

EDIETS COM INC
Form 8-K
July 09, 2009

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 2, 2009

eDiets.com, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-30559
(Commission File Number)

1000 Corporate Drive

Suite 600

56-0952883
(IRS Employer Identification No.)

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Fort Lauderdale, FL 33334

(Address of Principal Executive Offices) (Zip Code)

(954) 360-9022

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On July 2, 2009, eDiets.com, Inc. (the Company) received a Staff Determination letter from NASDAQ (the Delisting Notice) indicating that the Company did not regain compliance with the minimum \$35 million market value of listed securities requirement set forth in NASDAQ Listing Rule 5550(b)(2). As a result, the Company's common stock would be subject to delisting unless the Company requests a hearing before a NASDAQ Listing Qualifications Panel (the Panel). The Company has requested a hearing before a Panel. Consequently, the Company's common stock will remain listed on The NASDAQ Capital Market until the Panel renders a decision following the hearing. However, there can be no assurances that the Panel will grant the Company's request for continued listing.

A copy of the press release by the Company announcing its receipt of the Delisting Notice is attached thereto as Exhibit 99.1

Item 9.01 Financial Statements and Exhibits

(d) *Exhibits.*

Exhibit No.	Description
99.1	eDiets.com, Inc. Press Release, issued July 9, 2009.

SIGNATURES

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

eDiets.com, Inc.

By: /s/ Kevin McGrath
Kevin McGrath
Chief Executive Officer and President

Date: July 9, 2009

EXHIBIT INDEX

Exhibit

Number Exhibit Title

99.1 eDiets.com, Inc. Press Release, issued July 9, 2009.

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Europe, the Middle East and Africa

148.8

136.9

9
%

149.2

131.0

14
%
Asia-Pacific

89.7

84.1

7
%

89.1

81.3

10

%
Canada

38.2

35.3

8
%

37.9

34.9

9
%
Latin America¹

28.2

28.6

(1
)%

28.7

27.5

4
%
Total international

304.9

284.9

7
%

304.9

274.7

11
%
Total

\$
876.4

\$
807.3

9
%

\$
870.0

\$
786.0

11
%

¹ Latin America sales region includes North America-based advisors serving non-resident clients. Due to the global nature of our business operations, investment management and related services may be performed in locations unrelated to the sales region.

Investment Performance Overview

A key driver of our overall success is the long-term investment performance of our SIPs. A standard measure of the performance of these investment products is the percentage of AUM exceeding benchmarks and peer group medians. The investment performance of our taxable fixed-income products has been strong with AUM frequently outperforming the benchmarks and peer group medians for the one-, three-, five- and ten-year periods ended March 31, 2014. Our global/international fixed-income funds generated notable results with at least 87% of AUM exceeding the benchmarks and at least 94% of AUM exceeding the peer group medians for the three-, five- and ten-year periods, as did our hybrid products with at least 84% of AUM exceeding the benchmarks and at least 96% of AUM exceeding the peer group medians for all four periods presented. In addition, 99% of AUM in our tax-free fixed-income products exceeded the peer group median for the ten-year period. The performance of our global/international equity products has also been solid with at least 59% of AUM exceeding the benchmarks and peer group medians for all four periods; however the performance of our United States equity products has mostly lagged the benchmarks and peer group medians during the periods presented.

The performance of our products against benchmarks and peer group medians is presented in the table below.

Benchmark Comparison	Peer Group Comparison
% of AUM Exceeding Benchmark	% of AUM in Top Two Peer Group Quartiles

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as of March 31, 2014	1-Year	3-Year	5-Year	10-Year	1-Year	3-Year	5-Year	10-Year	
Equity									
Global/international	61	% 61	% 63	% 66	% 59	% 75	% 64	% 68	%
United States	37	% 10	% 12	% 41	% 48	% 62	% 42	% 44	%
Total equity	53	% 44	% 45	% 56	% 55	% 71	% 56	% 58	%
Hybrid	87	% 84	% 86	% 95	% 96	% 99	% 99	% 98	%
Fixed-Income									
Tax-free	25	% 60	% 56	% 34	% 76	% 68	% 56	% 99	%
Taxable									
Global/international	43	% 87	% 95	% 95	% 72	% 94	% 99	% 99	%
United States	65	% 53	% 62	% 55	% 80	% 79	% 40	% 69	%
Total fixed-income	43	% 76	% 81	% 74	% 74	% 86	% 79	% 93	%

AUM measured in the benchmark and peer group rankings represents 89% and 85% of our total AUM as of March 31, 2014. The benchmark comparisons are based on each fund's return as compared to a market index that has been selected to be generally consistent with the investment objectives of the fund. The peer group rankings are sourced from Lipper, Morningstar or eVestment in each fund's market and were based on an absolute ranking of returns as of March 31, 2014. For products with multiple share classes, rankings for the primary share class are applied to the entire product. Private equity, certain privately-offered emerging market and real estate funds, cash management and funds acquired in fiscal year 2013 are not included. Certain other funds and products were also excluded because of limited benchmark or peer group data. Had this data been available, the results may have

Table of Contents

been different. These results assume the reinvestment of dividends, are based on data available as of April 21, 2014 and are subject to revision. While we remain focused on achieving strong long-term performance, our future benchmark and peer group rankings may vary from our past performance.

OPERATING REVENUES

The table below presents the percentage change in each operating revenue category.

(dollar amounts in millions)	Three Months Ended		Percent Change	Six Months Ended		Percent Change		
	March 31, 2014	2013		March 31, 2014	2013			
Investment management fees	\$1,368.0	\$1,267.5	8	%	\$2,741.8	\$2,467.4	11	%
Sales and distribution fees	638.6	642.7	(1	)%	1,275.3	1,246.8	2	%
Shareholder servicing fees	67.7	76.6	(12	)%	143.8	151.0	(5)%
Other, net	21.6	26.8	(19	)%	44.5	50.2	(11)%
Total Operating Revenues	\$2,095.9	\$2,013.6	4	%	\$4,205.4	\$3,915.4	7	%

Investment Management Fees

Investment management fees are generally calculated under contractual arrangements with our SIPs and the products for which we provide sub-advisory services as a percentage of the market value of AUM. Annual rates vary by investment objective and type of services provided. Rates for products sold outside of the U.S. are generally higher than for U.S. products because they are structured to compensate for certain distribution costs.

Investment management fees increased \$100.5 million and \$274.4 million for the three and six months ended March 31, 2014, almost entirely due to 9% and 11% increases in average AUM. The increase for the three-month period was partially offset by the impact of a slightly lower effective fee rate. Average AUM increased in all sales regions, with the exception of Latin America for the three-month period, and across all long-term investment objectives, with the exception of tax-free fixed-income.

Our effective investment management fee rate (annualized investment management fees divided by average AUM) was 62.4 and 63.0 basis points for the three and six months ended March 31, 2014, as compared to 62.8 basis points for each of the same periods in the prior fiscal year. The rate decrease for the three-month period was primarily due to the impact of fee rebates, which were included in distribution expense in the prior year, and a slightly higher weighting of U.S. products AUM, partially offset by higher performance fees. The rate increase for the six-month period was primarily due to higher performance fees, partially offset by the impact of fee rebates.

Performance-based investment management fees were \$10.2 million and \$36.2 million for the three and six months ended March 31, 2014 and \$2.2 million and \$5.1 million for the same periods in the prior fiscal year. The increase for the six-month period was primarily related to products managed by K2 Advisors Holdings, LLC and its subsidiaries ("K2").

Our product offerings and global operations are diverse. As such, the impact of future changes in the market value of AUM on investment management fees will be affected by the relative mix of investment objective, geographic region, distribution channel and investment vehicle of the assets.

Sales and Distribution Fees

We earn fees from the sale of certain classes of SIPs on which investors pay a commission at the time of purchase ("commissionable sales"). Sales commissions are reduced or eliminated on some share classes and for some sale transactions depending upon the amount invested and the type of investor. Therefore, sales fees will change with the overall level of gross sales, the size of individual transactions, and the relative mix of sales between different share classes and types of investors.

Globally, our mutual funds and certain other products generally pay us distribution fees in return for sales, marketing and distribution efforts on their behalf. Specifically, the majority of U.S.-registered mutual funds, with the exception of certain of our money market mutual funds, have adopted distribution plans under Rule 12b-1 (the "Rule 12b-1 Plans") promulgated under the Investment Company Act of 1940. The Rule 12b-1 Plans permit the mutual funds to bear certain expenses relating to the distribution of their shares, such as expenses for marketing, advertising, printing and sales promotion, subject to the Rule 12b-1 Plans' limitations on amounts. The individual Rule 12b-1 Plans set a percentage limit for Rule 12b-1 expenses based on average daily net AUM of the mutual fund. Similar arrangements

exist for the distribution of our non-U.S. funds where, generally, the distributor of the funds in the local market arranges for and pays commissions.

31

Table of Contents

We pay substantially all of our sales and distribution fees to the financial advisers and other intermediaries who sell our SIPs to the public on our behalf. See the description of sales, distribution and marketing expenses below.

Sales and distribution fees by revenue driver are presented below:

(dollar amounts in millions)	Three Months Ended		Percent Change	Six Months Ended		Percent Change	
	March 31, 2014	2013		March 31, 2014	2013		
Asset-based fees	\$446.7	\$419.8	6	% \$900.2	\$823.5	9	%
Sales-based fees	188.8	220.2	(14	)% 368.6	418.2	(12)%
Contingent sales charges	3.1	2.7	15	% 6.5	5.1	27	%
Sales and Distribution Fees	\$638.6	\$642.7	(1	)% \$1,275.3	\$1,246.8	2	%

Asset-based distribution fees increased \$26.9 million and \$76.7 million for the three and six months ended March 31, 2014 primarily due to 5% and 7% increases in the related average AUM and a higher mix of equity AUM in both periods. Equity products typically generate higher distribution fees than fixed-income products. Annualized distribution fees as a percentage of average AUM were 0.20% and 0.21% for the three and six months ended March 31, 2014 and 0.21% for the same periods in the prior fiscal year.

Sales-based fees decreased \$31.4 million and \$49.6 million for the three and six months ended March 31, 2014 primarily due to a lower mix of U.S. product commissionable sales and a 5% decrease in total commissionable sales in both periods. U.S. products typically generate higher sales fees than non-U.S. products. Sales fees as a percentage of commissionable sales were 2.9% and 3.0% for the three and six months ended March 31, 2014, and 3.2% and 3.3% for the same periods in the prior fiscal year. Commissionable sales represented 13% and 12% of total sales for the three and six months ended March 31, 2014 and 12% for the same periods in the prior fiscal year.

