accrued retirement benefits	(4,652)	(7,601)
Other long-term liabilities	(1,520)	(498)
Net cash provided by operating activities	341,690	229,159
Cash flows from investing activities:		
Payments for satellites and other property and equipment (including capitalized interest)	(417,634)	(305,265)
Purchase of cost method investments	(4,000)	(16,000)
Capital contributions to unconsolidated affiliates	(787)	(16,195)
Proceeds from insurance settlements		1,547
Net cash used in investing activities	(422,421)	(335,913)

Cash flows from financing activities:

Proceeds from issuance of long-term debt	1,250,000	
Repayment of long-term debt	(328,569)	
Debt issuance costs	(25,053)	
Payments on debt exchange		(14)
Dividends paid to preferred shareholders	(4,959)	
Other payments for satellites		(18,333)
Principal payments on deferred satellite performance incentives	(8,544)	(10,657)
Dividends paid to noncontrolling interest	(4,555)	(4,720)
Restricted cash for collateral		(18,055)
Other financing activities		503
Net cash provided by (used in) financing activities	878,320	(51,276)
Effect of exchange rate changes on cash and cash equivalents	435	849
Net change in cash and cash equivalents	798,024	(157,181)
Cash and cash equivalents, beginning of period	171,541	666,024
Cash and cash equivalents, end of period	\$ 969,565	\$ 508,843

Supplemental cash flow information:

Interest paid, net of amounts capitalized	\$ 416,535	\$ 468,590
Income taxes paid, net of refunds	14,122	18,985

Supplemental disclosure of non-cash investing activities:

Accrued capital expenditures	\$ 115,322	\$ 24,256
Capitalization of deferred satellite performance incentives	31,600	27,325

Supplemental disclosure of non-cash financing activities:

Debt financing and restricted cash received	\$ 480,200	\$
Restricted cash letters of credit collateral		18,055

See accompanying notes to unaudited condensed consolidated financial statements.

Table of Contents

INTELSAT S.A.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

June 30, 2017

Note 1 General

Basis of Presentation

The accompanying condensed consolidated financial statements of Intelsat S.A. and its subsidiaries (Intelsat S.A., we, us, our or the Company) have not been audited, but are prepared in accordance with United States generally accepted accounting principles (U.S. GAAP) for interim financial information. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. References to U.S. GAAP issued by the Financial Accounting Standards Board (FASB) in these footnotes are to the FASB Accounting Standards Codification (ASC). The unaudited condensed consolidated financial statements include all adjustments (consisting only of normal and recurring adjustments) that are, in the opinion of management, necessary for a fair presentation of these financial statements. The results of operations for the periods presented are not necessarily indicative of operating results for the full year or for any future period. The condensed consolidated balance sheet as of December 31, 2016 has been derived from the audited consolidated financial statements at that date but does not include all of the information and footnotes required by U.S. GAAP for complete financial statements. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 20-F for the year ended December 31, 2016 on file with the U.S. Securities and Exchange Commission.

Use of Estimates

The preparation of these condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of these condensed consolidated financial statements, the reported amounts of revenues and expenses during the reporting periods, and the disclosures of contingent liabilities. Accordingly, ultimate results could differ from those estimates.

Recent Developments Related to the Combination Agreement

On February 28, 2017, Intelsat entered into a combination agreement (as amended on May 17, 2017, the Combination Agreement) with WorldVu Satellites Limited (OneWeb), which provided for a combination of the businesses of Intelsat and OneWeb pursuant to a merger (the OneWeb Combination), and Intelsat entered into a share purchase agreement (as amended on May 17, 2017, the Share Purchase Agreement) with SoftBank Group Corp. (SoftBank), which provided for a cash investment by SoftBank in exchange for shares of Intelsat (the SoftBank Investment and, together with the OneWeb Combination, the OneWeb/SoftBank Transactions). The consummation of the OneWeb/SoftBank Transactions was conditioned on the successful completion of debt exchange offers for certain outstanding notes of Intelsat Jackson, Intelsat Luxembourg and ICF (the Exchange Offer Condition). The parties to the Combination Agreement and Share Purchase Agreement were entitled to terminate such agreements and the OneWeb/SoftBank Transactions if sufficient tenders by bondholders in such debt exchange offers to satisfy the Exchange Offer Condition were not obtained by June 2, 2017. On June 1, 2017, Intelsat announced that the debt exchange offers by Intelsat Jackson, Intelsat Luxembourg and ICF had expired without sufficient tenders having been received, and accordingly that such debt exchange offers had been terminated. On June 2, 2017, Intelsat received

termination notices from OneWeb and SoftBank terminating the Combination Agreement and Share Purchase Agreement, respectively.

Recently Issued Accounting Pronouncements

In May 2014, the FASB issued Accounting Standard Update (ASU) 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which will supersede the revenue recognition requirements in FASB ASC Topic 605 *Revenue Recognition*. The guidance in ASU 2014-09 clarifies the principles for recognizing revenue and improves financial reporting by creating a common revenue standard for U.S. GAAP and International Financial Reporting Standards.

In August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, to defer the effective date of ASU 2014-09 by one year. Public entities can now elect to defer implementation of ASU 2014-09 to interim and annual periods beginning after December 15, 2017. Additionally, ASU 2015-14 permits early adoption of the standard but not before the original effective date, i.e. annual periods beginning after December 15, 2016. The standard permits the use of either the retrospective or cumulative effect transition method.

In February 2016, the FASB issued ASU 2016-08, *Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*. The standard amends the principal versus agent guidance in ASU 2014-09 and clarifies that the analysis must focus on whether the entity has control of the goods or services before they are transferred to the customer.

Table of Contents

In April 2016, the FASB issued ASU 2016-10, *Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing*. The standard amends the guidance in ASU 2014-09 about identifying performance obligations and accounting for licenses of intellectual property.

In May 2016, the FASB issued ASU 2016-12, *Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients*. The standard makes narrow-scope amendments to ASU 2014-09 and provides practical expedients to simplify the transition to the new standard and to clarify certain aspects of the standard.

In December 2016, the FASB issued ASU 2016-20, *Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers*. The standard affects certain narrow aspects of the guidance issued in ASU 2014-09.

We are still in the process of evaluating the impact that these standards will have on our consolidated financial statements and associated disclosures, and have not yet selected a transition method. Based on our initial assessment, we believe that the main changes from the new revenue standard will include: adjustments to the promised amount of consideration for effects of the time value of money for prepayment contracts with a significant financing component; capitalization of incremental costs for obtaining a contract; allocation of transaction price to all performance obligations in arrangements, irrespective of whether goods or services are provided before consideration is paid; changes to the accounting for contract modifications; and additional disclosures. The Company will adopt these standards on January 1, 2018.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, to increase transparency and comparability by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. ASU 2016-02 is effective for interim and annual periods beginning after December 15, 2018, on a modified retrospective basis with early adoption allowed. We are in the process of evaluating the impact that ASU 2016-02 will have on our consolidated financial statements and associated disclosures.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which changes how companies measure and recognize credit impairment for any financial assets. The standard will require companies to immediately recognize an estimate of credit losses expected to occur over the remaining life of the financial assets that are within the scope of the standard. ASU 2016-13 is effective for interim and annual periods beginning after December 15, 2019 for public business entities that are SEC filers, on a modified retrospective basis. Early adoption is permitted for interim and annual periods beginning after December 15, 2018. We are in the process of evaluating the impact that ASU 2016-13 will have on our consolidated financial statements and associated disclosures.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*, which addresses specific issues relating to diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. Additionally, in November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash (a consensus of the FASB Emerging Issues Task Force)*, which requires that amounts described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. ASU 2016-15 and ASU 2016-18 are effective for interim and annual periods beginning after December 15, 2017 for public business entities, on a retrospective basis. Early adoption is permitted for both standards in any interim or annual period, and for ASU 2016-15 with a condition that the entire ASU is adopted in the same period. We do not expect the adoption of ASU 2016-15 to have a material

impact on our consolidated financial statements and associated disclosures. The amendments in ASU 2016-18 will change the presentation of cash flows from restricted cash from supplemental disclosure of non-cash financing activities to cash flows from financing activities in our consolidated statement of cash flows. During both the three months and six months ended June 30, 2016, the amendments in ASU 2016-18 would have resulted in reclassification of \$480.2 million, currently presented as debt financing and restricted cash received under supplemental disclosure of non-cash financing activities, to proceeds from issuance of long-term debt under cash flows from financing activities. During both the three months and six months ended June 30, 2017, the amendments in ASU 2016-18 would have resulted in elimination of \$18.1 million, currently presented as restricted cash letters of credit collateral under supplemental disclosure of non-cash financing activities, and elimination of \$18.1 million outflow from restricted cash for collateral.

