

Zoetis Inc.  
Form 10-Q  
August 05, 2016  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q

(Mark One)

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

For the quarterly period ended July 3, 2016

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-35797

Zoetis Inc.

(Exact name of registrant as specified in its charter)

Delaware 46-0696167  
(State or other jurisdiction of (I.R.S. Employer Identification No.)  
incorporation or organization)

100 Campus Drive, Florham Park, New Jersey 07932  
(Address of principal executive offices) (Zip Code)

(973) 822-7000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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

At August 1, 2016, there were 495,043,700 shares of common stock outstanding.

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## PART I – FINANCIAL INFORMATION

## Item 1. Financial Statements

## ZOETIS INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(UNAUDITED)

	Three Months Ended		Six Months Ended	
	July 3, 2016	June 28, 2015	July 3, 2016	June 28, 2015
(MILLIONS OF DOLLARS AND SHARES, EXCEPT PER SHARE DATA)				
Revenue	\$1,208	\$1,175	\$2,370	\$2,277
Costs and expenses:				
Cost of sales <sup>(a)</sup>	399	427	788	821
Selling, general and administrative expenses <sup>(a)</sup>	343	379	658	733
Research and development expenses <sup>(a)</sup>	88	84	178	164
Amortization of intangible assets <sup>(a)</sup>	22	15	43	30
Restructuring (benefits)/charges and certain acquisition-related costs	(21)	) 266	(19)	) 267
Interest expense, net of capitalized interest	41	29	84	57
Other (income)/deductions—net	4	2	(26)	) 2
Income/(Loss) before provision for taxes on income	332	(27)	) 664	203
Provision for taxes on income	108	9	236	74
Net income/(loss) before allocation to noncontrolling interests	224	(36)	) 428	129
Less: Net income attributable to noncontrolling interests	—	1	—	1
Net income/(loss) attributable to Zoetis Inc.	\$224	\$(37)	) \$428	\$128
Earnings/(Loss) per share attributable to Zoetis Inc. stockholders:				
Basic	0.45	(0.07)	) 0.86	0.26
Diluted	0.45	(0.07)	) 0.86	0.25
Weighted-average common shares outstanding:				
Basic	496.3	500.2	496.9	500.7
Diluted	498.8	500.2	499.2	502.9
Dividends declared per common share	\$0.095	\$—	\$0.190	\$0.083

Amortization expense related to finite-lived acquired intangible assets that contribute to our ability to sell, manufacture, research, market and distribute products, compounds and intellectual property is included in

(a) Amortization of intangible assets as these intangible assets benefit multiple business functions. Amortization expense related to finite-lived acquired intangible assets that are associated with a single function is included in Cost of sales, Selling, general and administrative expenses or Research and development expenses, as appropriate, in the condensed consolidated statements of operations.

See notes to condensed consolidated financial statements.

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

	Three Months Ended		Six Months Ended	
	July 3, 2016	June 28, 2015	July 3, 2016	June 28, 2015
(MILLIONS OF DOLLARS)				
Net income/(loss) before allocation to noncontrolling interests	\$224	\$(36)	\$428	\$129
Other comprehensive income/(loss), net of taxes and reclassification adjustments:				
Unrealized loss on derivatives, net <sup>(a)</sup>	(3 )	—	(3 )	—
Foreign currency translation adjustments, net	63	(25 )	65	(143 )
Benefit plans: Actuarial gains, net <sup>(a)</sup>	2	—	3	1
Total other comprehensive income/(loss), net of tax	62	(25 )	65	(142 )
Comprehensive income/(loss) before allocation to noncontrolling interests	286	(61 )	493	(13 )
Less: Comprehensive (loss)/income attributable to noncontrolling interests	—	—	(1 )	1
Comprehensive income/(loss) attributable to Zoetis Inc.	\$286	\$(61)	\$494	\$(14)

Presented net of reclassification adjustments and tax impacts, which are not significant in any period presented.

- <sup>(a)</sup> Reclassification adjustments related to benefit plans are generally reclassified, as part of net periodic pension cost, into Cost of sales, Selling, general and administrative expenses, and/or Research and development expenses, as appropriate, in the condensed consolidated statements of operations.

See notes to condensed consolidated financial statements.

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ZOETIS INC. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED BALANCE SHEETS

	July 3, 2016	December 31, 2015
(MILLIONS OF DOLLARS, EXCEPT SHARE AND PER SHARE DATA)	(Unaudited)	
Assets		
Cash and cash equivalents	\$ 658	\$ 1,154
Accounts receivable, less allowance for doubtful accounts of \$36 in 2016 and \$34 in 2015	888	937
Inventories	1,525	1,467
Assets held for sale	—	71
Other current assets	257	201
Total current assets	3,328	3,830
Property, plant and equipment, less accumulated depreciation of \$1,297 in 2016 and \$1,208 in 2015	1,341	1,307
Goodwill	1,475	1,455
Identifiable intangible assets, less accumulated amortization	1,217	1,190
Noncurrent deferred tax assets	91	82
Other noncurrent assets	66	49
Total assets	\$ 7,518	\$ 7,913
Liabilities and Equity		
Short-term borrowings	\$ 4	\$ 5
Current portion of long-term debt	—	400
Accounts payable	224	293
Dividends payable	47	47
Accrued expenses	512	676
Accrued compensation and related items	164	234
Income taxes payable	51	63
Liabilities associated with assets held for sale	—	4
Other current liabilities	37	59
Total current liabilities	1,039	1,781
Long-term debt, net of discount and issuance costs	4,465	4,463
Noncurrent deferred tax liabilities	292	264
Other taxes payable	115	63
Other noncurrent liabilities	236	251
Total liabilities	6,147	6,822
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.01 par value: 1,000,000,000 authorized, none issued	—	—
Common stock, \$0.01 par value: 6,000,000,000 authorized; 501,891,243 and 501,808,229 shares issued; 495,389,702 and 497,400,113 shares outstanding at July 3, 2016, and December 31, 2015, respectively	5	5
Treasury stock, at cost, 6,501,541 and 4,408,116 shares of common stock at July 3, 2016, and December 31, 2015, respectively	(294 )	(203 )
Additional paid-in capital	1,010	1,012
Retained earnings	1,190	876

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Accumulated other comprehensive loss	(554	) (622	)
Total Zoetis Inc. equity	1,357	1,068	
Equity attributable to noncontrolling interests	14	23	
Total equity	1,371	1,091	
Total liabilities and equity	\$ 7,518	\$ 7,913	

See notes to condensed consolidated financial statements.