Contingent sales charges are earned from investor redemptions within a contracted period of time. These charges are levied only on certain shares sold without a front-end sales charge, and vary with the mix of redemptions of these shares.

Shareholder Servicing Fees

We receive shareholder servicing fees as compensation for providing transfer agency services, which include providing customer statements, transaction processing, customer service, and tax reporting. These fees are generally fixed charges per shareholder account that vary with the particular type of fund and the service being rendered. In some instances, we charge SIPs these fees based on the level of AUM. In the U.S., transfer agency service agreements provide that accounts closed in a calendar year generally remain billable at a reduced rate through the second quarter of the following calendar year. In Canada, such agreements that were in place through December 31, 2013 provided that accounts closed in the calendar year remain billable for four months after the end of the calendar year.

Accordingly, the level of fees varies with the change in open accounts and the level of closed accounts that remain billable. A change to the pricing structure in Canada effective January 1, 2014 resulted in the bundling of investment management and servicing fees, therefore shareholder servicing fees are no longer charged to SIPs in Canada.

Other services include tax planning and preparation for individual and trust clients, for which fees are primarily account based, and trustee services, for which fees are based on the level of AUM.

Shareholder servicing fees decreased \$8.9 million and \$7.2 million for the three and six months ended March 31, 2014, primarily due to the change in fee structure in Canada. The Canada decreases of \$11.8 million and \$12.9 million were partially offset by increases of \$1.5 million and \$2.6 million from SIPs in the U.S., \$0.9 million and \$1.7 million in trustee services fees, and \$0.3 million and \$1.7 million from SIPs in Europe. The higher U.S. SIP fees primarily resulted from increases in active accounts of 8% and 7%, and the higher trustee fees and Europe SIP fees primarily resulted from higher levels of related AUM.

Other, Net

Other, net revenue primarily consists of interest and dividend income from consolidated SIPs. It also includes interest income and expense and provisions for loan losses from lending activities.

Other, net revenue decreased \$5.2 million and \$5.7 million for the three and six months ended March 31, 2014 primarily due to \$4.8 million and \$4.6 million decreases in income from consolidated SIPs, and \$0.3 million and \$0.9 million decreases resulting from a continued decline in the level of lending activities.

Table of Contents

OPERATING EXPENSES

The table below presents the percentage change in each operating expense category.

(dollar amounts in millions)	Three Months Ended		Percent Change	Six Months Ended		Percent Change		
	March 31, 2014	2013		March 31, 2014	2013			
Sales, distribution and marketing	\$766.3	\$780.8	(2)	)%	\$1,543.0	\$1,511.7	2	%
Compensation and benefits	372.3	355.1	5	%	721.3	690.2	5	%
Information systems and technology	51.0	44.8	14	%	101.2	88.4	14	%
Occupancy	33.8	31.9	6	%	66.9	65.3	2	%
General, administrative and other	86.5	71.6	21	%	173.9	145.3	20	%
Total Operating Expenses	\$1,309.9	\$1,284.2	2	%	\$2,606.3	\$2,500.9	4	%

Sales, Distribution and Marketing

Sales, distribution and marketing expenses primarily consist of payments to financial advisers, broker/dealers and other third parties for providing services to investors in our SIPs, including marketing support services. Sales expenses are determined as percentages of sales and are incurred from the same commissionable sales transactions that generate sales fee revenues. Distribution expenses are determined as percentages of AUM and are incurred from assets that generate either distribution fees or higher levels of investment management fees. Marketing support expenses are based on sales, AUM or a combination thereof. Also included is the amortization of deferred sales commissions related to up-front commissions on shares sold without a front-end sales charge to investors. The deferred sales commissions are amortized over the periods in which commissions are generally recovered from related revenues. Sales, distribution and marketing expenses by cost driver are presented below.

(dollar amounts in millions)	Three Months Ended		Percent Change	Six Months Ended		Percent Change		
	March 31, 2014	2013		March 31, 2014	2013			
Asset-based expenses	\$562.5	\$541.4	4	%	\$1,141.0	\$1,056.0	8	%
Sales-based expenses	171.7	204.5	(16)	)%	335.7	387.9	(13))%
Amortization of deferred sales commissions	32.1	34.9	(8)	)%	66.3	67.8	(2))%
Sales, Distribution and Marketing	\$766.3	\$780.8	(2)	)%	\$1,543.0	\$1,511.7	2	%

Asset-based expenses increased \$21.1 million for the three months ended March 31, 2014 primarily due to a \$19.6 million increase in distribution expense related to U.S. products. This increase primarily resulted from a 5% increase in the related average U.S. AUM and a higher mix of equity and hybrid products, which generally have higher expense rates than fixed-income products. Distribution expense related to non-U.S. products decreased slightly as an \$11.9 million increase primarily resulting from a 4% increase in the related average international AUM was more than offset by a decrease of \$13.9 million related to fee rebates, which were included in distribution expense in the prior year.

Asset-based expenses increased \$85.0 million for the six months ended March 31, 2014 primarily due to distribution expense increases of \$46.8 million related to U.S. products and \$33.4 million related to non-U.S. products. The distribution expense increases primarily resulted from higher related average AUM of 6% in the U.S. and 8% internationally and a higher mix of equity and hybrid products globally. The non-U.S. product expense increase was partially offset by a decrease of \$24.7 million related to fee rebates.

Annualized asset-based expenses as a percentage of average AUM were 0.26% for the three and six months ended March 31, 2014 and 0.27% for the same periods in the prior fiscal year. Distribution expenses, which are typically higher for non-U.S. products, are generally not directly correlated with distribution fee revenues due to international fee structures which provide for recovery of certain distribution costs through investment management fees.

Sales-based expenses decreased \$32.8 million and \$52.2 million for the three and six months ended March 31, 2014 primarily due to a lower mix of U.S. product commissionable sales and a 5% decrease in total commissionable sales in both periods. U.S. products typically generate higher sales commissions than non-U.S. products. Sales-based expenses as a percentage of sales-based fees were 91% for the three and six months ended March 31, 2014 and 93% for the

same periods in the prior fiscal year.

Amortization of deferred sales commissions decreased \$2.8 million and \$1.5 million for the three and six months ended March 31, 2014 primarily due to lower sales of U.S. Class C shares, which are sold without a front-end sales charge to investors,

Table of Contents

partially offset by higher deferred sales commissions in Canada resulting from a prior year change to self-financing of up-front commissions on shares sold without a front-end sales charge to investors.

Compensation and Benefits

Compensation and benefit expenses increased \$17.2 million and \$31.1 million for the three and six months ended March 31, 2014 primarily due to increases in variable compensation and salaries, wages and benefits. Variable compensation increased \$11.4 million and \$12.3 million primarily due to higher bonus expense based on our performance. Salaries, wages and benefits increased \$8.0 million and \$23.5 million primarily due to higher staffing levels and annual merit salary adjustments that were effective December 1, 2013 and 2012. Compensation and benefit expenses as a percentage of operating revenues were 18% and 17% for the three and six months ended March 31, 2014 and 18% for the same periods in the prior fiscal year. At March 31, 2014, our global workforce had increased to approximately 9,000 employees from approximately 8,700 employees at March 31, 2013.

We continue to place a high emphasis on our pay for performance philosophy. As such, any changes in the underlying performance of our SIPs or changes in the composition of our incentive compensation offerings could have an impact on compensation and benefit expenses going forward. However, in order to attract and retain talented individuals, our level of compensation and benefit expenses may increase more quickly or decrease more slowly than our revenue.

Information Systems and Technology

Information systems and technology expenses increased \$6.2 million and \$12.8 million for the three and six months ended March 31, 2014 primarily due to increases of \$4.1 million and \$9.0 million related to higher investments in strategic technology projects for operational purposes and \$1.7 million and \$3.3 million in external data service costs. Details of capitalized information systems and technology costs are shown below.

(in millions)	Three Months Ended		Six Months Ended	
	March 31,		March 31,	
	2014	2013	2014	2013
Net carrying value at beginning of period	\$88.6	\$91.1	\$93.5	\$90.3
Additions, net of disposals	10.4	10.4	16.3	20.5
Amortization	(10.9)	(10.5)	(21.7)	(19.8)
Net Carrying Value at End of Period	\$88.1	\$91.0	\$88.1	\$91.0

Occupancy

We conduct our worldwide operations using a combination of leased and owned facilities. Occupancy expenses include rent and other facilities-related costs including depreciation and utilities.

Occupancy expenses increased \$1.9 million and \$1.6 million for the three and six months ended March 31, 2014 primarily due to increases in rent expense, property taxes and building maintenance expense.

General, Administrative and Other

General, administrative and other operating expenses primarily consist of fund administration services and shareholder servicing fees payable to external parties, corporate travel and entertainment, advertising and promotion costs, professional fees, and other miscellaneous expenses. Effective January 1, 2014, we assumed responsibility for certain operating expenses of our Canadian funds in exchange for an AUM-based administration fee.

General, administrative and other operating expenses increased \$14.9 million and \$28.6 million for the three and six months ended March 31, 2014 primarily due to Canadian fund expenses, the acquisition of K2 in November 2012 and higher levels of third party servicing and professional fees. The increase due to Canadian fund expenses was \$5.0 million for both periods. The change in the fair value of the K2 contingent consideration liability increased \$3.3 million and \$6.6 million due to K2's performance and the amortization of K2's intangible assets increased \$0.7 million and \$2.1 million due to the timing of the acquisition and final valuation of the assets. Third party servicing fees increased \$4.0 million and \$6.3 million primarily due to a pricing structure change, and professional fees increased \$0.9 million and \$4.1 million due to changes in our private banking business and other corporate activities.

Table of Contents

We are committed to investing in advertising and promotion in response to changing business conditions, and to advance our products where we see continued or potential new growth opportunities. As a result of potential changes in our strategic marketing campaigns, the level of advertising and promotion expenditures may increase more rapidly, or decrease more slowly, than our revenues.