In October 2016, the FASB issued ASU 2016-16, *Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory*, which is intended to improve the accounting for the income tax consequences of intra-entity transfers of assets other than inventory. The amendments in ASU 2016-16 eliminate the current requirement to defer the recognition of current and deferred income taxes for an intra-entity asset transfer until the asset has been sold to an outside party. ASU 2016-16 is effective for interim and annual periods beginning after December 15, 2017 for public business entities, on a modified retrospective basis. Early adoption is permitted as of the beginning of an annual reporting period for which interim or annual financial statements have not been issued. We plan to adopt the amendments in the first quarter of 2018 and expect the effect of ASU 2016-16 to be a cumulative benefit to retained earnings on January 1, 2018. Based on our existing intercompany structure, we expect the benefit to retained earnings to be between \$4 million and \$10 million. The benefit relates to certain deferred intercompany gains/losses, mostly in connection with a series of intercompany transactions in 2011 and related steps that reorganized the ownership of our assets among our subsidiaries.

Table of Contents

In January 2017, the FASB issued ASU 2017-04, *Intangibles-Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*, which is intended to simplify the subsequent measurement of goodwill. The amendments in ASU 2017-04 modify the concept of impairment from the condition that exists when the carrying amount of goodwill exceeds its fair value to the condition that exists when the carrying amount of a reporting unit exceeds its fair value. An entity will no longer determine goodwill impairment by calculating the implied fair value of goodwill by assigning the fair value of a reporting unit to all of its assets and liabilities, as if that reporting unit had been acquired in a business combination. ASU 2017-04 will be effective for interim and annual goodwill impairment tests in fiscal years beginning after December 15, 2019 for public business entities, on a prospective basis. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. When adopted, we expect the amendments in ASU 2017-04 to simplify the process of testing for goodwill impairment, if required.

In March 2017, the FASB issued ASU 2017-07, *Compensation-Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*, which is intended to improve the presentation of net periodic pension cost and net periodic postretirement benefit cost in the financial statements. ASU 2017-07 requires that an employer disaggregate the service cost component from the other components of net benefit cost and report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. ASU 2017-07 is effective for interim and annual periods beginning after December 15, 2017 for public business entities. Early adoption is permitted as of the beginning of an annual period for which interim or annual financial statements have not been issued. We are in the process of evaluating the impact that ASU 2017-07 will have on our consolidated financial statements and associated disclosures.

In May 2017, the FASB issued ASU 2017-09, *Compensation-Stock Compensation (Topic 718): Scope of Modification Accounting*, which is intended to clarify when to account for a change to the terms or conditions of a share-based payment award as a modification. Under ASU 2017-09 modification accounting is required only if the fair value (or calculated intrinsic value, if those amounts are being used to measure the award under ASC 718), the vesting conditions, or the classification of the award changes as a result of the change in terms or conditions. ASU 2017-09 is effective for all entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. Early adoption is permitted, including adoption in any interim period for which financial statements have not yet been issued or made available for issuance. The amendment should be applied prospectively to an award modified on or after the adoption date. We do not anticipate this ASU will have a material impact on our consolidated financial statements and associated disclosures. We will continue to evaluate the impact of ASU 2017-09 as any modifications will occur.

Note 2 Share Capital

Under our Articles of Incorporation, we have an authorized share capital of \$10.0 million, represented by 1.0 billion shares of any class with a nominal value of \$0.01 per share. At June 30, 2017, there were 119.0 million common shares issued and outstanding.

On May 1, 2016, each of our 5.75% Series A Mandatorily convertible junior non-voting preferred shares (the Series A Preferred Shares) automatically converted into 2.7778 common shares, based on the average of the closing prices per common share over the 40 trading day period ending on the third trading day prior to the mandatory conversion date. The automatic conversion for a total of 9.6 million new common shares was recorded on May 2, 2016.

Table of Contents**Note 3 Net Income (Loss) per Share**

Basic earnings per share (EPS) is computed by dividing net income (loss) attributable to Intelsat S.A.'s common shareholders by the weighted average number of common shares outstanding during the periods.

The following table sets forth the computation of basic and diluted net income (loss) per share attributable to Intelsat S.A.:

	(in thousands, except per share data or where otherwise noted)			
	Three Months Ended June 30, 2016	Three Months Ended June 30, 2017	Six Months Ended June 30, 2016	Six Months Ended June 30, 2017
Numerator:				
Net income (loss)	\$ 117,412	\$ (22,800)	\$ 133,704	\$ (56,442)
Net income attributable to noncontrolling interest	(983)	(995)	(1,949)	(1,923)
Net income (loss) attributable to Intelsat S.A.	116,429	(23,795)	131,755	(58,365)
Net income (loss) attributable to common shareholders	116,429	(23,795)	131,755	(58,365)
Numerator for Basic EPS income (loss) available to common shareholders	116,429	(23,795)	131,755	(58,365)
Numerator for Diluted EPS	116,429	(23,795)	131,755	(58,365)
Denominator:				
Basic weighted average shares outstanding (in millions)	114.5	118.9	111.1	118.6
Weighted average dilutive shares outstanding (in millions):				
Preferred shares (in millions)	3.2		6.4	
Employee compensation related shares including options and restricted stock units (in millions)	0.8		0.7	
Diluted weighted average shares outstanding (in millions)	118.5	118.9	118.2	118.6
Basic net income (loss) per common share attributable to Intelsat S.A.	\$ 1.02	\$ (0.20)	\$ 1.19	\$ (0.49)
Diluted net income (loss) per common share attributable to Intelsat S.A.	\$ 0.98	\$ (0.20)	\$ 1.11	\$ (0.49)

Due to a net loss for the three and six months ended June 30, 2017, there were no dilutive securities, and therefore, basic and diluted EPS were the same. The weighted average number of shares that could potentially dilute basic EPS

in the future was 6.4 million and 5.7 million (consisting of restricted share units and options to purchase common shares) for the three months ended June 30, 2016 and 2017, respectively, and 6.6 million and 5.6 million for the six months ended June 30, 2016 and 2017, respectively.

Table of Contents

Note 4 Share-Based and Other Compensation Plans

In April 2013, our board of directors adopted the amended and restated Intelsat Global, Ltd. 2008 Share Incentive Plan (as amended, the 2008 Equity Plan). Also in April 2013, our board of directors adopted the Intelsat S.A. 2013 Equity Incentive Plan (the 2013 Equity Plan). No new awards may be granted under the 2008 Equity Plan.

The 2013 Equity Plan provides for a variety of equity based awards, including incentive stock options (within the meaning of Section 422 of the United States Internal Revenue Service Tax Code), restricted shares, restricted share units (RSUs), other share-based awards and performance compensation awards. Effective June 16, 2016, we increased the aggregate number of common shares authorized for issuance under the 2013 Equity Plan to 20.0 million common shares.

In March 2016, the FASB issued ASU 2016-09, *Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*, which is intended to improve accounting for share-based payment transactions as part of the FASB's simplification initiative. We adopted this ASU in the first quarter of 2017 and are recognizing forfeitures as they occur. The adoption did not have a material impact on our consolidated financial statements and associated disclosures.

For all share-based awards, we recognize the compensation costs over the vesting period during which the employee provides service in exchange for the award. During the six months ended June 30, 2016 and 2017, we recorded compensation expense of \$13.2 million and \$9.4 million, respectively.

Option modifications

During the six months ended June 30, 2016, we amended 1.2 million stock options under the 2008 Equity Plan (including 0.7 million of anti-dilution options), and 0.4 million stock options under the 2013 Equity Plan in order to modify the exercise prices to \$4.16 for the anti-dilution options and to \$3.77 for the remainder. As a result of the change, we estimated the difference between fair value of the amended options and the fair value of the original awards before settlement. The fair value was measured using the Black-Scholes option pricing model and the following assumptions were used for the amended options and the original awards before amendment: risk-free interest rates of 0.8% to 1.5%; dividend yields of 0.0%; expected volatility of 50-60%; and expected life of one to four years.

All such options were fully vested and we recognized additional compensation expense associated with the modifications of \$2.0 million for the six months ended June 30, 2016.

There were no option modifications during the six months ended June 30, 2017.

Time-based RSUs

We granted 1.2 million time-based RSUs during the six months ended June 30, 2017. These RSUs vest over three years from the date of grant in equal annual installments.

The fair value of time-based RSUs is deemed to be the market price of common shares on the date of grant. The weighted average grant date fair value of time-based RSUs granted during the six months ended June 30, 2017 was \$4.30 per RSU.

Performance-based RSUs

We granted 0.8 million performance-based RSUs during the six months ended June 30, 2017. These RSUs vest after three years from the date of grant upon achievement of an adjusted EBITDA target and achievement of a relative shareholder return (RSR), which is based on our relative shareholder return percentile ranking versus the S&P 900 Index as defined in the grant agreement.

We measure the fair value of performance-based RSUs at the date of grant using the market price of our common shares (to measure the portion of the award based on the adjusted EBITDA target) and a Monte Carlo simulation model (to measure the portion of the award based on an RSR target).