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

	Zoetis				Accumulated Equity		
	Common Stock <sup>(a)</sup>	Treasury Stock <sup>(a)</sup>	Paid-in Capital	Retained Earnings	Other Comprehensive Loss	Attributable to Noncontrolling Interests	Total Equity
(MILLIONS OF DOLLARS)							
Balance, December 31, 2014	\$ 5	\$—	\$ 958	\$ 709	\$ (361 )	\$ 26	\$ 1,337
Six months ended June 28, 2015							
Net income	—	—	—	128	—	1	129
Other comprehensive income/(loss)	—	—	—	—	(143 )	1	(142 )
Share-based compensation awards <sup>(b)</sup>	—	(2 )	21	—	—	—	19
Treasury stock acquired <sup>(c)</sup>	—	(98 )	—	—	—	—	(98 )
Employee benefit plan contribution from Pfizer Inc. <sup>(d)</sup>	—	—	1	—	—	—	1
Dividends declared	—	—	—	(42 )	—	(2 )	(44 )
Balance, June 28, 2015	\$ 5	\$ (100 )	\$ 980	\$ 795	\$ (504 )	\$ 26	\$ 1,202
Balance, December 31, 2015	\$ 5	\$ (203 )	\$ 1,012	\$ 876	\$ (622 )	\$ 23	\$ 1,091
Six months ended July 3, 2016							
Net income	—	—	—	428	—	—	428
Other comprehensive income/(loss)	—	—	—	—	66	(1 )	65
Share-based compensation awards <sup>(b)</sup>	—	60	(3 )	(20 )	—	—	37
Treasury stock acquired <sup>(c)</sup>	—	(151 )	—	—	—	—	(151 )
Employee benefit plan contribution from Pfizer Inc. <sup>(d)</sup>	—	—	1	—	—	—	1
Divestitures <sup>(e)</sup>	—	—	—	—	2	(8 )	(6 )
Dividends declared	—	—	—	(94 )	—	—	(94 )
Balance, July 3, 2016	\$ 5	\$ (294 )	\$ 1,010	\$ 1,190	\$ (554 )	\$ 14	\$ 1,371

- As of July 3, 2016, and June 28, 2015, there were 495,389,702 and 499,339,397 outstanding shares of common stock, respectively, and 6,501,541 and 2,162,145 shares of treasury stock, respectively. Treasury stock is recognized at the cost to reacquire the shares. For additional information, see Note 13. Stockholders' Equity.
- (a) Includes the issuance of shares of Zoetis Inc. common stock and the reissuance of treasury stock in connection with the vesting of employee share-based awards. Upon reissuance of treasury stock, differences between the proceeds from reissuance and the cost of the treasury stock that result in gains are recorded in Additional paid-in capital.
- (b) Losses are recorded in Additional paid-in capital to the extent that they can offset previous gains. If no such credit exists, the differences are recorded in Retained earnings. Also includes the reacquisition of shares of treasury stock associated with the vesting of employee share-based awards to satisfy tax withholding requirements. For additional information, see Note 12. Share-Based Payments and Note. 13. Stockholders' Equity.
- (c) Reflects the acquisition of treasury shares in connection with the share repurchase program. For additional information, see Note 13. Stockholders' Equity.
- (d) Represents contributed capital from Pfizer Inc. associated with service credit continuation for certain Zoetis Inc. employees in Pfizer Inc.'s U.S. qualified defined benefit and U.S. retiree medical plans. See Note 11. Benefit Plans.
- (e) Reflects the divestiture of our share of our Taiwan joint venture. See Note 4B. Acquisitions and Divestitures: Divestitures.

See notes to condensed consolidated financial statements.

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

	Six Months Ended	
	July 3, 2016	June 28, 2015
(MILLIONS OF DOLLARS)		
Operating Activities		
Net income before allocation to noncontrolling interests	\$428	\$129
Adjustments to reconcile net income before noncontrolling interests to net cash provided by operating activities:		
Depreciation and amortization expense	117	98
Share-based compensation expense	19	21
Restructuring, net of payments	(19 )	225
Asset write-offs and asset impairments	—	38
Gains on sales of assets	(27 )	—
Provision for losses on inventory	35	37
Deferred taxes	17	(73 )
Employee benefit plan contribution from Pfizer Inc.	1	1
Other non-cash adjustments	9	9
Other changes in assets and liabilities, net of acquisitions and divestitures		
Accounts receivable	53	(71 )
Inventories	(87 )	(171 )
Other assets	(72 )	(30 )
Accounts payable	(71 )	(2 )
Other liabilities	(254 )	(60 )
Other tax accounts, net	39	31
Net cash provided by operating activities	188	182
Investing Activities		
Purchases of property, plant and equipment	(99 )	(91 )
Acquisitions	(20 )	(229 )
Net proceeds from sales of assets	88	2
Net cash used in investing activities	(31 )	(318 )
Financing Activities		
Decrease in short-term borrowings, net	(1 )	(2 )
Principal payments on long-term debt	(400 )	—
Payment of contingent consideration related to previously acquired assets	(22 )	—
Share-based compensation-related proceeds, net of taxes paid on withholding shares and excess tax benefits <sup>(a)</sup>	17	2
Purchases of treasury stock <sup>(b)</sup>	(151 )	(100 )
Cash dividends paid	(94 )	(85 )
Net cash used in financing activities	(651 )	(185 )
Effect of exchange-rate changes on cash and cash equivalents	(2 )	(17 )
Net decrease in cash and cash equivalents	(496 )	(338 )
Cash and cash equivalents at beginning of period	1,154	882
Cash and cash equivalents at end of period	\$658	\$544

Supplemental cash flow information

Cash paid during the period for:

Income taxes	\$215	\$121
Interest, net of capitalized interest	84	59

Non-cash transactions:

Purchases of property, plant and equipment	6	17
Contingent purchase price consideration	27	22
Dividends declared, not paid	47	—

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

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

See notes to condensed consolidated financial statements.