OTHER INCOME (EXPENSES)

Other income (expenses) were as follows:

(in millions)	Three Months Ended		Percent Change	Six Months Ended		Percent Change
	March 31,			March 31,		
	2014	2013		2014	2013	
Investment and other income, net	\$17.0	\$96.5	(82)%	\$65.2	\$142.0	(54)%
Interest expense	(11.4)	(10.9)	5%	(24.0)	(25.4)	(6)%
Other Income, Net	\$5.6	\$85.6	(93)%	\$41.2	\$116.6	(65)%

Other income (expenses) consists of net investment and other income and interest expense, excluding interest income and expense from lending activities. Net investment and other income consists primarily of income (losses) from equity method investees; realized gains (losses) on sale of available-for-sale investment securities; gains (losses) on investments of consolidated SIPs, trading investment securities, and assets and liabilities of consolidated variable interest entities ("VIEs"); dividend and interest income; other-than-temporary impairments and foreign currency exchange gains (losses).

Other income, net decreased \$80.0 million and \$75.4 million for the three and six months ended March 31, 2014 primarily due to net losses from securities held by consolidated SIPs and from foreign currency exchange. Lower market valuations resulted in \$15.4 million and \$20.7 million of net losses from securities held by consolidated SIPs as compared to \$41.5 million and \$62.4 million of net gains in the prior-year periods. The U.S. dollar weakened against the Euro in the current year, resulting in net foreign currency exchange losses of \$2.1 million and \$12.6 million as compared to \$18.6 million and \$7.3 million of net gains in the prior-year periods. The decrease for the six-month period was partially offset by \$7.9 million of net gains from changes in the fair value of the assets and liabilities of consolidated collateralized loan obligations ("CLOs") as compared to \$26.8 million of net losses in the prior year.

Substantially all of the net gains (losses) of consolidated CLOs and limited partnerships and similar structures and a significant noncontrolling percentage of the net gains (losses) from other consolidated SIPs are offset in noncontrolling interests in our condensed consolidated statements of income.

Our investments in SIPs include initial cash investments made in the course of launching mutual fund and other investment product offerings, as well as investments for other business reasons. The market conditions that impact our AUM similarly affect the investment income earned or losses incurred on our SIPs investments.

Table of Contents

The consolidated cash, cash equivalents and investments portfolio by investment objective at March 31, 2014 was as follows:

(dollar amounts in millions)	Total Portfolio	Percent of Total Portfolio	Trading Securities Included in Portfolio	Percent of Total Trading Securities	Assets of Consolidated VIEs and SIPs Included in Total Portfolio	Percent of Total
Cash and Cash Equivalents	\$6,910.9	59 %	\$—	0 %	\$96.2	4 %
Investment Securities						
Equity						
Global/international	537.2	5 %	—	0 %	455.9	20 %
United States	20.9	0 %	—	0 %	—	0 %
Total equity	558.1	5 %	—	0 %	455.9	20 %
Hybrid	276.1	2 %	—	0 %	198.2	9 %
Fixed-Income						
Tax-free	17.4	0 %	—	0 %	—	0 %
Taxable						
Global/international	1,025.8	9 %	82.0	6 %	654.5	28 %
United States	2,194.1	19 %	1,192.5	94 %	909.1	39 %
Total fixed-income	3,237.3	28 %	1,274.5	100 %	1,563.6	67 %
Total Investment Securities	4,071.5	35 %	1,274.5	100 %	2,217.7	96 %
Other Investments	756.8	6 %	—	0 %	—	0 %
Total Cash and Cash Equivalents and Investments	\$11,739.2	100 %	\$1,274.5	100 %	\$2,313.9	100 %

Investments of consolidated VIEs and SIPs are generally assigned a classification in the table above based on the investment objective of the consolidated VIEs and SIPs holding the securities. Other investments include \$606.0 million of investments in equity method investees that hold securities that are subject to market valuation risks and primarily have a global/international equity investment objective.

TAXES ON INCOME

As a multi-national corporation, we provide many of our services from locations outside the U.S. Some of these jurisdictions have lower tax rates than the U.S. The mix of pre-tax income subject to these lower rates, when aggregated with income originating in the U.S., produces a lower overall effective income tax rate than existing U.S. federal and state income tax rates.

Our effective income tax rate was 30.2% and 30.0% for the three and six months ended March 31, 2014, as compared to 27.2% and 28.3% for the same periods in the prior fiscal year. The rate increases were primarily due to lower forecasted non-U.S. earnings in lower tax jurisdictions, the impact of changes in state tax legislation in the current year and net losses attributable to noncontrolling interests for the current year periods as compared to net income for the same periods in the prior year.

The effective income tax rate for future reporting periods will continue to reflect the relative contributions of non-U.S. earnings that are subject to reduced tax rates and that are not currently included in U.S. taxable income. Changes in tax rates in these jurisdictions may affect our effective income tax rate and net income.

LIQUIDITY AND CAPITAL RESOURCES

Cash flows were as follows:

(in millions)	Six Months Ended March 31,	
	2014	2013
Cash Flow Data		
Operating cash flows	\$639.4	\$771.8
Investing cash flows	1.9	98.0

Financing cash flows (63.4) (1,349.9)

Net cash provided by operating activities decreased during the six months ended March 31, 2014, despite an increase in net income, primarily due to a higher net increase in trading securities of consolidated SIPs, partially offset by a higher increase in other liabilities related to short positions of consolidated SIPs and a lower increase in receivables, prepaid expenses and other. Net

Table of Contents

cash provided by investing activities decreased mainly due to a decrease in cash due to net deconsolidation of SIPs, and higher purchases, net of liquidations, of investments by consolidated SIPs, partially offset by net liquidations of investments by consolidated VIEs in the current year compared to net purchases in the prior year. Net cash used in financing activities decreased primarily due to lower dividends paid on common stock in the current year, payments on debt in the prior year, and higher subscriptions in consolidated SIPs by noncontrolling interests.

The assets and liabilities of our consolidated VIEs and consolidated SIPs attributable to third-party investors do not impact our liquidity and capital resources. We have no right to these consolidated entities' assets, other than our direct equity investment in them, and/or investment management fees earned from them. The debt holders of these consolidated entities have no recourse to our assets beyond the level of our direct investment, therefore we bear no other risks associated with the entities' liabilities. Accordingly, the assets and liabilities of our consolidated VIEs and consolidated SIPs, other than our direct investments in them, are excluded from the amounts and discussion below.

Our liquid assets and debt consisted of the following:

(in millions)	March 31, 2014	September 30, 2013
Assets		
Cash and cash equivalents	\$6,814.7	\$6,186.0
Receivables	958.7	982.1
Investments	2,377.1	2,280.8
Total Liquid Assets	\$10,150.5	\$9,448.9
Liabilities		
Debt	1,197.9	1,197.7

Liquidity

Liquid assets consist of cash and cash equivalents, receivables, and certain investments. Cash and cash equivalents primarily consist of cash on hand, deposits with financial institutions, money market funds, securities of U.S. government-sponsored enterprises and the U.S. Treasury, and time deposits. Liquid investments consist of trading and available-for-sale securities, investments in equity method investees consisting of mutual fund SIPs, direct investments in redeemable consolidated SIPs, and time deposits with maturities greater than three months. Cash and cash equivalents at March 31, 2014 increased from September 30, 2013 primarily due to net cash provided by operating activities, partially offset by net cash used in financing activities. The percentages of cash and cash equivalents held by our U.S. and non-U.S. operations were 36% and 64% at March 31, 2014, and 37% and 63% at September 30, 2013.

We utilize a significant portion of our liquid assets to fund operational and regulatory requirements and capital contributions relating to our SIPs. Certain of our subsidiaries are required by our internal policy or regulation to maintain minimum levels of capital which are partially maintained by retaining cash and cash equivalents. As a result, such subsidiaries may be restricted in their ability to transfer cash to their parent companies. Also, as a multi-national corporation, we operate in various locations outside of the U.S. Certain of our non-U.S. subsidiaries are subject to regulatory or contractual repatriation restrictions or requirements. Such restrictions and requirements limit our ability to transfer cash between various international jurisdictions, including repatriation to the U.S. Should we require more capital in the U.S. than is generated domestically, we could elect to reduce the level of discretionary activities, such as share repurchases, or we could elect to repatriate future earnings from non-U.S. jurisdictions or raise capital through debt or equity issuance. Certain of these alternatives could result in higher effective tax rates, increased interest expense or other dilution to our earnings. At March 31, 2014, our U.S. and non-U.S. subsidiaries held \$2,097.0 million and \$2,090.5 million of liquid assets to satisfy operational and regulatory requirements and capital contributions to our SIPs, as compared to \$1,864.7 million and \$2,178.7 million held at September 30, 2013. Included in these amounts were U.S. and non-U.S. liquid assets that were restricted from transfer to Franklin and other subsidiaries of \$615.2 million and \$370.0 million at March 31, 2014 and \$551.0 million and \$334.6 million at September 30, 2013.

Capital Resources

We believe that we can meet our present and reasonably foreseeable operating cash needs and future commitments through existing liquid assets, continuing cash flows from operations, the ability to issue debt or equity securities and borrowing capacity under current credit facilities.

In prior fiscal years, we issued senior unsecured and unsubordinated notes for general corporate purposes, to redeem outstanding notes and to finance an acquisition. At March 31, 2014, \$1,197.9 million of the notes were outstanding with a total face value of \$1,200.0 million. The notes consist of \$250.0 million issued at a fixed interest rate of 3.125% per annum which

Table of Contents

mature in 2015, \$300.0 million issued at a fixed interest rate of 1.375% per annum which mature in 2017, \$350.0 million issued at a fixed interest rate of 4.625% per annum which mature in 2020 and \$300.0 million issued at a fixed interest rate of 2.800% per annum which mature in 2022.

Interest on the notes is payable semi-annually. The notes contain an optional redemption feature that allows us to redeem each series of notes prior to maturity in whole or in part at any time, at a make-whole redemption price. The indentures governing the notes contain limitations on our ability and the ability of our subsidiaries to pledge voting stock or profit participating equity interests in our subsidiaries to secure other debt without similarly securing the notes equally and ratably. The indentures also include requirements that must be met if we consolidate or merge with, or sell all of our assets to, another entity. As of March 31, 2014, we were in compliance with the covenants of the notes.

At March 31, 2014, we had \$500.0 million of short-term commercial paper available for issuance under an uncommitted private placement program which has been inactive since April 2012, \$260.0 million available in uncommitted short-term bank lines of credit under the Federal Reserve system, \$65.3 million available through the secured Federal Reserve Bank short-term discount window, \$14.8 million available in secured Federal Home Loan Bank short-term borrowing capacity and \$13.6 million available in uncommitted short-term bank lines of credit. Our ability to access the capital markets in a timely manner depends on a number of factors, including our credit rating, the condition of the global economy, investors' willingness to purchase our securities, interest rates, credit spreads and the valuation levels of equity markets. If we are unable to access capital markets in a timely manner, our business could be adversely impacted.