The weighted average grant date fair value of performance-based RSUs granted during the six months ended June 30, 2017 was \$2.79 per RSU.

Table of Contents**Note 5 Fair Value Measurements**

FASB ASC Topic 820, Fair Value Measurements and Disclosure (FASB ASC 820) defines fair value, establishes a market-based framework or hierarchy for measuring fair value and provides for certain required disclosures about fair value measurements. The guidance is applicable whenever another accounting pronouncement requires or permits assets and liabilities to be measured at fair value but does not require any new fair value measurements.

The fair value hierarchy prioritizes the inputs used in valuation techniques into three levels as follows:

Level 1 unadjusted quoted prices for identical assets or liabilities in active markets;

Level 2 quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs other than quoted market prices that are observable or that can be corroborated by observable market data by correlation; and

Level 3 unobservable inputs based upon the reporting entity's internally developed assumptions which market participants would use in pricing the asset or liability.

We have identified investments in marketable securities and put option embedded derivative instruments as those items that meet the criteria of the disclosure requirements and fair value framework of FASB ASC 820.

The following tables present assets and liabilities measured and recorded at fair value in our consolidated balance sheets on a recurring basis and their level within the fair value hierarchy (in thousands), excluding long-term debt (see Note 10 Long-Term Debt). We did not have any transfers between Level 1 and Level 2 fair value measurements during the six months ended June 30, 2017.

	Fair Value Measurements at December 31, 2016			
	As of December 31, 2016	Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>Description Assets</u>				
Marketable securities ⁽¹⁾	\$ 5,381	\$ 5,381	\$	\$
Total assets	\$ 5,381	\$ 5,381	\$	\$
<u>Liabilities</u>				
Put option embedded derivative ⁽²⁾	\$ 1,496	\$	\$	\$ 1,496
Total liabilities	\$ 1,496	\$	\$	\$ 1,496

	Fair Value Measurements at June 30, 2017			
	As of June 30, 2017	Quoted Prices in Active Markets for		
Description Assets		Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Marketable securities ⁽¹⁾	\$ 5,632	\$ 5,632	\$	\$
Total assets	\$ 5,632	\$ 5,632	\$	\$
Liabilities				
Put option embedded derivative ⁽²⁾	\$ 496	\$	\$	\$ 496
Total liabilities	\$ 496	\$	\$	\$ 496

- (1) The valuation measurement inputs of these marketable securities represent unadjusted quoted prices in active markets and, accordingly, we have classified such investments within Level 1 of the fair value hierarchy. The cost basis of our available-for-sale marketable securities was \$5.0 million at December 31, 2016 and \$4.7 million at June 30, 2017. We sold marketable securities with a cost basis of \$0.3 million during the six months ended June 30, 2017 and recorded a nominal gain on the sale, which was included within other expense, net in our consolidated statement of operations.
- (2) We valued the contingent put option embedded within ICF's 12.50% Senior Notes due 2022 (the 2022 ICF Notes) using a valuation technique which reflects the estimated date and probability of a change of control, the fair value of the 2022 ICF Notes, and a credit valuation adjustment reflecting our credit spreads. We identified the inputs used to calculate the fair value as Level 3 inputs and concluded that the valuation in its entirety was classified as Level 3 within the fair value hierarchy.

Table of Contents**Note 6 Retirement Plans and Other Retiree Benefits*****(a) Pension and Other Postretirement Benefits***

We maintain a noncontributory defined benefit retirement plan covering substantially all of our employees hired prior to July 19, 2001. The cost of providing benefits to eligible participants under the defined benefit retirement plan is calculated using the plan's benefit formulas, which take into account the participants' remuneration, dates of hire, years of eligible service, and certain actuarial assumptions. In addition, as part of the overall medical plan, we provide postretirement medical benefits to certain current retirees who meet the criteria under the medical plan for postretirement benefit eligibility.

The defined benefit retirement plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended. We expect that our future contributions to the defined benefit retirement plan will be based on the minimum funding requirements of the Internal Revenue Code and on the plan's funded status. Any significant decline in the fair value of our defined benefit retirement plan assets or other adverse changes to the significant assumptions used to determine the plan's funded status would negatively impact its funded status and could result in increased funding in future periods. The impact on the funded status is determined based upon market conditions in effect when we completed our annual valuation. During the six months ended June 30, 2017, we made cash contributions to the defined benefit retirement plan of \$1.7 million. We anticipate that our remaining contributions to the defined benefit retirement plan in 2017 will be approximately \$1.2 million. We fund the postretirement medical benefits throughout the year based on benefits paid. We anticipate that our contributions to fund postretirement medical benefits in 2017 will be approximately \$4.1 million.

Included in accumulated other comprehensive loss at June 30, 2017, is \$122.2 million (\$77.1 million, net of tax) that has not yet been recognized in the net periodic pension cost, which includes unrecognized actuarial losses.

Prior service credits and actuarial losses are reclassified from accumulated other comprehensive loss to net periodic pension benefit costs, which are included in both direct costs of revenue and selling, general and administrative on our condensed consolidated statements of operations for the three and six months ended June 30, 2017. The following table presents these reclassifications, net of tax, as well as the reclassification of the realized gain on investments, and the statement of operations line items that are impacted (in thousands):

	Three Months Ended June 30, 2016	Three Months Ended June 30, 2017	Six Months Ended June 30, 2016	Six Months Ended June 30, 2017
Amortization of prior service credits reclassified from other comprehensive loss to net periodic pension benefit costs included in:				
Direct costs of revenue (excluding depreciation and amortization)	\$ (1)	\$ (1)	\$ (2)	\$ (2)
Selling, general and administrative		(1)		(2)
Total	\$ (1)	\$ (2)	\$ (2)	\$ (4)

Amortization of actuarial loss
reclassified from other comprehensive
loss to net periodic pension benefit costs
included in:

Direct costs of revenue (excluding depreciation and amortization)	\$	331	\$	316	\$	663	\$	664
Selling, general and administrative		200		203		400		421
Total	\$	531	\$	519	\$	1,063	\$	1,085

Realized gain on investments included
in:

Other expense, net	\$	(9)	\$	(16)	\$	(11)	\$	(29)
Total	\$	(9)	\$	(16)	\$	(11)	\$	(29)

Table of Contents

Net periodic pension benefit costs included the following components (in thousands):

	Three Months Ended June 30, 2016	Three Months Ended June 30, 2017	Six Months Ended June 30, 2016	Six Months Ended June 30, 2017
Interest cost	\$ 4,046	\$ 3,694	\$ 8,092	\$ 7,389
Expected return on plan assets	(6,384)	(6,103)	(12,768)	(12,205)
Amortization of unrecognized net loss	842	938	1,684	1,875
Total benefit	\$ (1,496)	\$ (1,471)	\$ (2,992)	\$ (2,941)

Net periodic other postretirement benefit costs included the following components (in thousands):

	Three Months Ended June 30, 2016	Three Months Ended June 30, 2017	Six Months Ended June 30, 2016	Six Months Ended June 30, 2017
Interest cost	\$ 841	\$ 718	\$ 1,682	\$ 1,435
Amortization of unrecognized prior service credits	(2)	(2)	(4)	(4)
Amortization of unrecognized net gain		(114)		(228)
Total costs	\$ 839	\$ 602	\$ 1,678	\$ 1,203

(b) Other Retirement Plans

In connection with the amendment of the defined benefit retirement plan in the first quarter of 2015, the two defined contribution retirement plans we previously maintained for the benefit of our employees in the United States, were merged into a single plan, which is qualified under the provisions of Section 401(k) of the Internal Revenue Code. We recognized compensation expense for these plans of \$5.1 million and \$4.3 million during the six months ended June 30, 2016 and 2017, respectively. We also maintain other defined contribution retirement plans in several non-U.S. jurisdictions, but such plans are not material to our financial position or results of operations.

Note 7 Satellites and Other Property and Equipment**(a) Satellites and Other Property and Equipment, net**

Satellites and other property and equipment, net were comprised of the following (in thousands):

As of December 31,	As of June 30,
-----------------------	-------------------

	2016	2017
Satellites and launch vehicles	\$ 10,363,771	\$ 10,560,542
Information systems and ground segment	727,929	772,452
Buildings and other	250,369	253,866
Total cost	11,342,069	11,586,860
Less: accumulated depreciation	(5,156,227)	(5,472,418)
Total	\$ 6,185,842	\$ 6,114,442

Satellites and other property and equipment are stated at historical cost, with the exception of satellites that have been impaired. Satellites and other property and equipment acquired as part of an acquisition are based on their fair value at the date of acquisition.

Satellites and other property and equipment, net as of December 31, 2016 and June 30, 2017 included construction-in-progress of \$1.1 billion and \$0.9 billion, respectively. These amounts relate primarily to satellites under construction and related launch services. Interest costs of \$57.0 million and \$32.0 million were capitalized during the six months ended June 30, 2016 and 2017, respectively.