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ZOETIS INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

1. Organization

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

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

2. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements were prepared following the requirements of the Securities and Exchange Commission (SEC) for interim reporting. As permitted under those rules, certain footnotes or other financial information that are normally required by accounting principles generally accepted in the United States of America (U.S. GAAP) can be condensed or omitted. Balance sheet amounts and operating results for subsidiaries operating outside the United States are as of and for the three and six-month periods ended May 29, 2016, and May 24, 2015.

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

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

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

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

3. Significant Accounting Policies

New Accounting Standards

In March 2016, the Financial Accounting Standards Board (FASB) issued an accounting standards update which simplifies the accounting for employee share-based payments. The new standard requires the immediate recognition of all excess tax benefits and deficiencies in the income statement, and requires classification of excess tax benefits as an operating activity as opposed to a financing activity in the statements of cash flows. The standard also clarifies that all cash payments made to taxing authorities on the employees' behalf for shares withheld should be presented as financing activities on the statements of cash flows and provides for a policy election to either estimate the number of awards that are expected to vest or account for forfeitures as they occur. The provisions of the new standard are effective beginning January 1, 2017, and early adoption is permitted if all amendments are adopted in the same period. We elected to early adopt the new standard effective January 1, 2016. Excess tax benefits of \$5 million generated during the first six months of 2016 are reflected as a component of Provision for taxes on income as presented in the condensed consolidated statements of operations. We have elected to apply the change in cash flow classification for excess tax benefits on a prospective basis. Cash payments made to taxing authorities on the behalf of company employees are reflected as a financing outflow in the condensed consolidated statements of cash flows, consistent with prior years. We continue to include the impact of estimated forfeitures when determining share-based compensation

expense.

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

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

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

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

In May 2014, the FASB issued an accounting standards update that outlines a new, single comprehensive model for companies to use in accounting for revenue arising from contracts with customers. This update supersedes most current revenue recognition guidance under U.S. GAAP. The core principle of the new guidance is that an entity should recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance includes a five-step model for determining how, when and how much revenue should be recognized. This update also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The provisions of the new standard are effective beginning January 1, 2018, for annual and interim reporting periods. Early adoption is permitted beginning on January 1, 2017. The new standard allows for either full retrospective or modified retrospective transition upon adoption. We continue to assess the transition method we will elect for adoption as well as the potential impact that adopting this new guidance will have on our consolidated financial statements.

#### 4. Acquisitions and Divestitures

##### A. Acquisitions

##### Acquisition of Pharmaq

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

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

(MILLIONS OF DOLLARS)

Cash and cash equivalents	\$ 16
Accounts receivable <sup>(a)</sup>	21
Inventories <sup>(b)</sup>	42
Other current assets	2
Property, plant and equipment	11
Intangible assets <sup>(c)</sup>	550
Accounts payable	(4 )
Accrued expenses <sup>(d)</sup>	(38 )
Accrued compensation and related items	(4 )
Long-term debt <sup>(d)</sup>	(89 )
Noncurrent deferred tax liabilities <sup>(e)</sup>	(139 )
Other non-current liabilities	(2 )
Total net assets acquired	366
Goodwill <sup>(f)</sup>	302
Total consideration	\$ 668

(a)

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

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

The acquisition date fair value of intangible assets acquired was determined using the income approach and consists of the following: \$160 million related to currently marketed vaccine products, \$30 million related to currently marketed therapeutics, \$80 million related to customer relationships and \$280 million related to in-process research and development (IPR&D). The most significant IPR&D project acquired, with an acquisition

- (c) date fair value of \$150 million, relates to the salmon rickettsial syndrome (SRS) vaccine. The vaccine was commercially launched, subsequent to the acquisition, during November 2015. Other significant acquired IPR&D projects relate to a vaccine for pancreatic disease, "PD" and Alphaflux, a therapeutic drug for the treatment of sea lice and vaccine technology for new species including Tilapia and Pangasius, were assigned acquisition date fair values of \$50 million, \$40 million, and \$40 million,

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respectively. Vaccine developed technology and customer relationships will be amortized over a 15 year useful life while therapeutic developed technology will be amortized over 10 years.

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

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

(e) Goodwill of \$302 million is the excess of consideration transferred over the value of net assets acquired and was allocated to our existing reportable segments and is primarily attributable to corporate synergies related to platform functions. The primary strategic purpose of the acquisition was to enhance the company's existing product portfolio by enabling Zoetis to further expand into aquaculture. The goodwill recorded is not deductible for tax purposes. All amounts recorded are subject to final valuation; however, any difference between such amounts and the final fair value determination for net assets acquired is not expected to be material to our consolidated financial statements. Any adjustments to our preliminary purchase price allocation identified during the measurement period, which will not exceed one year from the acquisition date, will be accounted for prospectively.

Acquisition of Abbott Animal Health

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

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

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

Goodwill of \$187 million is the excess of consideration transferred over the fair value of assets acquired and was allocated to our reportable segments and is predominantly attributable to synergies expected to be realized through the integration of AAH operations into the existing Zoetis business. The goodwill recorded is deductible for tax purposes. The valuation was finalized during the first quarter of 2016. Final amounts noted above reflect a net increase of \$14 million in intangible assets from the preliminary valuation, offset by a decrease in goodwill and inventory fair value adjustments.

B. Divestitures

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

On February 17, 2016, we completed the sale of our manufacturing site in Haridwar, India to the India-based pharmaceutical company Zydus Cadila (Cadila Healthcare Ltd.). The agreement also included the sale of a portfolio of our products in conjunction with our comprehensive operational efficiency program. These products included

medicated feed additives, anti-infectives, parasiticides, and nutritionals for livestock, sold primarily in India. These assets had been previously included within held for sale classification as of December 31, 2015.