Uses of Capital

We expect that our main uses of cash will be to invest in and grow our business, acquire shares of our common stock, invest in our SIPs, fund property and equipment purchases, pay operating expenses of the business, enhance technology infrastructure and business processes, pay stockholder dividends and repay and service debt.

We declare and pay dividends on a quarterly basis. We declared regular cash dividends of \$0.24 per share (\$0.12 per share per quarter) during the six months ended March 31, 2014, and regular cash dividends of \$0.19 per share (\$0.097 per share per quarter) and a special cash dividend of \$1.00 per share during the six months ended March 31, 2013. We currently expect to continue paying comparable regular cash dividends on a quarterly basis to holders of our common stock depending upon earnings and other relevant factors.

We maintain a stock repurchase program to manage our equity capital with the objective of maximizing shareholder value. Our stock repurchase program is effected through regular open-market purchases and private transactions in accordance with applicable laws and regulations. During the three and six months ended March 31, 2014, we repurchased 3.4 million and 5.9 million shares of our common stock at a cost of \$178.8 million and \$315.9 million. In December 2013, our Board of Directors authorized the repurchase of up to 30.0 million additional shares of our common stock under the stock repurchase program. At March 31, 2014, 35.3 million shares remained available for repurchase under the program, which is not subject to an expiration date. During the three and six months ended March 31, 2013, we repurchased approximately 0.5 million and 2.7 million shares of our common stock at a cost of \$23.3 million and \$121.3 million.

During the six months ended March 31, 2014 and 2013, we invested \$72.4 million and \$5.6 million, net of redemptions, in our SIPs.

In October 2012, we redeemed our outstanding 2.000% senior notes due in May 2013 at a make-whole redemption price of \$305.4 million.

In November 2012, we acquired an ownership interest of approximately 69% in K2. The purchase consideration included a \$182.9 million cash investment in K2, which was primarily used to retire \$176.5 million of debt immediately following the acquisition.

The funds that we manage have their own resources available for purposes of providing liquidity to meet shareholder redemptions, including securities that can be sold or provided to investors as in-kind redemptions, and lines of credit. While we have no contractual obligation to do so, we may voluntarily elect to provide the funds with direct or indirect financial support based on our business objectives.

CONTRACTUAL OBLIGATIONS, COMMITMENTS AND CONTINGENT LIABILITIES

At March 31, 2014, there were no material changes outside the ordinary course of business in our contractual obligations, commitments and contingent liabilities that are summarized in our Form 10-K for the fiscal year ended September 30, 2013.

Table of Contents

OFF-BALANCE SHEET ARRANGEMENTS

In our role as agent or trustee, we facilitate the settlement of investor share purchase, redemption, and other transactions with affiliated mutual funds. We are appointed by the affiliated mutual funds as agent or trustee to manage, on their behalf, bank deposit accounts that contain only (i) cash remitted by investors to the affiliated mutual funds for the direct purchase of fund shares, or (ii) cash remitted by the affiliated mutual funds for direct delivery to the investors for either the proceeds of fund shares liquidated at the investors' direction, or dividends and capital gains earned on fund shares. At March 31, 2014 and September 30, 2013, we held cash of \$157.2 million and \$236.4 million off-balance sheet in agency or trust for investors and the affiliated mutual funds.

CRITICAL ACCOUNTING POLICIES

Our consolidated financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America, which require the use of estimates, judgments, and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods presented. These estimates, judgments, and assumptions are affected by our application of accounting policies. Actual results may differ from those estimates under different assumptions. The following are updates to our critical accounting policies disclosed in Management's Discussion and Analysis of Financial Condition and Results of Operations in our Form 10-K for the fiscal year ended September 30, 2013.

Consolidation

We consolidate our subsidiaries and SIPs in which we have a controlling financial interest. We have a controlling financial interest when we own a majority of the voting interest in an entity or are the primary beneficiary of a VIE. We also consolidate non-VIE limited partnerships and similar structures that we control.

Our VIEs are all investment entities and our variable interests consist of our equity ownership interest in and/or investment management fees earned from these entities. As of March 31, 2014, we were the primary beneficiary of three CLOs and two other SIP VIEs.

Fair Value Measurements

We record a substantial amount of our investments at fair value or amounts that approximate fair value on a recurring basis. We use a three-level fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value based on whether the inputs to those valuation techniques are observable or unobservable.

As of March 31, 2014, Level 3 assets represented 20% of total assets measured at fair value, substantially all of which related to investments of consolidated SIPs in equity and debt securities of entities and funds that are not traded in active markets. Level 3 liabilities, comprised of contingent consideration liabilities and debt of consolidated VIEs, represented 15% of total liabilities measured at fair value at March 31, 2014. There were no transfers into or out of Level 3 during the six months ended March 31, 2014.

Goodwill and Other Intangible Assets

Subsequent to our annual impairment tests as of August 1, 2013, there were no impairments to goodwill or indefinite-lived intangible assets as we determined no events occurred or circumstances changed that would more likely than not reduce the fair value of our reporting unit below its carrying value, or indicate that our indefinite-lived intangible assets might be impaired.

We test definite-lived intangible assets for impairment quarterly. As of March 31, 2014, the undiscounted future cash flow projections for \$90.0 million, or 91%, of our definite-lived intangible assets exceeded their carrying values by at least 55%. We estimated the future undiscounted cash flows for these assets using AUM growth rates ranging from (5)% to 23%. As of March 31, 2014, a decline in these assets' related AUM of 36% could cause us to evaluate whether their fair value is below the carrying value. There was no impairment of definite-lived intangible assets during the six months ended March 31, 2014.

Revenues

Investment management fees, other than performance-based fees, and distribution fees are determined based on a percentage of AUM, primarily on a monthly basis using average daily AUM. Performance-based investment management fees are based on performance targets established in the related investment management contracts. AUM is generally based on the fair value of the underlying securities held by SIPs and is calculated using fair value methods

derived primarily from unadjusted quoted market prices, unadjusted independent third-party broker or dealer price quotes in active markets, or market prices or price quotes adjusted for observable price movements after the close of the primary market. The fair values of the underlying securities for which market

Table of Contents

prices are not readily available are internally valued using various methodologies which incorporate unobservable inputs as appropriate for each security type. As of March 31, 2014, our total AUM by fair value hierarchy level was 51% Level 1, 48% Level 2 and 1% Level 3.

NEW ACCOUNTING GUIDANCE

See Note 2 – New Accounting Guidance in the notes to condensed consolidated financial statements in Item 1 of Part I of this Form 10-Q.

RISK FACTORS

Volatility and disruption of the capital and credit markets, and adverse changes in the global economy, may significantly affect our results of operations and may put pressure on our financial results. The capital and credit markets continue to experience volatility and disruption worldwide. Declines in global financial market conditions have in the past resulted in significant decreases in our assets under management (“AUM”), revenues and income, and future declines may negatively impact our financial results. Such declines have had and may in the future have an adverse impact on our results of operations. We may need to modify our business, strategies or operations and we may be subject to additional constraints or costs in order to compete in a changing global economy and business environment.

The amount and mix of our AUM are subject to significant fluctuations. Fluctuations in the amount and mix of our AUM may be attributable in part to market conditions outside of our control that have had, and in the future could have, a negative impact on our revenues and income. We derive our operating revenues and net income from providing investment management and related services. The level of our revenues depends largely on the level and mix of AUM. Our investment management fee revenues are primarily based on a percentage of the value of AUM and vary with the nature of the account or product managed. Any decrease in the value or amount of our AUM because of market volatility or other factors, such as a decline in the price of stocks, in particular market segments or in the securities market generally, negatively impacts our revenues and income. We are subject to significant risk of asset volatility from changes in the global financial, equity and debt markets. Individual financial, equity and debt markets may be adversely affected by economic, political, financial or other instabilities that are particular to the country or region in which a market is located, including without limitation local acts of terrorism, economic crises, political protests, insurrection or other business, social or political crises. Global economic conditions, exacerbated by war, terrorism, natural disasters or financial crises, changes in the equity or debt marketplaces, unanticipated changes in currency exchange rates, interest rates, inflation rates, the yield curve, defaults by derivative counterparties, bond default risks, the sovereign debt crisis in Europe, the crisis in Ukraine and any related sanctions, and other factors that are difficult to predict affect the mix, market values and levels of our AUM. The funds we manage may be subject to an unanticipated large number of redemptions as a result of such events, causing the funds to sell securities they hold, possibly at a loss, or draw on any available lines of credit to obtain cash to settle these redemptions, or settle in-kind with securities held in the applicable fund. We may, in our discretion, provide financial support to a fund to enable it to maintain sufficient liquidity in such event. Changes in investor preferences regarding our more popular investment products also could cause sizable redemptions and lower the value of our AUM, which would result in lower revenue and operating results. Moreover, changing market conditions may cause a shift in our asset mix between international and U.S. assets, potentially resulting in a decline in our revenues and income depending upon the nature of our AUM and the level of management fees we earn based on our AUM. We generally derive higher investment management and distribution fees from our international products than from our U.S. products, and higher sales fees from our U.S. products than from our international products. Additionally, changing market conditions may cause a shift in our asset mix towards fixed-income products and a related decline in our revenues and income, as we generally derive higher fee revenues and income from equity products than from fixed-income products we manage. On the other hand, increases in interest rates, in particular if rapid, or high interest rates, as well as any uncertainty in the future direction of interest rates, may have a negative impact on our fixed-income products as rising interest rates or interest rate uncertainty typically decrease the total return on many bond investments due to lower market valuations of existing bonds. Any decrease in the level of our AUM resulting from market declines, interest rate volatility or uncertainty, increased redemptions or other factors could negatively impact our revenues and income.

We are subject to extensive, complex, overlapping and frequently changing rules, regulations and legal interpretations. There is uncertainty associated with the regulatory environment in which we operate. Our business is subject to extensive and complex, overlapping and/or conflicting, and frequently changing rules, regulations, policies and legal interpretations in the countries in which we operate, including those with respect to securities and other financial instruments, advisory, banking, accounting, tax, compensation, ethics, data protection, privacy and escheatment laws and regulations.