We have entered into launch contracts for the launch of both specified and unspecified future satellites. Each of these launch contracts may be terminated at our option, subject to payment of a termination fee that increases as the applicable launch date approaches. In addition, in the event of a failure of any launch, we may exercise our right to obtain a replacement launch within a specified period following our request for re-launch.

Table of Contents***(b) Recent Satellite Launches***

On August 24, 2016, we successfully launched our Intelsat 33e satellite into orbit. Intelsat 33e is the second of six high-throughput satellites (HTS) within our Intelsat Epic^{NG} platform, featuring high-performance spot beams and an advanced digital payload. Due to a malfunction in the primary thruster for orbit raising, Intelsat 33e arrived at its 60°E orbital location in December 2016. In-orbit testing was successfully completed, and the satellite entered into service in late January 2017. A failure review board was established to determine the cause of the primary thruster anomaly. As of June 30, 2017, failure investigation is ongoing and a final conclusion had not been reached as to the likely cause of the anomaly. We continue to participate in the on going investigation. We filed a loss claim in March 2017 with our insurers relating to the loss of life for approximately \$78 million. The claim is still in process. Intelsat 33e is fully operational, delivering commercial-grade services for enterprise, fixed and mobile network operators, aeronautical and maritime mobility service providers, and for government customers in the Africa, Europe, Middle East and Asia regions.

Intelsat 32e, a customized payload positioned on a third-party satellite, was successfully launched on February 14, 2017. Intelsat 32e is the third of six in our planned Intelsat Epic^{NG} fleet, featuring high-performance spot beams. Intelsat 32e increases our service capabilities over the in-demand North Atlantic and Caribbean regions, supplying services for applications such as in-flight connectivity for commercial flights and passenger and commercial broadband for cruise lines and shipping vessels. Intelsat 32e entered into service in March 2017.

On July 5, 2017, we successfully launched our Intelsat 35e satellite into orbit. The fourth of our Intelsat Epic^{NG} next-generation high-throughput satellites, Intelsat 35e will deliver high-performance services in C- and Ku-bands. The Intelsat 35e Ku-band services include a customized high power wide beam for direct-to-home (DTH) service delivery in the Caribbean, as well as services for mobility and government applications in the Caribbean, trans-Europe to Africa and the African continent. Intelsat 35e is expected to enter into service during the third quarter of 2017.

Note 8 Investments

We have an ownership interest in two entities that meet the criteria of a variable interest entity (VIE), Horizons Satellite Holdings, LLC (Horizons Holdings) and Horizons-3 Satellite LLC (Horizons 3). Horizons Holdings is discussed in further detail below, including our analyses of the primary beneficiary determination as required under FASB ASC Topic 810, *Consolidation* (FASB ASC 810). In addition, Horizons 3 is discussed in greater detail below. Additionally, we have cost method investments where we have a minority investment, discussed further below.

(a) Horizons Holdings

Our first joint venture with JSAT International, Inc. (JSAT) is named Horizons Satellite Holdings, LLC, and consists of two investments: Horizons-1 Satellite LLC (Horizons-1) and Horizons-2 Satellite LLC (Horizons-2). Horizons Holdings borrowed from JSAT a portion of the funds necessary to finance the construction of the Horizons-2 satellite pursuant to a loan agreement. The borrowing was subsequently repaid. We provide certain services to the joint venture and utilize capacity from the joint venture.

We have determined that this joint venture meets the criteria of a VIE under FASB ASC 810, and we have concluded that we are the primary beneficiary because decisions relating to any future relocation of the Horizons-2 satellite, the most significant asset of the joint venture, are effectively controlled by us. In accordance with FASB ASC 810, as the primary beneficiary, we consolidate Horizons Holdings within our consolidated financial statements. Total assets of Horizons Holdings were \$48.3 million and \$42.8 million as of December 31, 2016, and June 30, 2017, respectively. Total liabilities for the same periods were immaterial.

We have a revenue sharing agreement with JSAT related to services sold on the Horizons-1 and Horizons-2 satellites. We are responsible for billing and collection for such services, and we remit 50% of the revenue, less applicable fees and commissions, to JSAT. Amounts payable to JSAT related to the revenue sharing agreement, net of applicable fees and commissions, from the Horizons-1 and Horizons-2 satellites were \$6.2 million and \$4.6 million as of December 31, 2016, and June 30, 2017, respectively.

(b) Horizons 3 Satellite LLC

On November 4, 2015, we entered into a new joint venture agreement with JSAT. The joint venture, named Horizons 3, was formed for the purpose of developing, launching, managing, operating and owning a high performance satellite to be located at the 169°E orbital location.

Horizons 3, which is 50% owned by each of Intelsat and JSAT, was set up with a joint share of management authority and equal rights to profits and revenues from the joint venture. Similar to Horizons Holdings, we have a revenue sharing agreement with JSAT related to services sold on the Horizons 3 satellite. In addition, we are responsible for billing and collection for such services, and we remit 50% of the revenue, less applicable fees and commissions, to JSAT.

Table of Contents

We have determined that this joint venture meets the criteria of a VIE under FASB ASC 810, and we have concluded that we are not the primary beneficiary, and therefore, do not consolidate Horizons 3. The assessment considered both quantitative and qualitative factors, including an analysis of voting power and other means of control of the joint venture as well as each owner's exposure to risk of loss or gain. Because we and JSAT equally share control over the operations of the joint venture and also equally share exposure to risk of losses or gains, we concluded that we are not the primary beneficiary of Horizons 3. Our investment, included within other assets in our condensed consolidated balance sheets, is accounted for using the equity method of accounting and the investment balance was \$31.1 million and \$47.3 million as of December 31, 2016 and June 30, 2017, respectively.

In connection with our investment in Horizons 3, we entered into a capital contribution and subscription agreement, which requires us to fund our 50% share of the amounts due in order to maintain our respective 50% interest in the joint venture. Pursuant to this agreement, we made contributions of \$10.3 million and \$14.9 million during the year ended December 31, 2016 and the six months ended June 30, 2017, respectively. In addition, our indirect subsidiary that holds our investment in Horizons 3 has entered into a security and pledge agreement with Horizons 3, pursuant to which it has granted a security interest in its membership interests in Horizons 3. Further, our indirect subsidiary has granted a security interest to Horizons 3 in its customer capacity contracts and its ownership interest in its wholly-owned subsidiary that will hold the U.S. Federal Communications Commission license required for the joint venture's operations.

(c) Cost Method Investments

Our cost method investments recorded in other assets in our condensed consolidated balance sheets had a total carrying value of \$29.0 million as of December 31, 2016 and \$45.0 million as of June 30, 2017. The balance as of June 30, 2017 consists of 4 minority investments.

(d) Equity Attributable to Intelsat S.A. and Noncontrolling Interest

The following tables present changes in equity attributable to the Company and equity attributable to our noncontrolling interest, which is included in the equity section of our condensed consolidated balance sheet (in thousands):

	Intelsat S.A. Shareholders Deficit	Noncontrolling Interest	Total Shareholders Deficit
Balance at January 1, 2016	\$ (4,649,565)	\$ 29,212	\$ (4,620,353)
Net income	990,197	3,915	994,112
Dividends paid to noncontrolling interests		(8,980)	(8,980)
Share-based compensation	23,089		23,089
Postretirement/pension liability adjustment	2,041		2,041
Other comprehensive income	93		93
Balance at December 31, 2016	\$ (3,634,145)	\$ 24,147	\$ (3,609,998)

	Intelsat S.A. Shareholders	Noncontrolling Interest	Total Shareholders
--	---------------------------------------	------------------------------------	-------------------------------

Edgar Filing: Intelsat S.A. - Form 6-K

	Deficit		Deficit	
Balance at January 1, 2017	\$ (3,634,145)	\$ 24,147	\$ (3,609,998)	
Net income (loss)	(58,365)	1,923	(56,442)	
Dividends paid to noncontrolling interests		(4,720)	(4,720)	
Share-based compensation	9,496		9,496	
Unrealized gain on fair value of derivatives	894		894	
Postretirement/pension liability adjustment	1,081		1,081	
Other comprehensive income	253		253	
Balance at June 30, 2017	\$ (3,680,786)	\$ 21,350	\$ (3,659,436)	

Table of Contents**Note 9 Goodwill and Other Intangible Assets**

The carrying amounts of goodwill and acquired intangible assets not subject to amortization consist of the following (in thousands):

	As of December 31, 2016	As of June 30, 2017
Goodwill ⁽¹⁾	\$ 2,620,627	\$ 2,620,627
Orbital locations	2,387,700	2,387,700
Trade name	65,200	65,200

(1) Net of accumulated impairment losses of \$4,160,200.