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

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

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



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

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

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

	Three Months Ended		Six Months Ended	
	July 3, 2016	June 28, 2015	July 3, 2016	June 28, 2015
(MILLIONS OF DOLLARS)				
Restructuring (benefits)/charges and certain acquisition-related costs:				
Integration costs <sup>(a)</sup>	\$2	\$3	\$2	\$4
Restructuring (benefits)/ charges <sup>(b)</sup> :				
Employee termination costs	(24 )	237	(23 )	237
Asset impairment charges	—	26	—	26
Exit costs	1	—	2	—
Total Restructuring (benefits)/charges and certain acquisition-related costs	\$(21)	\$266	\$(19)	\$267

Integration costs represent external, incremental costs directly related to integrating acquired businesses and

<sup>(a)</sup> primarily include expenditures for consulting and the integration of systems and processes, as well as product transfer costs.

<sup>(b)</sup> The restructuring (benefits)/ charges for the three and six months ended July 3, 2016, and June 28, 2015, primarily relate to our operational efficiency initiative and supply network strategy.

The restructuring (benefits)/ charges for the three months ended July 3, 2016, are associated with the following: U.S. (\$1 million benefit), International (\$14 million benefit) and Manufacturing/research/corporate (\$8 million benefit).

The restructuring (benefits)/ charges for the six months ended July 3, 2016, are associated with the following: U.S. (\$2 million benefit), International (\$15 million benefit) and Manufacturing/research/corporate (\$4 million benefit).

The restructuring charges for the three and six months ended June 28, 2015, are associated with the following: U.S. (\$30 million), International (\$115 million) and Manufacturing/research/corporate (\$118 million).

During 2015, we launched a comprehensive operational efficiency program, which was incremental to the previously announced supply network strategy. These initiatives have focused on reducing complexity in our product portfolios through the elimination of approximately 5,000 product stock keeping units (SKUs), changing our selling approach in certain markets, reducing our presence in certain countries, and planning to sell or exit ten manufacturing sites over the long term. As of July 3, 2016, we divested three U.S. manufacturing sites, one international manufacturing site, and our 55 percent ownership share of our Taiwan joint venture, inclusive of its related manufacturing site. See Note 4B. Acquisitions and Divestitures: Divestitures for additional information. We are also continuing to optimize our resource allocation and efficiency by reducing resources associated with non-customer facing activities and operating more efficiently as a result of less internal complexity and more standardization of processes. As part of these initiatives, we expect to reduce certain positions through divestitures, normal attrition and involuntary terminations by approximately 2,000 to 2,500, subject to consultations with works councils and unions in certain countries. As of July 3, 2016, approximately 1,600 positions have been eliminated and additional reductions are expected primarily over the next twelve months.



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

	Three Months Ended		Six Months Ended	
	July 3, 2016	June 28, 2015	July 3, 2016	June 28, 2015
(MILLIONS OF DOLLARS)				
Operational efficiency initiative:				
Employee termination costs <sup>(a)</sup>	\$(30)	\$228	\$(29)	\$228
Asset impairment	—	25	—	25
Exit costs	2	—	3	—
	(28 )	253	(26 )	253
Supply network strategy:				
Employee termination costs	6	9	6	9
Asset impairment charges	—	1	—	1
	6	10	6	10
Total restructuring (benefits)/ charges related to the operational efficiency initiative and supply network strategy	(22 )	263	(20 )	263
Other operational efficiency initiative charges				
Selling, general and administrative expenses:				
Accelerated depreciation	1	—	1	—
Consulting fees	4	10	7	20
Other (income)/deductions:				
Net loss/(gain) on sale of assets <sup>(b)</sup>	6	—	(27 )	—
Total other operational efficiency initiative charges	11	10	(19 )	20
Other supply network strategy charges				
Cost of sales:				
Accelerated depreciation	1	—	2	—
Consulting fees	1	5	3	10
Total other supply network strategy charges	2	5	5	10
Total costs associated with the operational efficiency initiative and supply network strategy	\$(9 )	\$278	\$(34)	\$293

<sup>(a)</sup> For the three and six months ended July 3, 2016, includes a reduction in employee termination accruals primarily as a result of higher than expected voluntary attrition rates experienced in the first half of 2016.

For the three months ended July 3, 2016, primarily represents the net loss on the sale of our share of our Taiwan joint venture as part of our operational efficiency initiative. For the six months ended July 3, 2016, represents the net gain on the sale of certain manufacturing sites and products, partially offset by the loss on the sale of our share of our Taiwan joint venture, as part of our operational efficiency initiative.

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

(MILLIONS OF DOLLARS)	Employee		Accrual
	Termination Costs	Exit Costs	
Balance, December 31, 2015 <sup>(a)</sup>	\$ 221	\$ 1	\$ 222
Provision	(23 )	2	(21 )
Utilization and other <sup>(b)</sup>	(70 )	(3 )	(73 )

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Balance, July 3, 2016<sup>(a)</sup>            \$ 128            \$ —    \$ 128

<sup>(a)</sup> At July 3, 2016, and December 31, 2015, included in Accrued expenses (\$91 million and \$162 million, respectively) and Other noncurrent liabilities (\$37 million and \$60 million, respectively).

<sup>(b)</sup> Includes adjustments for foreign currency translation.

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## 6. Other (Income)/Deductions—Net

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

	Three Months Ended		Six Months Ended	
	July 3, 2016	June 28, 2015	July 3, 2016	June 28, 2015
(MILLIONS OF DOLLARS)				
Royalty-related income	\$(5)	\$(7)	\$(12)	\$(14)
Identifiable intangible asset impairment charges <sup>(a)</sup>	—	2	—	2
Net (gain)/loss on sale of assets <sup>(b)</sup>	6	—	(27)	—
Foreign currency loss <sup>(c)</sup>	8	4	17	12
Other, net <sup>(d)</sup>	(5)	3	(4)	2
Other (income)/deductions—net	\$4	\$2	\$(26)	\$2

<sup>(a)</sup> For the three and six months ended June 28, 2015, represents an impairment of IPR&D assets related to the termination of a canine oncology project.