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”), as well as other legislative and regulatory changes, impose additional restrictions and limitations on us, resulting in increased scrutiny and oversight of our financial services and products. We continue to analyze the impact of the Dodd-Frank Act as implementing rules are adopted and become effective. Under the Dodd-Frank Act, which imposes a number of new regulations governing derivative transactions,

Table of Contents

certain categories of swaps are currently required, and further categories of swaps are likely to be required, to be submitted for clearing by a regulated clearing organization and reported on a swap execution facility, and the posting of collateral will be required for uncleared swaps. These and other requirements are likely to impact how we manage our investment strategies because of, among other things, an increase in the costs and expenses of utilizing swaps and other derivatives. The so-called “Volcker Rule” provisions of the Dodd-Frank Act restrict the ability of affiliates of insured depository institutions, such as Franklin, to sponsor or invest in private funds or to engage in certain types of proprietary trading. In December 2013, the final regulations implementing the Volcker Rule were issued by the U.S. Securities and Exchange Commission (“SEC”), the Commodity Futures Trading Commission (“CFTC”), and the three federal banking agencies, the Federal Reserve Board (“FRB”), the Federal Deposit Insurance Corporation (“FDIC”), and the Office of the Comptroller of the Currency (“OCC”). The effective date of the final rule was April 1, 2014, but banking institutions will have until July 21, 2015 to conform their activities and investments to the requirements of the Volcker Rule. We are continuing to prepare for the potential impact of the Volcker Rule and the final rules adopted thereunder. The Dodd-Frank Act also authorized the establishment of the Financial Stability Oversight Council (“FSOC”), the mandate of which is to identify and respond to threats to U.S. financial stability. The FSOC may designate non-bank financial companies as systemically important financial institutions (“SIFIs”), which are subject to supervision and regulation by the FRB. The FSOC, as well as other global regulators, are considering what threats to global financial stability, if any, arise from asset management companies and/or the funds that they manage, and whether such threats can be mitigated by treating such entities as SIFIs and subjecting them to additional regulation. To the extent that we or our funds are subject to such a SIFI designation, such regulation, which could include requirements related to risk-based capital, leverage, liquidity, credit exposure, stress testing, resolution plans, early remediation, and certain risk management requirements, could impact our business. In addition to the rulemaking mandated by the Dodd-Frank Act, rules adopted by the CFTC in 2012 removed or limited previously available exemptions and exclusions from registration and regulation as a commodity pool operator and commodity trading advisor on which we had relied, resulting in the imposition of either additional registration, disclosure, reporting and recordkeeping requirements or more stringent requirements to comply with the remaining exemptions or exclusions for operators of certain of our registered mutual funds and other pooled vehicles that use or trade in futures, swaps and other derivatives considered commodity interests and subject to regulation by the CFTC. Additionally, the SEC has adopted its final rule setting forth the definition of a municipal adviser and requiring such advisers to register with the Municipal Securities Rulemaking Board. We continue to monitor this rule to determine registration requirements for certain Franklin entities. Further, the Foreign Account Tax Compliance Act (“FATCA”), which is intended to address tax compliance issues related to U.S. taxpayers holding non-U.S. accounts, will impose customer due diligence, reporting and withholding requirements on certain non-U.S. financial institutions. Full implementation of FATCA will be phased in over the next several years. Also, the SEC has developed proposals for stricter regulation of money market funds that could significantly change the structure and operations of those funds. We expect that such regulatory requirements and developments will cause us to incur additional administrative and compliance costs. Financial reporting requirements, and the processes, controls and procedures that have been put in place to address them, are often comprehensive and complex. We may be adversely affected as a result of new or revised legislation or regulations or by changes in the interpretation of existing laws and regulations. While management has focused attention and resources on our compliance policies, procedures and practices, non-compliance with applicable laws, rules, regulations, conflicts of interest requirements or fiduciary principles, or our inability to keep up with, or adapt to, an ever changing, complex regulatory environment, could result in civil liability, criminal liability and/or sanctions against us, including fines and censures, injunctive relief, suspension or expulsion from a particular jurisdiction or market or the revocation of licenses or charters, any of which could adversely affect our reputation, prospects, revenues and income.

We are subject to U.S. federal securities laws, state laws regarding securities fraud, other federal and state laws and rules and regulations of certain regulatory and self-regulatory organizations, including those rules and regulations promulgated by, among others, the SEC, the Financial Industry Regulatory Authority and the New York Stock Exchange. We are also subject to the rules and regulations promulgated by the CFTC and the National Futures Association. Because of our non-U.S. operations and/or trading in our sponsored investment products (“SIPs”) that take

place outside the U.S., we are also subject to regulation by non-U.S. regulators and U.S. regulators such as the Department of Justice and the SEC with respect to the Foreign Corrupt Practices Act of 1977. We are also subject to the laws and regulations of states and other jurisdictions regarding the reporting and escheatment of unclaimed or abandoned property. Certain of our subsidiaries are registered with the SEC under the Investment Advisers Act of 1940 and many of our funds are registered with the SEC under the Investment Company Act, both of which impose numerous obligations, as well as detailed operational requirements, on our subsidiaries that are investment advisers to registered investment companies. Our subsidiaries must comply with myriad complex and changing U.S. and/or non-U.S. rules and regulations, some of which may conflict, as well as complex tax regimes. Additionally, as we continue to expand our operations, sometimes rapidly, into additional non-U.S. jurisdictions, the rules and regulations of these non-U.S. jurisdictions become applicable, sometimes with short compliance deadlines, and add further regulatory complexity to our ongoing global compliance operations.

Table of Contents

We are also a bank holding company and a financial holding company subject to the supervision and regulation of the FRB and are subject to the restrictions, limitations and prohibitions of the Bank Holding Company Act of 1956 (the “BHC Act”) and the Gramm-Leach-Bliley Act. In addition, significant aspects of the Dodd-Frank Act relate to changes in the regulation of banks, thrifts, holding companies and related institutions, including with respect to regulation and supervision in the banking industry, and the imposition of various restrictions and limitations on certain activities of such entities. The Dodd-Frank Act, together with other regulatory initiatives, includes a number of measures that will increase capital and liquidity requirements, impose limits on leverage, and enhance supervisory authority and regulatory oversight of non-banking entities which may apply to our business. In July 2013, the U.S. federal banking agencies adopted new capital rules to implement the Basel Committee's capital framework, known as “Basel III”, for U.S. bank holding companies and banks. Basel III will impose more stringent capital requirements on Franklin and its banking subsidiaries. The new capital rules will become effective for Franklin, Fiduciary Trust Company International (“Fiduciary Trust”) and Franklin Templeton Bank & Trust, F.S.B. (“FTB&T”) on January 1, 2015 (subject to certain phase-in periods through January 1, 2019). The FRB may impose additional limitations or restrictions on our activities, including if the FRB believes that we do not have the appropriate financial and managerial resources to commence or conduct an activity or make an acquisition. Further, our banking subsidiaries Fiduciary Trust and FTB&T are subject to extensive regulation, supervision and examination by their respective banking regulators, which include the FDIC for both, the New York State Department of Financial Services for Fiduciary Trust, and the OCC for FTB&T.

The laws and regulations imposed by our banking regulators generally involve restrictions and requirements in connection with a variety of technical, specialized, and expanding matters and concerns. For example, compliance with anti-money laundering and Know-Your-Customer requirements, both domestically and internationally, and the Bank Secrecy Act has taken on heightened importance with regulators as a result of efforts to, among other things, limit terrorism. At the same time, there has been increased regulation with respect to the protection of customer privacy and the need to secure sensitive customer information. As we continue to address these requirements or focus on meeting new or expanded ones, we may expend a substantial amount of time and resources. Any inability to meet these requirements, within the timeframes set by regulators, may subject us to sanctions or other restrictions by the regulators that could adversely impact our broader business objectives. Moreover, being subject to banking regulation may put us at a disadvantage compared to our competitors which are not subject to such requirements.

U.S. regulatory and legislative actions and reforms have made the regulatory environment in which we operate more costly and future actions and reforms could adversely impact our financial condition and results of operations. Since 2001, the federal securities laws have been augmented substantially and made significantly more complex by, among other measures, the Sarbanes-Oxley Act of 2002, the USA Patriot Act of 2001 and the Dodd-Frank Act. Moreover, the adoption of new laws or regulations and changes in the interpretation or enforcement of existing laws or regulations have directly affected, and may continue to affect, our business. With new laws and changes in interpretation of existing requirements, the associated time we must dedicate to, and related costs we must incur in, meeting the regulatory complexities of our business have increased. In particular, certain provisions of the Dodd-Frank Act still require the adoption of implementing rules. We may be required to invest significant additional management time and resources to address the new regulations being adopted pursuant to the Dodd-Frank Act. In addition, the SEC has proposed changes to Rule 12b-1 promulgated under the Investment Company Act which, if adopted, could limit our ability to recover expenses relating to the distribution of our funds. Outlays associated with meeting regulatory complexities have also increased as we expand our business into new jurisdictions. Compliance activities to meet these and other new legal requirements have required us to expend additional time and resources, and, consequently, we are incurring increased costs of doing business, which potentially negatively impacts our profitability and future financial results. Moreover, any potential accounting or reporting error, whether financial or otherwise, if material, could damage our reputation, adversely affect our ability to conduct business, and decrease revenues and income. Finally, any regulatory and legislative actions and reforms affecting the mutual fund industry, including compliance initiatives, may negatively impact revenues by increasing our costs of accessing or operating in the financial markets or by making certain investment offerings less favorable to our clients.

Failure to comply with the laws, rules or regulations in any of the non-U.S. jurisdictions in which we operate could result in substantial harm to our reputation and results of operations. As with all investment management companies, our activities are highly regulated in almost all countries in which we conduct business. The regulatory environments of the non-U.S. jurisdictions where we conduct our business or where the funds and products we manage are organized or sold are complex, uncertain and subject to change. Local regulatory environments may vary widely and place additional demands on our sales, investment, legal and compliance personnel. Failure to comply with the applicable laws, rules, regulations, codes, directives, notices or guidelines in any of our non-U.S. jurisdictions could result in a wide range of penalties and disciplinary actions, including fines, censures and the suspension or expulsion from a particular jurisdiction or market or the revocation of licenses, any of which could adversely affect our reputation and operations. In recent years, the non-U.S. regulatory environments in which we operate have seen significant increased and evolving regulation, which has imposed and may continue to impose additional compliance and operational costs on us in the applicable jurisdictions. Regulators in non-U.S. jurisdictions could also change their policies or laws in a manner that might restrict or otherwise impede our ability to offer our investment products and services in their respective markets, or we may

Table of Contents

be unable to keep up with, or adapt to, the ever changing, complex regulatory requirements in such jurisdictions or markets, which could further negatively impact our business.