We account for goodwill and other non-amortizable intangible assets in accordance with FASB ASC Topic 350, *Intangibles - Goodwill and Other*, and have deemed these assets to have indefinite lives. Therefore, these assets are not amortized but are tested on an annual basis for impairment during the fourth quarter, or whenever events or changes in circumstances indicate that the carrying amount may not be fully recoverable.

The carrying amount and accumulated amortization of acquired intangible assets subject to amortization consist of the following (in thousands):

	As of December 31, 2016			As of June 30, 2017		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Backlog and other	\$ 743,760	\$ (669,045)	\$ 74,715	\$ 743,760	\$ (677,735)	\$ 66,025
Customer relationships	534,030	(216,907)	317,123	534,030	(229,344)	304,686
Total	\$ 1,277,790	\$ (885,952)	\$ 391,838	\$ 1,277,790	\$ (907,079)	\$ 370,711

Intangible assets are amortized based on the expected pattern of consumption. We recorded amortization expense of \$24.2 million and \$21.1 million for the six months ended June 30, 2016 and 2017, respectively.

Table of Contents**Note 10 Long-Term Debt**

The carrying values and fair values of our notes payable and long-term debt were as follows (in thousands):

	As of December 31, 2016		As of June 30, 2017	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<i>Intelsat Luxembourg:</i>				
6.75% Senior Notes due June 2018	\$ 500,000	\$ 410,000	\$ 96,650	\$ 90,851
Unamortized prepaid debt issuance costs on 6.75% Senior Notes	(5,746)		(168)	
7.75% Senior Notes due June 2021	2,000,000	640,000	2,000,000	1,080,000
Unamortized prepaid debt issuance costs on 7.75% Senior Notes	(16,588)		(14,989)	
8.125% Senior Notes due June 2023	1,000,000	295,000	1,000,000	520,000
Unamortized prepaid debt issuance costs on 8.125% Senior Notes	(9,764)		(9,175)	
12.5% Senior Notes due November 2024			403,350	274,953
Unamortized discount and issuance costs related to 12.5% Senior Notes			(213,354)	
<i>Total Intelsat Luxembourg obligations</i>	<i>3,467,902</i>	<i>1,345,000</i>	<i>3,262,314</i>	<i>1,965,804</i>
<i>Intelsat Connect Finance:</i>				
12.5% Senior Notes due April 2022	\$ 731,884	\$ 475,725	\$ 731,892	\$ 655,043
Unamortized prepaid debt issuance costs and discount on 12.5% Senior Notes	(297,257)		(282,913)	
<i>Total Intelsat Connect Finance obligations</i>	<i>434,627</i>	<i>475,725</i>	<i>448,979</i>	<i>655,043</i>
<i>Intelsat Jackson:</i>				
9.5% Senior Secured Notes due September 2022	\$ 490,000	\$ 543,900	\$ 490,000	\$ 588,000
Unamortized prepaid debt issuance costs and discount on 9.5% Senior Secured Notes	(20,243)		(18,948)	
8.00% Senior Secured Notes due February 2024	1,349,678	1,383,420	1,349,678	1,450,904
Unamortized prepaid debt issuance costs and premium on 8.0% Senior Secured Notes	(6,005)		(5,711)	
7.25% Senior Notes due October 2020	2,200,000	1,716,000	2,200,000	2,073,500
Unamortized prepaid debt issuance costs and premium on 7.25% Senior Notes	(6,756)		(5,968)	
7.25% Senior Notes due April 2019	1,500,000	1,260,000	1,500,000	1,501,875
Unamortized prepaid debt issuance costs on 7.25% Senior Notes	(5,886)		(4,662)	
7.5% Senior Notes due April 2021	1,150,000	879,750	1,150,000	1,058,000
Unamortized prepaid debt issuance costs on 7.5% Senior Notes	(6,828)		(6,135)	

Edgar Filing: Intelsat S.A. - Form 6-K

5.5% Senior Notes due August 2023	2,000,000	1,340,000	2,000,000	1,640,000
Unamortized prepaid debt issuance costs on 5.5% Senior Notes	(14,900)		(13,952)	
Senior Secured Credit Facilities due June 2019	3,095,000	3,013,756	3,095,000	3,067,919
Unamortized prepaid debt issuance costs and discount on Senior Secured Credit Facilities	(21,682)		(17,327)	
<i>Total Intelsat Jackson obligations</i>	11,702,378	10,136,826	11,711,975	11,380,198
<i>Eliminations:</i>				
6.75% Senior Notes due June 2018 owned by Intelsat Connect Finance	\$ (402,570)	\$ (330,107)	\$	\$
Unamortized prepaid debt issuance costs and discount on 6.75% Senior Notes	5,490			
7.75% Senior Notes due June 2021 owned by Intelsat Connect Finance	(979,168)	(313,334)	(979,168)	(528,751)
Unamortized prepaid debt issuance costs on 7.75% Senior Notes	8,121		7,338	
8.125% Senior Notes due June 2023 owned by Intelsat Connect Finance	(111,663)	(32,941)	(111,663)	(58,065)
Unamortized prepaid debt issuance costs on 8.125% Senior Notes	1,090		1,025	
Unamortized prepaid debt issuance costs and discount on 12.5% Senior Notes due April 2022	71,877		70,007	
12.5% Senior Notes due November 2024 owned by Intelsat Connect Finance			(402,595)	(274,438)
Unamortized discount and issuance costs related to 12.5% Senior Notes			212,957	
<i>Total eliminations:</i>	(1,406,823)	(676,382)	(1,202,099)	(861,254)
Total Intelsat S.A. long-term debt	\$ 14,198,084	\$ 11,281,169	\$ 14,221,169	\$ 13,139,791
<i>Less current portion of long-term debt:</i>				
<i>Intelsat Luxembourg:</i>				
6.75% Senior Notes due June 2018	\$		\$ 96,650	
Unamortized prepaid debt issuance costs on 6.75% Senior Notes			(168)	
<i>Total current portion of long-term debts:</i>			96,482	
Total long-term debt, excluding current portion	\$ 14,198,084		\$ 14,124,687	

Table of Contents

The fair value for publicly traded instruments is determined using quoted market prices, and for non-publicly traded instruments, fair value is based upon composite pricing from a variety of sources, including market leading data providers, market makers, and leading brokerage firms. Substantially all of the inputs used to determine the fair value of our debt are classified as Level 1 inputs within the fair value hierarchy from FASB ASC 820, except our senior secured credit facilities, the inputs for which are classified as Level 2.

Intelsat Jackson Senior Secured Credit Agreement

On January 12, 2011, Intelsat Jackson entered into a secured credit agreement (the *Intelsat Jackson Secured Credit Agreement*), which included a \$3.25 billion term loan facility and a \$500.0 million revolving credit facility, and borrowed the full \$3.25 billion under the term loan facility. The term loan facility required regularly scheduled quarterly payments of principal equal to 0.25% of the original principal amount of the term loan beginning six months after January 12, 2011, with the remaining unpaid amount due and payable at maturity. Intelsat Jackson was required to pay a commitment fee for the unused commitments under the revolving credit facility, if any, at a rate per annum of 0.375%.

On October 3, 2012, Intelsat Jackson entered into an Amendment and Joinder Agreement (the *Jackson Credit Agreement Amendment*), which amended the *Intelsat Jackson Secured Credit Agreement*. As a result of the *Jackson Credit Agreement Amendment*, interest rates for borrowings under the term loan facility and the revolving credit facility were reduced. In April 2013, our corporate family rating was upgraded by Moody's, and as a result, the interest rate for the borrowing under the term loan facility and revolving credit facility were further reduced to LIBOR plus 3.00% or the Above Bank Rate (ABR) plus 2.00%.

On November 27, 2013, Intelsat Jackson entered into a Second Amendment and Joinder Agreement (the *Second Jackson Credit Agreement Amendment*), which further amended the *Intelsat Jackson Secured Credit Agreement*. The *Second Jackson Credit Agreement Amendment* reduced interest rates for borrowings under the term loan facility and extended the maturity of the term loan facility. In addition, it reduced the interest rates applicable to \$450 million of the \$500 million total revolving credit facility and extended the maturity of such portion. As a result of the *Second Jackson Credit Agreement Amendment*, interest rates for borrowings under the term loan facility and the new tranche of the revolving credit facility are (i) LIBOR plus 2.75%, or (ii) the ABR plus 1.75%. The LIBOR and the ABR, plus applicable margins, related to the term loan facility and the new tranche of the revolving credit facility are determined as specified in the *Intelsat Jackson Secured Credit Agreement*, as amended by the *Second Jackson Credit Agreement Amendment*, and the LIBOR will not be less than 1.00% per annum. The maturity date of the term loan facility was extended from April 2, 2018 to June 30, 2019 and the maturity of the new \$450 million tranche of the revolving credit facility was extended from January 12, 2016 to July 12, 2017. The interest rates and maturity date applicable to the \$50 million tranche of the revolving credit facility that was not amended did not change. The *Second Jackson Credit Agreement Amendment* further removed the requirement for regularly scheduled quarterly principal payments under the term loan facility.