<sup>(b)</sup> For the three months ended July 3, 2016, primarily represents the net loss on the sale of our share of our Taiwan joint venture as part of our operational efficiency initiative. For the six months ended July 3, 2016, represents the net gain on the sale of certain manufacturing sites and products, partially offset by the loss on the sale of our share of our Taiwan joint venture, as part of our operational efficiency initiative.

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

<sup>(d)</sup> For the three and six months ended July 3, 2016, primarily represents income associated with certain state business employment tax incentive credits. For the three and six months ended June 28, 2015, primarily represents inventory losses of \$3 million sustained as a result of weather damage at storage facilities in Brazil and Australia, partially offset by interest income and other miscellaneous income.

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## 7. Income Taxes

## A. Taxes on Income

The effective tax rate was 32.5% for the three months ended July 3, 2016, compared with (33.3)% for the three months ended June 28, 2015. The effective tax rates for the second quarter of 2016 and 2015 include changes in the jurisdictional mix of earnings, which includes the impact of the location of earnings (i) from operations and (ii) from restructuring charges related to the operational efficiency initiative and supply network strategy, as well as repatriation costs. In addition, the effective tax rate for the second quarter of 2016 includes a \$3 million discrete tax expense related to changes in uncertain tax positions due to the impact of the European Commission's negative decision on the excess profits rulings in Belgium (see C. Tax Contingencies). The negative effective tax rate for the second quarter of 2015 was driven by a pre-tax loss which resulted from restructuring charges recorded in that quarter related to the operational efficiency initiative and supply network strategy. See Note 5. Restructuring Charges and Other Costs Associated with Acquisitions and Cost-Reduction/Productivity Initiatives for additional information. In addition, the effective tax rate for the second quarter of 2015 includes a \$6 million discrete tax benefit related to prior period tax adjustments, partially offset by a valuation allowance of \$3 million.

The effective tax rate was 35.5% for the six months ended July 3, 2016, compared with 36.5% for the six months ended June 28, 2015. The lower effective tax rate for the six months ended July 3, 2016, was primarily attributable to: changes in the jurisdictional mix of earnings, which includes the impact of the location of earnings (i) from operations and (ii) from restructuring charges related to the operational efficiency initiative and supply network strategy, as well as repatriation costs. The jurisdictional mix of earnings can vary as a result of repatriation decisions and operating fluctuations in the normal course of business, the impact of non-deductible items and the extent and location of other income and expense items, such as restructuring charges/(benefits), asset impairments and gains and losses on asset divestitures; and

a \$38 million net discrete tax expense related to changes in uncertain tax positions due to the impact of the European Commission's negative decision on the excess profits rulings in Belgium (see C. Tax Contingencies), partially offset by a revaluation of the company's deferred tax assets and liabilities using the Belgium tax rates expected to be in place going forward as a result of the decision, partially offset by:

a \$10 million and \$9 million discrete tax benefit recorded in the first quarter of 2016 and 2015, respectively, related to a revaluation of deferred taxes as a result of a change in statutory tax rates; and

a \$5 million discrete tax benefit related to the adoption of a new accounting standard in 2016 requiring the excess tax benefits for share-based payments to be recognized as a component of Provision for taxes on income. See Note 3.

## Significant Accounting Policies.

## B. Deferred Taxes

As of July 3, 2016, the total net deferred income tax liability of \$201 million is included in Noncurrent deferred tax assets (\$91 million) and Noncurrent deferred tax liabilities (\$292 million).

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

## C. Tax Contingencies

As of July 3, 2016, the tax liabilities associated with uncertain tax positions of \$111 million (exclusive of interest and penalties related to uncertain tax positions of \$8 million) are included in Noncurrent deferred tax assets (\$5 million) and Other taxes payable (\$106 million).

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

The increase in tax liabilities associated with uncertain tax positions as of July 3, 2016, is primarily due to a tax charge of approximately \$50 million related to the impact of the European Commission's negative decision on January 11, 2016, regarding the excess profits rulings in Belgium. This charge, related to the Belgium government's recovery of prior tax benefits for the periods 2013 through 2015, does not include any benefits associated with a successful appeal of the decision.

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

We believe that it is reasonably possible that our reserves for uncertain tax positions could decrease within the next twelve months by approximately \$50 million due to the expected payment related to the impact of the European Commission's negative decision on the excess profits rulings in Belgium. Our assessments are based on estimates and assumptions that have been deemed reasonable by management, but our estimates of uncertain tax positions and potential tax benefits may not be representative of actual outcomes, and any variation from such estimates could materially affect our financial statements in the period of settlement or when the statutes of limitations expire, as we treat these events as discrete items in the period of resolution. Finalizing audits with the relevant taxing authorities can include formal administrative and legal proceedings, and, as a result, it is difficult to estimate the timing and range of possible changes related to our uncertain tax positions, and such changes could be significant.

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8. Financial Instruments

A. Debt

Credit Facilities

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

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

We were in compliance with all financial covenants as of July 3, 2016, and December 31, 2015. There were no amounts drawn under the credit facility as of July 3, 2016, or December 31, 2015.

We have additional lines of credit and other credit arrangements with a group of banks and other financial intermediaries for general corporate purposes. We maintain cash and cash equivalent balances in excess of our outstanding short-term borrowings. As of July 3, 2016, we had access to \$91 million of lines of credit which expire at various times through 2017. Short-term borrowings outstanding related to these facilities were \$4 million as of both July 3, 2016, and December 31, 2015.

Commercial Paper Program

In February 2013, we entered into a commercial paper program with a capacity of up to \$1.0 billion. As of July 3, 2016, and December 31, 2015, there was no commercial paper issued under this program.

Short-Term Borrowings

As of July 3, 2016, short-term borrowings outstanding, including lines of credit, were \$4 million, with a weighted-average interest rate of 5.4%. As of December 31, 2015, short-term borrowings outstanding, including lines of credit, were \$5 million, with a weighted-average interest rate of 5.2%.