Changes in tax laws or exposure to additional income tax liabilities could have a material impact on our financial condition, results of operations and liquidity. We are subject to income taxes as well as non-income based taxes, in both the U.S. and various non-U.S. jurisdictions and are subject to ongoing tax audits in the U.S. and various non-U.S. jurisdictions. Tax authorities may disagree with certain positions we have taken and assess additional taxes. We regularly assess the likely outcomes of these audits in order to determine the appropriateness of our tax provision. However, there can be no assurance that we will accurately predict the outcomes of these audits, and the actual outcomes of these audits could have a material impact on our net income or financial condition. Changes in tax laws or tax rulings could materially impact our effective tax rate. For example, proposals for fundamental U.S. corporate tax reform, if enacted, could change the amount of taxes we are required to pay and have a significant impact on our future results of operations, profitability and financial condition.

Any significant limitation, failure or security breach of our information and cyber security infrastructure, software applications, technology or other systems that are critical to our operations could harm our operations and reputation. We are highly dependent upon the use of various proprietary and third-party information and security technology, software applications and other technology systems to operate our business. We are also dependent on the effectiveness of our information and cyber security infrastructure, policies, procedures and capabilities to protect our computer and telecommunications systems and the data that reside on or are transmitted through them. We use our technology to, among other things, support our operations, obtain securities pricing information, process client transactions, and provide reports and other customer services to the clients of the funds we manage. Any inaccuracies, delays, systems failures or security breaches in these and other processes could subject us to client dissatisfaction and losses. Although we take protective measures, including measures to effectively secure information through system security technology, our technology systems may still be vulnerable to unauthorized access, computer viruses or other events that have a security impact, such as an external hacker attack by one or more cyber criminals (including phishing attacks attempting to get clients to provide confidential information) or an authorized employee or vendor inadvertently causing us to release confidential information, which could materially harm our operations and reputation. Breach of our technology systems could result in the unauthorized disclosure or modification of sensitive or confidential information, loss of valuable information, breach of client contracts, liability for stolen assets, information or identity, remediation costs to repair damage caused by the breach, additional security costs to mitigate against future incidents, regulatory actions and litigation costs resulting from the incident. Moreover, loss or unauthorized disclosure of confidential customer identification information could harm our reputation and subject us to liability under laws that protect confidential personal data, resulting in increased costs or a decline in our revenues or common stock price.

Further, although we take precautions to password protect and encrypt our laptops and sensitive information on our other mobile electronic devices, if such devices are stolen, misplaced or left unattended, they may become vulnerable to hacking or other unauthorized use, creating a possible security risk and resulting in potentially costly actions by us. Most of the software applications that we use in our business are licensed from, and supported, upgraded and maintained by, third-party vendors. A suspension or termination of certain of these licenses or the related support, upgrades and maintenance could cause temporary system delays or interruption. In addition, our failure to properly manage and operate our data centers could have an adverse impact on our business. Although we have in place certain disaster recovery plans, we may experience system delays and interruptions as a result of natural disasters, power failures, acts of war, and third-party failures. Technology is subject to rapid change and we cannot guarantee that our competitors may not implement more advanced technology platforms for their products, which could affect our business. Potential system failures or breaches, or advancements in technology, and the cost necessary to address them, could result in material financial loss or costs, regulatory actions, breach of client contracts, reputational harm or legal claims and liability, which in turn could negatively impact our revenues and income.

Our business operations are complex and a failure to properly perform operational tasks or the misrepresentation of our products and services, or the termination of investment management agreements representing a significant portion of our AUM, could have an adverse effect on our revenues and income. Through our subsidiaries, we provide

investment management and related services to our SIPs. In addition to investment management, our services include fund administration, sales, distribution, shareholder services, transfer agency, trustee, custodial and other fiduciary services, as well as select private banking services. In order to be competitive and comply with our agreements, we must properly perform our fund and portfolio administration and related responsibilities, including portfolio recordkeeping and accounting, security pricing, corporate actions, investment restrictions compliance, daily net asset value computations, account reconciliations, and required distributions to fund shareholders. In addition, the intentional or unintentional misrepresentation of our products and services in advertising materials, public relations information, social media or other external communications could adversely affect our reputation and business prospects. Our investment management fees, which represent a majority of our revenues, are dependent on fees earned under investment management agreements that we have with the SIPs we advise. Our revenues could be adversely affected if such agreements representing a significant portion of our AUM are terminated or significantly altered. Further, certain of our subsidiaries may act as general partner for various investment partnerships, which may subject them to liability for the partnerships' liabilities. If we

Table of Contents

fail to properly perform and monitor our operations, our business could suffer and our revenues and income could be adversely affected.

We face risks, and corresponding potential costs and expenses, associated with conducting operations and growing our business in numerous countries. We sell mutual funds and offer investment management and related services in many different regulatory jurisdictions around the world, and intend to continue to expand our operations internationally. As we do so, we will continue to face challenges to the adequacy of our resources, procedures and controls to consistently and effectively operate our business. In order to remain competitive, we must be proactive and prepared to implement necessary resources when growth opportunities present themselves, whether as a result of a business acquisition or rapidly increasing business activities in particular markets or regions. Local regulatory environments may vary widely, as may the adequacy and sophistication of each. Similarly, local distributors, and their policies and practices as well as financial viability, may also vary widely, or be inconsistent or less developed or mature than other distributors. Notwithstanding potential long-term cost savings by increasing certain operations, such as transfer agent and other back-office operations, in countries or regions of the world with lower operating costs, growth of our international operations may involve near-term increases in expenses as well as additional capital costs, such as information systems and technology costs and costs related to compliance with particular regulatory or other local requirements or needs. Local requirements or needs may also place additional demands on sales and compliance personnel and resources, such as meeting local language requirements, while also integrating personnel into an organization with a single operating language. Finding, hiring and retaining additional, well-qualified personnel and crafting and adopting policies, procedures and controls to address local or regional requirements remain a challenge as we expand our operations internationally. Moreover, regulators in non-U.S. jurisdictions could also change their policies or laws in a manner that might restrict or otherwise impede our ability to distribute or register investment products in their respective markets. Any of these local requirements, activities, or needs could increase the costs and expenses we incur in a specific jurisdiction without any corresponding increase in revenues and income from operating in the jurisdiction. Recently, certain laws and regulations outside the U.S. have included extraterritorial application. This may lead to duplicative or conflicting legal or regulatory burdens and additional costs and risks. In addition, from time to time we enter into international joint ventures or take minority stakes in companies in which we may not have control. These investments may involve risks, including the risk that the controlling stakeholder or joint venture partner may have business interests, strategies or goals that are inconsistent with ours, and the risk that business decisions or other actions or omissions of the controlling stakeholder, joint venture partner or the entity itself may result in liability for us or harm to our reputation or adversely affect the value of our investment in the entity. We depend on key personnel and our financial performance could be negatively affected by the loss of their services. The success of our business will continue to depend upon our key personnel, including our portfolio and fund managers, investment analysts, investment advisers, sales and management personnel and other professionals as well as our executive officers and business unit heads. Competition for qualified, motivated, and highly skilled executives, professionals and other key personnel in the investment management industry remains significant. Our success depends to a substantial degree upon our ability to find, attract, retain, and motivate qualified individuals, including through competitive compensation packages, and upon the continued contributions of these people. Laws and regulations, including those contained in or relating to the Capital Requirements Directive of the European Union (“EU”), those recently adopted under the EU’s Alternative Investment Fund Manager Directive, those required to be adopted under the Dodd-Frank Act and certain provisions of the EU’s new Undertakings for Collective Investment in Transferable Securities V Directive and Markets in Financial Instruments Directive II, could impose restrictions on compensation paid by financial institutions, which could restrict our ability to compete effectively for qualified professionals. As our business grows, we are likely to need to increase correspondingly the overall number of individuals that we employ. Moreover, in order to retain certain key personnel, we may be required to increase compensation to such individuals, resulting in additional expense without a corresponding increase in potential revenues. We cannot assure you that we will be successful in finding, attracting and retaining qualified individuals, and the departure of key investment personnel, in particular, if not replaced, could cause us to lose clients, which could have a material adverse effect on our financial condition, results of operations and business prospects.

Strong competition from numerous and sometimes larger companies with competing offerings and products could limit or reduce sales of our products, potentially resulting in a decline in our market share, revenues and income. We compete with numerous investment management companies, securities brokerage and investment banking firms, insurance companies, banks and other financial institutions. Our investment products also compete with products offered by these competitors as well as real estate investment trusts, hedge funds and others. The periodic establishment of new investment management companies and other competitors increases the competition that we face. At the same time, consolidation in the financial services industry has created stronger competitors with greater financial resources and broader distribution channels than our own. Competition is based on various factors, including, among others, business reputation, investment performance, product mix and offerings, service quality and innovation, distribution relationships, and fees charged. Additionally, competing securities broker/dealers whom we rely upon to distribute and sell our mutual funds may also sell their own proprietary funds and investment products, which could limit the distribution of our investment products. To the extent that existing or potential clients, including securities broker/dealers, decide to invest in or distribute the products of our competitors, the sales of our products as well as our market share, revenues and income

Table of Contents

could decline. Our ability to attract and retain AUM is also dependent on the relative investment performance of our funds and other managed investment portfolios, offering a mix of SIPs that meets investor demand and our ability to maintain our investment management fees and pricing structure at competitive levels.

Changes in the third-party distribution and sales channels on which we depend could reduce our income and hinder our growth. We derive nearly all of our fund sales through third-party broker/dealers and other similar investment advisers and financial intermediaries. Increasing competition for these distribution channels and regulatory initiatives have caused our distribution costs to rise and could cause further increases in the future or could otherwise negatively impact the distribution of our products. Pursuant to the Dodd-Frank Act, the SEC may establish different standards for broker/dealers in their interaction with retail customers, which could have an impact on sales and/or distribution costs. Higher distribution costs lower our income; consolidations in the broker/dealer industry could also adversely impact our income. Moreover, if several of the major financial advisers who distribute our products were to cease operations or limit or otherwise end the distribution of our products, it could have a significant adverse impact on our income. In addition, the U.K. and the Netherlands have adopted regimes which ban the payment of commissions to intermediaries in relation to certain sales to retail customers and similar regimes are under consideration in several other markets. Depending on their exact terms, such regimes may result in existing flows of business moving to less profitable channels or even to competitors providing substitutable products outside the regime. There is no assurance we will continue to have access to the third-party broker/dealers and similar investment advisers that currently distribute our products, or continue to have the opportunity to offer all or some of our existing products through them. A failure to maintain strong business relationships with the major investment advisers who currently distribute our products may also impair our distribution and sales operations. Because we use broker/dealers and other similar investment advisers to sell our products, we do not control the ultimate investment recommendations given to clients. Any inability to access and successfully sell our products to clients through third-party distribution channels could have a negative effect on our level of AUM, income and overall business and financial condition.