In January 2017, Intelsat Jackson permanently reduced the revolving credit commitments under the *Intelsat Jackson Secured Credit Agreement* from \$450 million to \$35 million. In June 2017, Intelsat Jackson terminated all remaining commitments under its revolving credit facility.

Intelsat Jackson's obligations under the *Intelsat Jackson Secured Credit Agreement* are guaranteed by ICF, and certain of Intelsat Jackson's subsidiaries. Intelsat Jackson's obligations under the *Intelsat Jackson Secured Credit Agreement* are secured by a first priority security interest in substantially all of the assets of Intelsat Jackson and the guarantors party thereto, to the extent legally permissible and subject to certain agreed exceptions, and by a pledge of the equity interests of the subsidiary guarantors and the direct subsidiaries of each guarantor, subject to certain exceptions,

including exceptions for equity interests in certain non-U.S. subsidiaries, existing contractual prohibitions and prohibitions under other legal requirements.

The Intelsat Jackson Secured Credit Agreement includes two financial covenants. Intelsat Jackson must maintain a consolidated secured debt to consolidated EBITDA ratio equal to or less than 3.50 to 1.00 at the end of each fiscal quarter, as well as a consolidated EBITDA to consolidated interest expense ratio equal to or greater than 1.75 to 1.00 at the end of each fiscal quarter, in each case as such financial measures are defined in the Intelsat Jackson Secured Credit Agreement. Intelsat Jackson was in compliance with these financial maintenance covenant ratios with a consolidated secured debt to consolidated EBITDA ratio of 2.75 to 1.00 and a consolidated EBITDA to consolidated interest expense ratio of 2.17 to 1.00 as of June 30, 2017.

2017 Debt Transactions

January 2017 Intelsat Luxembourg Exchange Offer

In January 2017, Intelsat Luxembourg completed a debt exchange (the *Second 2018 Luxembourg Exchange*), whereby it exchanged \$403.3 million aggregate principal amount of its 6.75% Senior Notes due 2018 (the *2018 Luxembourg Notes*) for an equal aggregate principal amount of newly issued unsecured 12.50% Senior Notes due 2024 (the *2024 Luxembourg Notes*). The *Second 2018 Luxembourg Exchange* consisted of \$377.6 million aggregate principal amount of 2018 Luxembourg Notes held by ICF, together with \$25.0 million aggregate principal amount of 2018 Luxembourg Notes repurchased by us in the fourth quarter of 2015. We consolidate ICF, the holder of the 2018 Luxembourg Notes exchanged in the *Second 2018 Luxembourg Exchange*.

Table of Contents*Intelsat Jackson, Intelsat Luxembourg and Intelsat Connect Exchange Offers Related to the Combination Agreement*

In March 2017, in connection with the Combination Agreement, each of Intelsat Connect, Intelsat Jackson and Intelsat Luxembourg commenced offers to exchange any and all of their respective outstanding senior unsecured notes. On June 1, 2017, Intelsat announced that the debt exchange offers had expired without sufficient tenders having been received, and accordingly had been terminated.

June 2017 Intelsat Jackson Senior Notes Refinancing

On July 5, 2017, Intelsat Jackson completed an offering of \$1.5 billion aggregate principal amount of 9.75% Senior Notes due 2025 (the 2025 Jackson Notes). These notes are guaranteed by all of Intelsat Jackson's subsidiaries that guarantee its obligations under the Intelsat Jackson Secured Credit Agreement and senior notes, as well as by certain of Intelsat Jackson's parent entities. Also on July 5, 2017, the net proceeds from the sale of the 2025 Jackson Notes were used, along with other available cash, to satisfy and discharge all \$1.5 billion aggregate principal amount of Intelsat Jackson's 7.25% Senior Notes due 2019 pursuant to the indenture governing such notes. In connection with the satisfaction and discharge, we expect to recognize a loss on early extinguishment of debt of approximately \$4.6 million, consisting of the difference between the carrying value of the debt redeemed and the total cash amount paid (including related fees and expenses), together with a write-off of unamortized debt issuance costs.

Note 11 Derivative Instruments and Hedging Activities*Put Option Embedded Derivative Instrument*

The 2022 ICF Notes contain a contingent put option clause within the host contract, which affords the holders of the notes the option to require us to repurchase such notes at 101% of their principal amount in the event of a change of control, as defined in the indenture governing the notes. We concluded that the contingent put option required bifurcation in accordance with FASB ASC 815, and have recorded the embedded derivative at fair value on the consolidated balance sheet in Other liabilities. We estimated the fair value of the put option derivative using a valuation technique which reflects the estimated date and probability of a change of control, the fair value of the 2022 ICF Notes, and a credit valuation adjustment reflecting our credit spreads. The fair value of the embedded derivative was \$1.5 million as of December 31, 2016 and \$0.5 million as of June 30, 2017.

The following table sets forth the fair value of our derivatives by category (in thousands):

	Balance Sheets	As of December 31, 2016	As of June 30, 2017
Derivatives not designated as hedging instruments	Location		
Put option embedded derivative	Other liabilities	1,496	496
Total derivatives		\$ 1,496	\$ 496

Note 12 Income Taxes

The majority of our operations are located in taxable jurisdictions, including Luxembourg, the United States (U.S.) and the United Kingdom (UK). Our Luxembourg companies that file tax returns as a consolidated group generated taxable income for the six months ended June 30, 2017. Due to our cumulative losses in recent years, and the inherent

uncertainty associated with the realization of future taxable income in the foreseeable future, we recorded a full valuation allowance against the cumulative net operating losses generated in Luxembourg. The difference between tax expense (benefit) reported in the condensed consolidated statements of operations and tax computed at statutory rates is attributable to the valuation allowance on losses generated in Luxembourg, the provision for foreign taxes, which were principally in the U.S. and the UK, as well as withholding taxes on revenue earned in many of the foreign markets in which we operate.

As of December 31, 2016 and June 30, 2017, our gross unrecognized tax benefits were \$36.2 million and \$37.8 million, respectively (including interest and penalties), of which \$27.9 million and \$29.4 million, respectively, if recognized, would affect our effective tax rate. As of December 31, 2016 and June 30, 2017, we had recorded reserves for interest and penalties in the amount of \$3.1 million and \$3.6 million, respectively. We continue to recognize interest and, to the extent applicable, penalties with respect to the unrecognized tax benefits as income tax expense. Since December 31, 2016, the change in the balance of unrecognized tax benefits consisted of an increase of \$1.2 million related to current tax positions and an increase of \$0.4 million related to prior tax positions.

Table of Contents

We operate in various taxable jurisdictions throughout the world, and our tax returns are subject to audit and review from time to time. We consider Luxembourg, the U.S., the UK and Brazil to be our significant tax jurisdictions. Our Luxembourg, U.S., UK and Brazilian subsidiaries are subject to income tax examination for periods after December 31, 2011. Within the next twelve months, we believe that there are no jurisdictions in which the outcome of unresolved tax issues or claims is likely to be material to our results of operations, financial position or cash flows.

In March 2014, Intelsat Corporation, Intelsat Global Service LLC, Intelsat General, Intelsat USA License LLC and Intelsat USA Sales LLC were notified by the District of Columbia Office of the Tax Revenue of its intent to initiate an audit for the tax years ending 2010 and 2011. In June 2017, this audit was closed without any adjustments that were material to our results of operations, financial position or cash flows.

On March 29, 2017, the UK Government gave formal notice of its intention to leave the European Union (EU). This notice started the two-year negotiation period to establish the withdrawal terms. Once the UK ultimately withdraws from the EU, existing tax reliefs and exemptions on intra-European transactions will likely cease to apply to transactions between UK entities and EU entities. In addition, transactions with non-EU countries, such as the U.S., may also be affected. As of June 30, 2017, all relevant tax laws and treaties remain unchanged and the tax consequences are unknown. Therefore, we have not recognized any impacts of the withdrawal in the income tax provision as of June 30, 2017. We will recognize any impacts to the tax provision when enacted changes in tax laws or treaties between the UK and the EU or individual EU Member States occur, but no later than the date of the withdrawal.

Note 13 Commitments and Contingencies

We are subject to litigation in the ordinary course of business. Management does not believe that the resolution of any pending proceedings would have a material adverse effect on our financial position or results of operations.

Note 14 Business and Geographic Segment Information

We operate in a single industry segment in which we provide satellite services to our communications customers around the world. Revenue by region is based on the locations of customers to which services are billed. Our satellites are in geosynchronous orbit, and consequently are not attributable to any geographic location. Of our remaining assets, substantially all are located in the United States.