Senior Notes and Other Long-Term Debt

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

There was no current portion of long-term debt as of July 3, 2016. The current portion of long-term debt was \$400 million as of December 31, 2015, with a weighted-average interest rate of 1.150%.

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



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

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

(MILLIONS OF DOLLARS)	July 3, 2016	December 31, 2015
1.150% 2013 senior notes due 2016	\$—	\$ 400
1.875% 2013 senior notes due 2018	750	750
3.450% 2015 senior notes due 2020	500	500
3.250% 2013 senior notes due 2023	1,350	1,350
4.500% 2015 senior notes due 2025	750	750
4.700% 2013 senior notes due 2043	1,150	1,150
	4,500	4,900
Unamortized debt discount / debt issuance costs	(35 )	(37 )
Less current portion of long-term debt	—	(400 )
Long-term debt	\$4,465	\$ 4,463

The fair value of our long-term debt, including the current portion of long-term debt, was \$4,683 million and \$4,759 million as of July 3, 2016, and December 31, 2015, respectively, and has been determined using a third-party matrix-pricing model that uses significant inputs derived from, or corroborated by, observable market data and Zoetis' credit rating (Level 2 inputs).

The principal amount of long-term debt outstanding, as of July 3, 2016, matures in the following years:

(MILLIONS OF DOLLARS)	After						
	2017	2018	2019	2020	2021	2021	Total
Maturities	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$4,500

**Interest Expense**

Interest expense, net of capitalized interest, was \$41 million and \$29 million for the three and six months ended July 3, 2016, respectively, and \$84 million and \$57 million for the three and six months ended June 28, 2015, respectively. Capitalized interest was \$1 million and \$2 million for each of the three and six months ended July 3, 2016, and June 28, 2015, respectively.

**B. Derivative Financial Instruments****Foreign Exchange Risk**

A significant portion of our revenue, earnings and net investment in foreign affiliates is exposed to changes in foreign exchange rates. We seek to manage our foreign exchange risk, in part, through operational means, including managing same-currency revenue in relation to same-currency costs and same-currency assets in relation to same-currency liabilities. Depending on market conditions, foreign exchange risk is also managed through the use of derivative financial instruments. These financial instruments serve to protect net income against the impact of the translation into U.S. dollars of certain foreign exchange-denominated transactions. The aggregate notional amount of foreign exchange derivative financial instruments offsetting foreign currency exposures was \$1.3 billion and \$1.4 billion, as of July 3, 2016, and December 31, 2015, respectively. The derivative financial instruments primarily offset exposures in the Australian dollar, Canadian dollar, Chinese Yuan, euro, Japanese Yen, and U.K. pound. The vast majority of the foreign exchange derivative financial instruments mature within 60 days and all mature within 180 days.

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

**Interest Rate Risk**

The company may use interest rate swap contracts on certain investing and borrowing transactions to manage its net exposure to interest rates and to reduce its overall cost of borrowing. In anticipation of issuing fixed-rate debt, we may use forward-starting interest rate swaps that are designated as cash flow hedges to hedge against changes in interest

rates that could impact expected future issuances of debt. To the extent these hedges of cash flows related to anticipated debt are effective, any unrealized gains or losses on the forward-starting interest rate swaps are reported in Accumulated other comprehensive loss and are recognized in income over the life of the future fixed-rate notes. When the company discontinues hedge accounting because it is no longer probable that an anticipated transaction will occur within the originally expected period of execution, or within an additional two-month period thereafter, changes to fair value accumulated in other comprehensive income are recognized immediately in earnings.

In the first six months of 2016, we entered into interest rate swaps with an aggregate notional value of \$200 million, having a term of ten years and an effective date and mandatory termination date of December 2017. We designated these swaps as cash flow hedges against interest rate exposure related principally to the anticipated future issuance of fixed-rate debt to be used primarily to refinance our 1.875% 2013 senior note due in 2018.

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## Fair Value of Derivative Instruments

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

(MILLIONS OF DOLLARS)	Balance Sheet Location	Fair Value of Derivatives	
		July 3, 2016	December 31, 2015
Derivatives Not Designated as Hedging Instruments			
Foreign currency forward-exchange contracts	Other current assets	\$ 7	\$ 8
Foreign currency forward-exchange contracts	Other current liabilities	(10 )	(10 )
Total derivatives not designated as hedging instruments		(3 )	(2 )
Derivatives Designated as Hedging Instruments:			
Interest rate swap contracts	Other current liabilities	(5 )	—
Total derivatives designated as hedging instruments		(5 )	—
Total derivatives		\$ (8 )	\$ (2 )

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

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

(MILLIONS OF DOLLARS)	Three Months Ended		Six Months Ended	
	July 3, 2016	June 28, 2015	July 3, 2016	June 28, 2015
Foreign currency forward-exchange contracts	\$(13)	\$(1 )	\$(12)	\$ 6

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

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

(MILLIONS OF DOLLARS)	Three Months Ended		Six Months Ended	
	July 3, 2016	June 28, 2015	July 3, 2016	June 28, 2015
Interest rate swap contracts	\$(3 )	\$(3 )	\$(3 )	—

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## 9. Inventories

The components of inventory are as follows:

	July 3, 2016	December 31, 2015
(MILLIONS OF DOLLARS)		
Finished goods	\$756	\$ 758
Work-in-process	527	384
Raw materials and supplies	242	325
Inventories	\$1,525	\$ 1,467

## 10. Goodwill and Other Intangible Assets

## A. Goodwill

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

(MILLIONS OF DOLLARS)	U.S.	International	Total
Balance, December 31, 2015	\$665	\$ 790	\$1,455
Additions / Adjustments <sup>(a)</sup>	—	(1	) (1
Other <sup>(b)</sup>	—	21	21
Balance, July 3, 2016	\$665	\$ 810	\$1,475

<sup>(a)</sup> Primarily includes a \$12 million purchase price allocation associated with the acquisition of a livestock business in South America, offset by a \$13 million reduction in the acquisition date fair value of goodwill associated with the acquisition of Abbott. See Note 4A. Acquisitions and Divestitures: Acquisitions.