Our increasing focus on international markets as a source of investments and sales of investment products subjects us to increased exchange rate and other risks in connection with our revenues and income generated overseas. While we maintain a significant portion of our operations in the U.S., we also provide services and earn revenues in The Bahamas, Asia-Pacific, Europe, Canada, Latin America, the Middle East and Africa. As a result, we are subject to foreign exchange risk through our non-U.S. operations. Fluctuations in the exchange rates to the U.S. dollar may affect our financial results from one period to the next. While we have taken steps to reduce our exposure to foreign exchange risk, for example, by denominating a significant amount of our transactions in U.S. dollars, the situation may change in the future as our business continues to grow outside the U.S. Appreciation of the U.S. dollar could moderate revenues from managing investment products internationally or could affect relative investment performance of certain funds invested in non-U.S. securities. In addition, we have risk associated with the foreign exchange revaluation of U.S. dollar balances held by certain non-U.S. subsidiaries for which the local currency is the functional currency. Separately, management fees that we earn tend to be higher in connection with international AUM than with U.S. AUM. Consequently, a downturn in international markets could have a significant effect on our revenues and income. Moreover, as our business continues to grow in non-U.S. markets, any ongoing and future business, economic, social or political unrest affecting these markets, in addition to any direct consequences such as unrest may have on our personnel and facilities located in the affected area, may also have a more lasting impact on the long-term investment climate in these and other areas and, as a result, our AUM and the corresponding revenues and income that we generate from them may be negatively affected.

Harm to our reputation or poor investment performance of our products could reduce the level of our AUM or affect our sales, potentially negatively impacting our revenues and income. Our reputation is critical to the success of our business. We believe that our brand names have been, and continue to be, well received both in our industry and with our clients, reflecting the fact that our brands, like our business, are based in part on trust and confidence. If our reputation is harmed, existing clients may reduce amounts held in, or withdraw entirely from, funds that we advise or funds may terminate their management agreements with us, which could reduce the amount of AUM and cause us to suffer a corresponding loss in our revenues and income. Our investment performance, along with achieving and maintaining superior distribution and client services, is also critical to the success of our business. Strong investment

performance often stimulates sales of our investment products. Poor investment performance as compared to third-party benchmarks or competitive products could lead to a decrease in sales of investment products we manage and stimulate redemptions from existing products, generally lowering the overall level of AUM and reducing the management fees we earn. We cannot assure you that past or present investment performance in the investment products we manage will be indicative of future performance. Any poor investment performance may negatively impact our revenues and income. Reputational harm or poor investment performance may cause us to lose current clients and we may be unable to continue to attract new clients or develop new business. If we fail to address, or appear to fail to address, successfully and promptly the underlying causes of any reputational harm or poor investment performance, we may be unsuccessful in repairing any existing harm to our reputation or performance and our future business prospects would likely be affected.

Our future results are dependent upon maintaining an appropriate level of expenses, which is subject to fluctuation. The level of our expenses is subject to fluctuation and may increase for the following or other reasons: changes in the level and scope of our operating expenses in response to market conditions; variations in the level of total compensation expense due to, among

Table of Contents

other things, bonuses, changes in our employee count and mix, and competitive factors; changes in expenses and capital costs, including costs incurred to maintain and enhance our administrative and operating services infrastructure or to cover uninsured losses, and an increase in insurance expenses including through the assumption of higher deductibles and/or co-insurance liability.

Our ability to successfully manage and grow our business can be impeded by systems and other technological limitations. Our continued success in effectively managing and growing our business depends on our ability to integrate the varied accounting, financial, information, and operational systems on a global basis. Moreover, adapting or developing our existing technology systems to meet our internal needs, as well as client needs, industry demands and new regulatory requirements, is also critical for our business. The constant introduction of new technologies presents new challenges to us. We have an ongoing need to continually upgrade and improve our various technology systems, including our data processing, financial, accounting, shareholder servicing and trading systems. Further, we also must be proactive and prepared to implement technology systems when growth opportunities present themselves, whether as a result of a business acquisition or rapidly increasing business activities in particular markets or regions. These needs could present operational issues or require, from time to time, significant capital spending. It also may require us to reevaluate the current value and/or expected useful lives of our technology systems, which could negatively impact our results of operations.

Our inability to successfully recover should we experience a disaster or other business continuity problem could cause material financial loss, loss of human capital, regulatory actions, reputational harm, or legal liability. Should we experience a local or regional disaster or other business continuity problem, such as an earthquake, tsunami, terrorist attack, pandemic or other natural or man-made disaster, our continued success will depend, in part, on the safety and availability of our personnel, our office facilities, and the proper functioning of our computer, telecommunication and other systems and operations. While our operational size, the diversity of locations from which we operate, and our redundant back-up systems provide us with a strong advantage should we experience a local or regional disaster or other business continuity event, we could still experience near-term operational challenges, in particular depending upon how a local or regional event may affect our human capital across our operations or with regard to particular aspects of our operations, such as key executive officers or personnel in our technology group. Moreover, as we grow our operations in new geographic regions, the potential for particular types of natural or man-made disasters, political, economic or infrastructure instabilities, or other country- or region-specific business continuity risks increases. Past disaster recovery efforts have demonstrated that even seemingly localized events may require broader disaster recovery efforts throughout our operations and, consequently, we regularly assess and take steps to improve upon our existing business continuity plans and key management succession. However, a disaster on a significant scale or affecting certain of our key operating areas within or across regions, or our inability to successfully recover should we experience a disaster or other business continuity problem, could materially interrupt our business operations and cause material financial loss, loss of human capital, regulatory actions, reputational harm, or legal liability.

Certain of the portfolios we manage, including our emerging market portfolios, are vulnerable to significant market-specific political, economic or other risks, any of which may negatively impact our revenues and income. Our emerging market portfolios and revenues derived from managing these portfolios are subject to significant risks of loss from political, economic, and diplomatic developments, currency fluctuations, social instability, changes in governmental policies, expropriation, nationalization, asset confiscation and changes in legislation related to non-U.S. ownership. International trading markets, particularly in some emerging market countries, are often smaller, less liquid, less regulated and significantly more volatile than those in the U.S.

Regulatory and governmental examinations and/or investigations, litigation and the legal risks associated with our business, could adversely impact our AUM, increase costs and negatively impact our profitability and/or our future financial results. From time to time we may receive requests for documents or other information from governmental authorities or regulatory bodies or we may become the subject of governmental or regulatory investigations and/or examinations, or governmental or regulatory investigations and/or examinations that have been inactive could become active. In addition, we may be named in litigation. We may be obligated, and under our certificate of incorporation, by-laws and standard form of director indemnification agreement we are obligated under certain conditions, or we may choose, to indemnify directors, officers or employees against liabilities and expenses they may incur in

connection with such matters to the extent permitted under applicable law. Even if claims made against us are without merit, litigation typically is an expensive process. Risks associated with legal liability often are difficult to assess or quantify and their existence and magnitude can remain unknown for significant periods of time. Eventual exposures from and expenses incurred relating to any litigation, investigations, examinations and settlements could adversely impact our AUM, increase costs and negatively impact our profitability and/or our financial results. Judgments, findings or allegations of wrongdoing by regulatory or governmental authorities or in litigation against us or settlements with respect thereto could affect our reputation, increase our costs of doing business and/or negatively impact our revenues, any of which could have a material negative impact on our financial results.

Our ability to meet cash needs depends upon certain factors, including the market value of our assets, operating cash flows and our perceived creditworthiness. Our ability to meet anticipated cash needs depends upon factors such as the market value of our assets, our operating cash flows and our creditworthiness as perceived by lenders. If we are unable to obtain funds and financing,

Table of Contents

we may be forced to incur unanticipated costs or revise our business plans. Further, our access to the capital markets depends significantly on our credit ratings. A reduction in our long- or short-term credit ratings could increase our borrowing costs and limit our access to the capital markets. Volatility in the global financing markets may also impact our ability to access the capital markets should we seek to do so, and have an adverse effect on investors' willingness to purchase our securities, interest rates, credit spreads and the valuation levels of equity markets. If we are unable to obtain funds and financing, or access the capital markets in a timely manner, we may be forced to incur unanticipated costs or revise our business plans, and our business could be adversely impacted.

Our business could be negatively affected if we or our banking subsidiaries fail to satisfy regulatory and supervisory standards. Franklin and its banking subsidiaries are subject to significant regulation, supervision and examination by their respective banking regulators, which includes minimum regulatory capital standards. Franklin is subject to minimum capital and other regulatory and supervisory standards because it is a bank holding company and financial holding company registered with and supervised by the FRB under the BHC Act, and Franklin's banking subsidiaries are subject to substantially similar minimum capital rules and to other regulatory and supervisory standards administered by the FDIC and the OCC. Our business could be negatively affected if Franklin or its banking subsidiaries fail to meet these standards. Loss of financial holding company status could require that we either cease activities that are only permissible for us to engage in as a financial holding company or divest our banking subsidiaries if we desire to continue such activities. The banking regulators are authorized (and sometimes required) to impose a wide range of requirements, conditions, and restrictions on banks, thrifts, and bank holding companies that fail to maintain adequate capital levels. The U.S. federal banking agencies' new capital rules implementing the Basel III capital framework in the U.S. will impose more stringent capital requirements on Franklin and its banking subsidiaries. In addition, liquidity needs could affect our banking services, which may be subject to an unanticipated large number of withdrawals as a result of a number of factors, such as changed or unstable economic conditions, adverse trends or events, interest rates paid by competitors, general interest rate levels, and returns available to clients on alternative investments. Our banking subsidiaries may be required from time to time to rely on secondary sources of liquidity, such as the sale of investment securities and federal funds lines to enable them to meet such withdrawal demands. These secondary sources may not be sufficient to meet liquidity needs.