The geographic distribution of our revenue based upon billing region of the customer was as follows:

	Three Months Ended June 30, 2016	Three Months Ended June 30, 2017	Six Months Ended June 30, 2016	Six Months Ended June 30, 2017
North America	49%	50%	49%	50%
Europe	14%	13%	14%	13%
Latin America and Caribbean	15%	15%	15%	15%
Africa and Middle East	13%	13%	13%	13%
Asia-Pacific	9%	9%	9%	9%

Approximately 7% and 9% of our revenue was derived from our largest customer during the three months ended June 30, 2016 and 2017, respectively. Approximately 7% and 9% of our revenue was also derived from our largest customer during the six months ended June 30, 2016 and 2017, respectively. Our ten largest customers accounted for

approximately 30% and 34% of our revenue during the three months ended June 30, 2016 and 2017, respectively and approximately 30% and 33% of our revenue during the six months ended June 30, 2016 and 2017, respectively.

We earn revenue primarily by providing services to our customers using our satellite transponder capacity. Our customers generally obtain satellite capacity from us by placing an order pursuant to one of several master customer service agreements. On-network services are comprised primarily of services delivered on our owned network infrastructure, as well as commitments for third-party capacity, generally long-term in nature, that we integrate and market as part of our owned infrastructure. In the case of third-party services in support of government applications, the commitments for third-party capacity are shorter and matched to the government contracting period, and thus remain classified as off-network services. Off-network services can include transponder services and other satellite-based transmission services, such as mobile satellite services (MSS), which are sourced from other operators, often in frequencies not available on our network. Under the category Off-Network and Other Revenues, we also include revenues from consulting and other services.

Table of Contents

Our revenues were derived from the following services, with Off-Network and Other Revenues shown separately from On-Network Revenues (in thousands, except percentages):

	Three Months Ended June 30, 2016		Three Months Ended June 30, 2017		Six Months Ended June 30, 2016		Six Months Ended June 30, 2017	
On-Network Revenues								
Transponder services	\$ 384,438	71%	\$ 386,170	72%	\$ 774,812	71%	\$ 775,048	72%
Managed services	106,821	20%	98,629	19%	207,436	19%	199,546	19%
Channel	2,490	0%	1,051	0%	5,327	0%	2,691	0%
Total on-network revenues	493,749	91%	485,850	91%	987,575	90%	977,285	91%
Off-Network and Other Revenues								
Transponder, MSS and other off-network services	35,861	7%	34,056	6%	82,077	7%	69,495	7%
Satellite-related services	12,373	2%	13,323	3%	24,974	2%	24,933	2%
Total off-network and other revenues	48,234	9%	47,379	9%	107,051	10%	94,428	9%
Total	\$ 541,983	100%	\$ 533,229	100%	\$ 1,094,626	100%	\$ 1,071,713	100%

Note 15 Related Party Transactions**(a) Shareholders Agreements**

Certain shareholders of Intelsat Global S.A. entered into shareholders agreements on February 4, 2008. The shareholders agreements were assigned to Intelsat S.A. by amendments effective as of March 30, 2012. The shareholders agreements and the articles of incorporation of Intelsat S.A. provided, among other things, for the governance of Intelsat S.A. and its subsidiaries and provided specific rights to and limitations upon the holders of Intelsat S.A.'s share capital with respect to shares held by such holders. In connection with our initial public offering (the IPO) in April 2013, these articles of incorporation and shareholders agreements were amended.

(b) Governance Agreement

Prior to the consummation of the IPO, we entered into a governance agreement (as amended, the Governance Agreement) with our shareholder affiliated with BC Partners (the BC Shareholder), our shareholder affiliated with Silver Lake (the Silver Lake Shareholder) and David McGlade, our Executive Chairman (collectively with the BC Shareholder and the Silver Lake Shareholder, the Governance Shareholders). The Governance Agreement contains provisions relating to the composition of our board of directors and certain other matters.

(c) Indemnification Agreements

We have entered into agreements with our executive officers and directors to provide contractual indemnification in addition to the indemnification provided for in our articles of incorporation.

(d) Horizons Holdings

We have a 50% ownership interest in Horizons Holdings as a result of a joint venture with JSAT (see Note 8(a) Investments Horizons Holdings).

(e) Horizons 3 Satellite LLC

We have a 50% ownership interest in Horizons 3 as a result of a joint venture with JSAT (see Note 8(b) Investments Horizons-3 Satellite LLC).

Note 16 Supplemental Consolidating Financial Information

On April 5, 2011, Intelsat Jackson completed an offering of \$2.65 billion aggregate principal amount of senior notes, consisting of \$1.5 billion aggregate principal amount of its 7.25% Senior Notes due 2019 and \$1.15 billion aggregate principal amount of its 7.5% Senior Notes due 2021 (collectively, the New Jackson Notes). The New Jackson Notes are fully and unconditionally guaranteed, jointly and severally, by Intelsat S.A., Intelsat Holdings, Intelsat Investment Holdings S.à r.l. and Intelsat Investments (collectively, the Parent Guarantors); Intelsat Luxembourg and certain wholly-owned subsidiaries of Intelsat Jackson (the Subsidiary Guarantors).

Table of Contents

On April 26, 2012, Intelsat Jackson completed an offering of \$1.2 billion aggregate principal amount of its 7.25% Senior Notes due 2020, which are fully and unconditionally guaranteed, jointly and severally, by the Parent Guarantors, Intelsat Luxembourg and the Subsidiary Guarantors.

Separate financial statements of the Parent Guarantors, Intelsat Luxembourg, Intelsat Connect Finance, Intelsat Jackson and the Subsidiary Guarantors are not presented because management believes that such financial statements would not be material to investors. Investments in Intelsat Jackson's subsidiaries in the following condensed consolidating financial information are accounted for under the equity method of accounting. Consolidating adjustments include the following:

elimination of investment in subsidiaries;

elimination of intercompany accounts;

elimination of intercompany sales between guarantor and non-guarantor subsidiaries; and

elimination of equity in earnings (losses) of subsidiaries.

Other comprehensive income for the three months ended June 30, 2016 was \$0.6 million compared to \$0.7 million for the three months ended June 30, 2017. Other comprehensive income for the six months ended June 30, 2016 was \$1.2 million compared to \$2.2 million for the six months ended June 30, 2017. Other comprehensive income except unrealized gain on fair value of derivatives is fully attributable to the Subsidiary Guarantors, which are also consolidated within Intelsat Jackson and unrealized gain on fair value of derivatives is attributable to Intelsat Connect.

Table of Contents**INTELSAT S.A. AND SUBSIDIARIES****UNAUDITED CONDENSED CONSOLIDATING BALANCE SHEET****AS OF JUNE 30, 2017****(in thousands)**

	Intelsat S.A. and Other Parent Guarantors	Intelsat Luxembourg	Intelsat Connect Finance	Intelsat Jackson	Jackson Subsidiary Guarantors	Non-Guarantor Subsidiaries	Consolidation and Eliminations	Consolidated
ASSETS								
Current assets:								
Cash and cash equivalents	\$ 1,000	\$ 48,053	\$ 45,904	\$ 334,106	\$ 325,275	\$ 79,780	\$ (325,275)	\$ 508,843
Restricted cash				17,817	1,808	238	(1,808)	18,055
Receivables, net of allowance	6		11	151,226	151,062	45,104	(151,062)	196,347
Prepaid expenses and other current assets	325			50,365	49,203	7,875	(51,781)	55,987
Intercompany receivables			13,577	271,409		300,536	(585,522)	
Total current assets	1,331	48,053	59,492	824,923	527,348	433,533	(1,115,448)	779,232
Satellites and other property and equipment, net				6,026,513	6,026,513	87,929	(6,026,513)	6,114,442
Goodwill				2,620,627	2,620,627		(2,620,627)	2,620,627
Non-amortizable intangible assets				2,452,900	2,452,900		(2,452,900)	2,452,900
Amortizable intangible assets, net				370,711	370,711		(370,711)	370,711
Investment in affiliates	(3,122,611)	(146,267)	(981,343)	204,939	204,939		3,840,343	
Other assets	169		872,955	319,717	319,717	83,517	(1,192,752)	403,323
Total assets	\$ (3,121,111)	\$ (98,214)	\$ (48,896)	\$ 12,820,330	\$ 12,522,755	\$ 604,979	\$ (9,938,608)	\$ 12,741,235