<sup>(b)</sup> Includes adjustments for foreign currency translation.

The gross goodwill balance was \$2,011 million and \$1,991 million as of July 3, 2016, and December 31, 2015, respectively. Accumulated goodwill impairment losses (generated entirely in fiscal 2002) were \$536 million as of July 3, 2016, and December 31, 2015.

## B. Other Intangible Assets

The components of identifiable intangible assets are as follows:

	As of July 3, 2016			As of December 31, 2015		
	Gross	Identifiable		Gross	Identifiable	
	Carrying	Intangible		Carrying	Intangible	
(MILLIONS OF DOLLARS)	Amount	Assets	Less	Amount	Assets	Less
	Amortization	Accumulated	Accumulated	Amortization	Accumulated	Accumulated
	Amount	Amortization	Amortization	Amount	Amortization	Amortization
Finite-lived intangible assets:						
Developed technology rights <sup>(a)</sup>	\$1,064	\$ (310	) \$ 754	\$1,010	\$ (274	) \$ 736
Brands	212	(126	) 86	212	(121	) 91
Trademarks and trade names	65	(45	) 20	63	(44	) 19
Other <sup>(a)</sup>	228	(125	) 103	214	(118	) 96
Total finite-lived intangible assets	1,569	(606	) 963	1,499	(557	) 942
Indefinite-lived intangible assets:						
Brands	36	—	36	36	—	36
Trademarks and trade names	67	—	67	66	—	66
In-process research and development	143	—	143	138	—	138
Product rights	8	—	8	8	—	8
Total indefinite-lived intangible assets	254	—	254	248	—	248
Identifiable intangible assets	\$1,823	\$ (606	) \$ 1,217	\$1,747	\$ (557	) \$ 1,190

<sup>(a)</sup> Includes the acquisition of intangible assets associated with the purchase of a livestock business in South America in the first quarter of 2016 and an increase in the acquisition date fair value of intangible assets associated with the acquisition of Abbott, as well as the impact of foreign exchange. See Note 4A. Acquisitions and Divestitures:

Acquisitions.

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### C. Amortization

Amortization expense related to finite-lived acquired intangible assets that contribute to our ability to sell, manufacture, research, market and distribute products, compounds and intellectual property is included in Amortization of intangible assets as it benefits multiple business functions. Amortization expense related to finite-lived acquired intangible assets that are associated with a single function is included in Cost of sales, Selling, general and administrative expenses or Research and development expenses, as appropriate. Total amortization expense for finite-lived intangible assets was \$24 million and \$48 million for the three and six months ended July 3, 2016, respectively, and \$16 million and \$31 million for the three and six months ended June 28, 2015, respectively.

### 11. Benefit Plans

Our employees ceased to participate in the Pfizer, Inc. U.S. qualified defined benefit plans and the U.S. retiree medical plan effective December 31, 2012, and liabilities associated with our employees under these plans were retained by Pfizer. Pfizer is continuing to credit certain employees' service with Zoetis generally through December 31, 2017 (or termination of employment from Zoetis, if earlier) for certain early retirement benefits with respect to Pfizer's U.S. defined benefit pension and retiree medical plans. Pension and postretirement benefit expense associated with the extended service for certain employees in the U.S. plans totaled approximately \$1 million in each three month period ended July 3, 2016, and June 28, 2015, and \$3 million in each six month period ended July 3, 2016, and June 28, 2015.

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

	Three Months Ended July June 3, 28, 20162015		Six Months Ended July June 3, 28, 20162015	
(MILLIONS OF DOLLARS)				
Service cost	\$2	\$ 2	\$4	\$ 4
Interest cost	1	1	2	2
Expected return on plan assets	—	(1 )	(1 )	(1 )
Amortization of net actuarial loss	—	1	—	1
Curtailement gain	(1 )	—	(1 )	—
Net periodic benefit cost	\$2	\$ 3	\$4	\$ 6

Total company contributions to the international pension plans were \$3 million and \$6 million for the three and six months ended July 3, 2016, and \$1 million and \$3 million for the three and six months ended June 28, 2015, respectively. We expect to contribute a total of approximately \$9 million to these plans in 2016.

### 12. Share-Based Payments

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

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

	Three Months Ended July June 3, 28, 20162015		Six Months Ended July June 3, 28, 20162015	
(MILLIONS OF DOLLARS)				
Stock options / stock appreciation rights	\$3	\$ 5	\$5	\$ 11
RSUs / DSUs	6	5	12	9
PSUs	1	1	2	1

Share-based compensation expense—total<sup>(a)</sup> <sup>(b)</sup> \$10 \$ 11 \$19 \$ 21

(a) For the three and six months ended July 3, 2016, amounts capitalized to inventory were insignificant. For the three and six months ended June 28, 2015, we capitalized \$1 million of share-based compensation expense to inventory.

(b) Includes additional share-based compensation expense as a result of accelerated vesting of the outstanding stock options and the settlement, on a pro-rata basis, of other equity awards of terminated employees in connection with our operational efficiency initiative and supply network strategy for the six months ended July 3, 2016, of approximately \$1 million, which is included in Restructuring (benefits)/charges and certain acquisition-related costs. For the three months ended July 3, 2016, and the three and six months ended June 28, 2015, the amounts were insignificant.



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During the six months ended July 3, 2016, the company granted 887,473 stock options with a weighted-average exercise price of \$41.89 per stock option and a weighted-average fair value of \$11.21 per option. The fair-value based method for valuing each Zoetis stock option grant on the grant date uses the Black-Scholes-Merton option-pricing model, which incorporates a number of valuation assumptions. The weighted-average fair value was estimated based on the following assumptions: risk-free interest rate of 1.56%; expected dividend yield of 0.90%; expected stock price volatility of 26.84%; and expected term of 6.5 years. The values determined through this fair-value based method generally are amortized on a straight-line basis over the vesting term into Cost of sales, Selling, general and administrative expenses, or Research and development expenses, as appropriate.