We are dependent on the earnings of our subsidiaries. Substantially all of our operations are conducted through our subsidiaries. As a result, our cash flow and our ability to fund operations are dependent upon the earnings of our subsidiaries and the distribution of earnings, loans or other payments by our subsidiaries. Our subsidiaries are separate and distinct legal entities and have no obligation to provide us with funds for our payment obligations, whether by dividends, distributions, loans or other payments. Any payments to us by our subsidiaries could be subject to statutory or contractual restrictions and are contingent upon our subsidiaries' earnings and business considerations. Certain of our subsidiaries are subject to regulatory restrictions which may limit their ability to transfer funds to their parent companies and/or our ability to repatriate funds to the U.S. Our financial condition could be adversely affected if certain of our subsidiaries are unable to distribute funds to us.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

In the normal course of business, our financial position is subject to market risk, including, but not limited to, potential loss due to changes in the value of financial instruments including those resulting from adverse changes in interest rates, foreign currency exchange rates and market valuation. Financial instruments include, but are not limited to, investment securities, loans, deposits and debt obligations. Management is responsible for managing market risk. Our Enterprise Risk Management Committee is responsible for providing a framework to assist management to identify, assess, and manage market and other risks.

Our market risk from assets and liabilities of consolidated VIEs and consolidated SIPs is limited to that of our direct investments in, and/or investment management fees earned from, these entities. Accordingly, the assets and liabilities of our consolidated VIEs and consolidated SIPs are excluded from the discussion below.

AUM Market Price Risk

We are exposed to market risk through our investment management and distribution fees, which are generally calculated as a percentage of the market value of AUM. Changes in equity market prices, interest rates, credit spreads, foreign exchange rates, or a combination of these factors could cause the value of AUM to decline, which would result

in lower investment management and distribution fees. Our exposure to these risks is minimized as we sponsor a broad range of investment products in various global jurisdictions, which serves to mitigate the impact of changes in any particular market(s) or region(s).

Interest Rate Risk

We are exposed to changes in interest rates, primarily through our investments in debt securities, loans receivable and deposits . At March 31, 2014, we had exposure from \$1,673.7 million of investments in debt securities and SIPs that invest in debt securities, \$218.3 million of loans held for sale, \$3.8 million of net loans receivable and \$526.7 million of interest-bearing deposits. We minimize the impact of changes in interest rates related to investments in debt securities by managing the maturities of these

Table of Contents

securities, and through diversification, ensuring an appropriate mix of fixed rate and floating rate investments. Our exposure to the risks from investments in SIPs is also minimized by our broad range of products in various global jurisdictions, mitigating the impact of changes in any particular market(s) or region(s). We also monitor the interest rates and average maturities of our loan and deposit portfolios. At March 31, 2014, we had no exposure to changes in interest rates from debt obligations as all of our outstanding debt was issued at fixed rates.

As of March 31, 2014, we have considered the potential impact of a 100 basis point movement in market interest rates on our interest-earning cash and cash equivalents, portfolio of debt securities, loans receivable, deposits and debt obligations. Based on our analysis, we do not expect that such a change would have a material impact on our operating revenues or results of operations in the next twelve months, for any of these categories or in the aggregate.

Foreign Currency Exchange Risk

We are subject to foreign currency exchange risk through our international operations. While the majority of our revenues are earned in the U.S., we also provide services and earn revenues in The Bahamas, Asia-Pacific, Europe, Canada, Latin America, the Middle East and Africa. Our exposure to foreign currency exchange risk is minimized in relation to our results of operations since a significant portion of these revenues is denominated in U.S. dollars. This situation may change in the future as our business continues to grow outside the U.S. and expenses incurred denominated in foreign currencies increase. The exposure to foreign currency exchange risk in our condensed consolidated balance sheet mostly relates to cash and cash equivalents and investments that are denominated in foreign currencies, primarily in Euro, Indian Rupee, Pound Sterling and Canadian Dollar. These assets accounted for 8% of the total cash and cash equivalents and investments at March 31, 2014. We also have exposure to foreign exchange revaluation of U.S. dollar balances held by certain non-U.S. subsidiaries for which their local currency is the functional currency. These assets accounted for 10% of the total cash and cash equivalents and investments at March 31, 2014. We generally do not use derivative financial instruments to manage foreign currency exchange risk exposure. As a result, both positive and negative currency fluctuations against the U.S. dollar may affect our results of operations and accumulated other comprehensive income.

Market Valuation Risk

We are exposed to market valuation risks related to securities we hold that are carried at fair value. To mitigate the risks we maintain a diversified investment portfolio and, from time to time, we may enter into derivative agreements. The following is a summary of the effect of a 10% increase or decrease in the carrying values of our financial instruments subject to market valuation risks at March 31, 2014. If such a 10% increase or decrease in carrying values were to occur, the changes from trading investment securities and direct investments in consolidated VIEs and consolidated SIPs would result in a \$173.2 million increase or decrease in our pre-tax earnings. The changes from available-for-sale investment securities would not result in a change to other-than-temporary impairment charges that would be material to our pre-tax earnings.

(in millions)	Carrying Value	Carrying Value Assuming a 10% Increase	Carrying Value Assuming a 10% Decrease
Investment securities, trading	\$1,274.5	\$ 1,401.9	\$ 1,147.1
Investment securities, available-for-sale	579.3	637.2	521.4
Direct investments in consolidated VIEs and consolidated SIPs	457.9	503.7	412.1
Total	\$2,311.7	\$ 2,542.8	\$ 2,080.6

Item 4. Controls and Procedures.

The Company's management evaluated, with the participation of the Company's principal executive and principal financial officers, the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) as of March 31, 2014. Based on their evaluation, the Company's principal executive and principal financial officers concluded that the Company's disclosure controls and procedures as of March 31, 2014 were designed and are functioning effectively to provide reasonable assurance that the information required to be disclosed by the Company in reports filed under the Exchange Act is (i) recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and (ii) accumulated and communicated to management, including the principal executive and principal financial officers,

as appropriate, to allow timely decisions regarding required disclosure.

There has been no change in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the Company's fiscal quarter ended March 31, 2014, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Table of Contents

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

For a description of our legal proceedings, please see the description set forth in the “Legal Proceedings” section in Note 9 – Commitments and Contingencies in the notes to the condensed consolidated financial statements in Item 1 of Part I of this Form 10-Q, which is incorporated herein by reference.

Item 1A. Risk Factors.

Our Form 10-K for the fiscal year ended September 30, 2013 filed with the SEC includes a discussion of the Risk Factors applicable to us, which are also set forth under the heading “Risk Factors” in Item 2 of Part I of this Form 10-Q. There are no material changes from the Risk Factors as previously disclosed in our Form 10-K for the fiscal year ended September 30, 2013.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

The following table provides information with respect to the shares of our common stock that we repurchased during the three months ended March 31, 2014.

Month	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
January 2014	67,726	\$57.41	67,726	38,649,889
February 2014	1,698,600	\$52.24	1,698,600	36,951,289
March 2014	1,637,000	\$52.62	1,637,000	35,314,289
Total	3,403,326		3,403,326	

Under our stock repurchase program, we can repurchase shares of our common stock from time to time in the open market and in private transactions in accordance with applicable laws and regulations, including without limitation applicable federal securities laws. In order to pay taxes due in connection with the vesting of employee and executive officer stock and stock unit awards, we may repurchase shares under our program using a net stock issuance method. In December 2013, we announced that our Board of Directors authorized the repurchase of up to 30.0 million additional shares of our common stock under the stock repurchase program. At March 31, 2014, 35.3 million shares remained available for repurchase under the program, which is not subject to an expiration date. There were no unregistered sales of equity securities during the period covered by this report.

Table of Contents

Item 6. Exhibits.

Exhibit No.	Description
3(i)(a)	Registrant’s Certificate of Incorporation, as filed November 28, 1969, incorporated by reference to Exhibit (3)(i) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended September 30, 1994 (File No. 001-09318) (the “1994 Annual Report”)
3(i)(b)	Registrant’s Certificate of Amendment of Certificate of Incorporation, as filed March 1, 1985, incorporated by reference to Exhibit (3)(ii) to the 1994 Annual Report
3(i)(c)	Registrant’s Certificate of Amendment of Certificate of Incorporation, as filed April 1, 1987, incorporated by reference to Exhibit (3)(iii) to the 1994 Annual Report
3(i)(d)	Registrant’s Certificate of Amendment of Certificate of Incorporation, as filed February 2, 1994, incorporated by reference to Exhibit (3)(iv) to the 1994 Annual Report
3(i)(e)	Registrant’s Certificate of Amendment of Certificate of Incorporation, as filed on February 4, 2005, incorporated by reference to Exhibit (3)(i)(e) to the Registrant’s Quarterly Report on Form 10-Q for the period ended December 31, 2004 (File No. 001-09318)
3(ii)	Registrant’s Amended and Restated Bylaws (as adopted and effective December 10, 2013), incorporated by reference to Exhibit 3.1 to the Registrant’s Form 8-K filed with the SEC on December 11, 2013 (File No. 001-09318)
10.1	Representative Form of Management Company Services Agreement between Franklin Templeton International Services S.à r.l. and certain funds (filed herewith)
10.2	2014 Key Executive Incentive Compensation Plan (effective December 10, 2013), incorporated by reference to Exhibit 10.1 to the Registrant’s Form 8-K filed with the SEC on March 13, 2014 (File No. 001-09318)*
10.3	Non-Employee Director Compensation as of March 31, 2014 (filed herewith)*
10.4	Named Executive Officer Compensation as of March 31, 2014 (filed herewith)*
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith)
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith)
101	

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The following materials from the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, formatted in Extensible Business Reporting Language (XBRL), include: (i) the Condensed Consolidated Statements of Income, (ii) the Condensed Consolidated Statements of Comprehensive Income, (iii) the Condensed Consolidated Balance Sheets, (iv) the Condensed Consolidated Statements of Cash Flows, and (v) related notes (filed herewith)

* Compensatory Plan or Arrangement

50

Table of Contents

SIGNATURES

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

FRANKLIN RESOURCES, INC.
(Registrant)

Date: April 28, 2014

By: /S/ KENNETH A. LEWIS
Kenneth A. Lewis
Chief Financial Officer and Executive Vice President
(Duly Authorized Officer and Principal Financial Officer)

Table of Contents

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101	

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The following materials from the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, formatted in Extensible Business Reporting Language (XBRL), include: (i) the Condensed Consolidated Statements of Income, (ii) the Condensed Consolidated Statements of Comprehensive Income, (iii) the Condensed Consolidated Balance Sheets, (iv) the Condensed Consolidated Statements of Cash Flow

* Compensatory Plan or Arrangement

52