**LIABILITIES AND SHAREHOLDERS
EQUITY (DEFICIT)**

Edgar Filing: Intelsat S.A. - Form 6-K

Current liabilities:																	
Accounts payable and accrued liabilities	\$	30,526	\$	341	\$	1,111	\$	117,484	\$	115,707	\$	20,143	\$	(118,284)	\$	167,028	
Accrued interest payable				13,163		4,066		190,191		4,087				(4,087)		207,420	
Current portion of long-term debt				95,927										555		96,482	
Deferred satellite performance incentives								28,240		28,240				(28,240)		28,240	
Other current liabilities								200,038		200,038				2,462		(200,038)	202,500
Intercompany payables		507,799		77,723						2,741,134						(3,326,656)	
Total current liabilities		538,325		187,154		5,177		535,953		3,089,206		22,605		(3,676,750)		701,670	
Long-term debt, net of current portion				3,165,832		448,979		11,711,976						(1,202,100)		14,124,687	
Deferred satellite performance incentives, net of current portion								222,620		222,620				(222,620)		222,620	
Deferred revenue, net of current portion								861,140		861,140				194		(861,140)	861,334
Deferred income taxes								162,248		162,248				12,442		(162,328)	174,610
Accrued retirement benefits								178,481		178,481				202		(178,481)	178,683
Other long-term liabilities				698		556		129,255		129,255				7,258		(129,955)	137,067
Shareholders equity (deficit):																	
Common shares		1,190		7,202				200		5,558,066				24		(5,565,492)	1,190
Other shareholders equity (deficit)		(3,660,626)		(3,459,100)		(503,608)		(981,543)		2,321,739		562,254		2,060,258		(3,660,626)	
Total liabilities and shareholders equity	\$	(3,121,111)	\$	(98,214)	\$	(48,896)	\$	12,820,330	\$	12,522,755	\$	604,979	\$	(9,938,608)	\$	12,741,235	

(Certain totals may not add due to the effects of rounding)

Table of Contents**INTELSAT S.A. AND SUBSIDIARIES****UNAUDITED CONDENSED CONSOLIDATING BALANCE SHEET****AS OF DECEMBER 31, 2016**

(in thousands)

	Intelsat S.A. and Other Parent Guarantors	Intelsat Luxembourg	Intelsat Connect Finance	Intelsat Jackson	Jackson Subsidiary Guarantors	Non-Guarantor Subsidiaries	Consolidation and Eliminations	Consolidated
ASSETS								
Current assets:								
Cash and cash equivalents	\$ 552	\$ 59,752	\$ 29,985	\$ 495,225	\$ 414,339	\$ 80,510	\$ (414,339)	\$ 666,024
Receivables, net of allowance	2			151,345	151,322	51,689	(151,322)	203,036
Prepaid expenses and other current assets	882	3		48,320	48,263	6,703	(48,263)	55,908
Intercompany receivables			8,867	557,959		302,118	(868,944)	
Total current assets	\$ 1,436	\$ 59,755	\$ 38,852	\$ 1,252,849	\$ 613,924	\$ 441,020	\$ (1,482,868)	\$ 924,968
Satellites and other property and equipment, net				6,096,459	6,096,459	89,383	(6,096,459)	6,185,842
Goodwill				2,620,627	2,620,627		(2,620,627)	2,620,627
Non-amortizable intangible assets				2,452,900	2,452,900		(2,452,900)	2,452,900
Amortizable intangible assets, net				391,838	391,838		(391,838)	391,838
Investment in affiliates	(3,086,095)	(23,113)	(651,909)	184,804	184,804		3,391,509	
Other assets	169		681,910	303,623	303,623	62,123	(985,614)	365,834
Total assets	\$ (3,084,490)	\$ 36,642	\$ 68,853	\$ 13,303,100	\$ 12,664,175	\$ 592,526	\$ (10,638,797)	\$ 12,942,009
LIABILITIES AND SHAREHOLDERS EQUITY (DEFICIT)								

Edgar Filing: Intelsat S.A. - Form 6-K

Current liabilities:									
Accounts payable and accrued liabilities	\$ 23,153	\$	\$ 10,830	\$ 221,564	\$ 218,897	\$ 27,351	\$ (218,897)	\$	282,898
Accrued interest payable		13,158	2,287	189,395	3,146		(3,146)		204,840
Deferred satellite performance incentives				23,455	23,455		(23,455)		23,455
Other current liabilities				219,389	219,389	3,081	(219,389)		222,470
Intercompany payables	502,355	366,589			2,183,616		(3,052,560)		
Total current liabilities	525,508	379,747	13,117	653,803	2,648,503	30,432	(3,517,447)		733,663
Long-term debt, net of current portion		3,467,902	434,627	11,702,378			(1,406,823)		14,198,084
Deferred satellite performance incentives, net of current portion				210,706	210,706		(210,706)		210,706
Deferred revenue, net of current portion				906,521	906,521	223	(906,521)		906,744
Deferred income taxes				156,081	156,081	12,444	(156,161)		168,445
Accrued retirement benefits				186,086	186,086	198	(186,086)		186,284
Other long-term liabilities			1,554	139,434	139,434	7,093	(139,434)		148,081
Shareholders equity (deficit):									
Common shares	1,180	7,202		200	5,558,066	24	(5,565,492)		1,180
Other shareholders equity (deficit)	(3,611,178)	(3,818,209)	(380,445)	(652,109)	2,858,778	542,112	1,449,873		(3,611,178)
Total liabilities and shareholders equity	\$ (3,084,490)	\$ 36,642	\$ 68,853	\$ 13,303,100	\$ 12,664,175	\$ 592,526	\$ (10,638,797)		\$ 12,942,009

(Certain totals may not add due to the effects of rounding)

Table of Contents**INTELSAT S.A. AND SUBSIDIARIES****UNAUDITED CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS****FOR THE THREE MONTHS ENDED JUNE 30, 2017****(in thousands)**

	Intelsat S.A. and Other Parent Guarantor	Intelsat Luxembourg	Intelsat Connect Finance	Intelsat Jackson	Jackson Subsidiary Guarantor	Non-Guarantor Subsidiaries	Consolidation and Eliminations	Consolidated
Revenue	\$ 5,197	\$	\$	\$ 496,787	\$ 496,790	\$ 126,068	\$ (591,613)	\$ 533,229
Operating expenses:								
Direct costs of revenue (excluding depreciation and amortization)				68,732	68,732	105,507	(163,540)	79,431
Selling, general and administrative	6,932	402	748	24,919	24,110	14,188	(24,124)	47,175
Depreciation and amortization				173,018	173,018	4,492	(173,018)	177,510
Total operating expenses	6,932	402	748	266,669	265,860	124,187	(360,682)	304,116
Income (loss) from operations	(1,735)	(402)	(748)	230,118	230,930	1,881	(230,931)	229,113
Interest expense (income), net	4,068	76,521	(3,839)	174,134	44,928	668	(48,380)	248,100
Loss on early extinguishment of debt				(48)				(48)
Subsidiary income (loss)	(18,009)	55,463	52,365	(2,065)	(2,065)		(85,689)	
Other income (expense), net	17		1	2,931	1,683	(2,275)	(1,683)	674
Income (loss) before income taxes	(23,795)	(21,460)	55,457	56,802	185,620	(1,062)	(269,923)	(18,361)
				4,437	4,437	2	(4,437)	4,439

Provision for income taxes								
Net income (loss)	(23,795)	(21,460)	55,457	52,365	181,183	(1,064)	(265,486)	(22,800)
Net income attributable to noncontrolling interest								
						(995)		(995)
Net income (loss) attributable to Intelsat S.A.								
	\$ (23,795)	\$ (21,460)	\$ 55,457	\$ 52,365	\$ 181,183	\$ (2,059)	\$ (265,486)	\$ (23,795)

(Certain totals may not add due to the effects of rounding)

Table of Contents**INTELSAT S.A. AND SUBSIDIARIES****UNAUDITED CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS****FOR THE THREE MONTHS ENDED JUNE 30, 2016****(in thousands)**

	Intelsat S.A. and Other Parent Guarantors	Intelsat Luxembourg	Intelsat Jackson	Jackson Subsidiary Guarantors	Non-Guarantor Subsidiaries	Consolidation and Eliminations	Consolidated
Revenue	\$	\$	\$ 496,353	\$ 496,356	\$ 136,028	\$ (586,754)	\$ 541,983
Operating expenses:							
Direct costs of revenue (excluding depreciation and amortization)			62,492	62,492	106,312	(152,882)	78,414
Selling, general and administrative	2,010	106	37,190	36,949	19,868	(36,957)	59,166
Depreciation and amortization			172,815	172,815	4,264	(172,815)	177,079
Total operating expenses	2,010	106	272,497	272,256	130,444	(362,654)	314,659
Income (loss) from operations	(2,010)	(106)	223,856	224,100	5,584	(224,100)	227,324
Interest expense, net	3,264	68,187	163,691	46,320	(155)	(46,320)	234,987
Gain on early extinguishment of debt			131,402				131,402
Subsidiary income	121,704	195,141	14,542	14,542		(345,929)	
Other income (expense), net	(1)		(2,860)	16	2,032	(16)	(829)
Income (loss) before income taxes	116,429	126,848	203,249	192,338	7,771	(523,725)	122,910
Provision for (benefit from) income taxes			7,842	7,842	(2,344)	(7,842)	5,498

Edgar Filing: Intelsat S.A. - Form 6-K

Net income (loss)	116,429	126,848	195,407	184,496	10,115	
-------------------	---------	---------	---------	---------	--------	--------