During the six months ended July 3, 2016, the company granted 712,979 RSUs with a weighted-average grant date fair value of \$41.85 per RSU. RSUs are accounted for using a fair-value-based method that utilizes the closing price of Zoetis common stock on the date of grant. In general, RSUs vest after three years of continuous service from the grant date and the values are amortized on a straight-line basis over the vesting term into Cost of sales, Selling, general and administrative expenses, or Research and development expenses, as appropriate.

During the six months ended July 3, 2016, the company granted 198,445 PSUs with a weighted-average grant date fair value of \$50.20 per PSU. PSUs are accounted for using a Monte Carlo simulation model. The units underlying the PSUs will be earned and vested over a three-year performance period, based upon the total shareholder return of the company in comparison to the total shareholder return of the companies comprising the S&P 500 index at the start of the performance period (Relative TSR). The weighted-average fair value was estimated based on volatility assumptions of Zoetis common stock and an average of peer companies, which were 23.8% and 25.2%, respectively. Depending on the company's Relative TSR performance at the end of the performance period, the recipient may earn between 0% and 200% of the target number of units. Vested units are settled in shares of the company's common stock. PSU values are amortized on a straight-line basis over the vesting term into Cost of sales, Selling, general and administrative expenses, or Research and development expenses, as appropriate.

### 13. Stockholders' Equity

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

In November 2014, the company's Board of Directors authorized a \$500 million share repurchase program. Purchases of Zoetis shares may be made at the discretion of management, depending on market conditions and business needs.

As of July 3, 2016, there was approximately \$150 million remaining under this authorization.

Changes in common shares and treasury stock were as follows:

(MILLIONS)	Common Shares Issued <sup>(a)</sup>	Treasury Stock <sup>(a)</sup>
Balance, December 31, 2014	501.34	0.02
Share-based compensation <sup>(b)</sup>	0.16	0.02
Share repurchase program	—	2.12
Balance, June 28, 2015	501.50	2.16
Balance, December 31, 2015	501.81	4.41
Share-based compensation <sup>(b)</sup>	0.08	(1.29)
Share repurchase program	—	3.38
Balance, July 3, 2016	501.89	6.50

<sup>(a)</sup> Shares may not add due to rounding.

Includes the issuance of shares of common stock and, beginning in the first quarter of 2016, the reissuance of shares from treasury stock in connection with the vesting of employee share-based awards. Treasury stock also

<sup>(b)</sup> includes the reacquisition of shares associated with the vesting of employee share-based awards to satisfy tax withholding requirements. For additional information regarding share-based compensation, see Note 12.

Share-Based Payments.

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

	Currency
	Translation
Derivatives	Adjustment

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	Net Unrealized Gains/(Losses)	Net Unrealized Gains/(Losses)	Benefit Plans Actuarial Gains/(Losses)	Accumulated Other Comprehensive Loss
(MILLIONS OF DOLLARS)				
Balance, December 31, 2015	\$ (2 )	\$ (604 )	\$ (16 )	\$ (622 )
Other comprehensive income (loss), net of tax	(3 )	66	3	66
Divestiture of noncontrolling interest <sup>(a)</sup>		2	—	2
Balance, July 3, 2016	\$ (5 )	\$ (536 )	\$ (13 )	\$ (554 )

<sup>(a)</sup> Reflects the divestiture of our share of our Taiwan joint venture. See Note 4B. Acquisitions and Divestitures: Divestitures.

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## 14. Earnings per Share

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

	Three Months		Six Months	
	Ended		Ended	
	July	June	July	June
	3,	28,	3,	28,
(MILLIONS OF DOLLARS AND SHARES, EXCEPT PER SHARE DATA)	2016	2015	2016	2015
Numerator				
Net income/(loss) before allocation to noncontrolling interests	\$224	\$(36 )	\$428	\$129
Less: net income attributable to noncontrolling interests	—	1	—	1
Net income/(loss) attributable to Zoetis Inc.	\$224	\$(37 )	\$428	\$128
Denominator				
Weighted-average common shares outstanding	496.3	500.2	496.9	500.7
Common stock equivalents: stock options, RSUs, PSUs and DSUs	2.5	—	2.3	2.2
Weighted-average common and potential dilutive shares outstanding	498.8	500.2	499.2	502.9
Earnings (loss) per share attributable to Zoetis Inc. stockholders—basic	\$0.45	\$(0.07)	\$0.86	\$0.26
Earnings (loss) per share attributable to Zoetis Inc. stockholders—diluted	\$0.45	\$(0.07)	\$0.86	\$0.25

There were approximately 2 million stock options outstanding for the three months ended July 3, 2016, and approximately 2 million and 1 million stock options outstanding for the six months ended July 3, 2016, and June 28, 2015, respectively, under the company's Equity Plan that were excluded from the computation of diluted earnings per share as the effect would have been anti-dilutive. Common stock equivalents were not included for the three months ended June 28, 2015, as the effect would have been anti-dilutive.

## 15. Commitments and Contingencies

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

## A. Legal Proceedings

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

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

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

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

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

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

The principal matters to which we are a party are discussed below. In determining whether a pending matter is significant for financial reporting and disclosure purposes, we consider both quantitative and qualitative factors in order to assess materiality, such as, among other things, the amount of damages and the nature of any other relief sought in the proceeding, if such damages and other relief are specified; our view of the merits of the claims and of the strength of our defenses; whether the action purports to be a class action and our view of the likelihood that a class will be certified by the court; the jurisdiction in which the proceeding is pending; any experience that we or, to our

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knowledge, other companies have had in similar proceedings; whether disclosure of the action would be important to a reader of our financial statements, including whether disclosure might change a reader's judgment about our financial statements in light of all of the information about the company that is available to the reader; the potential impact of the proceeding on our reputation; and the extent of public interest in the matter. In addition, with respect to patent matters, we consider, among other things, the financial significance of the product protected by the patent.

**PregSure®**

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

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

We have settled approximately 158 of these claims for amounts that are not material individually or in the aggregate. Investigations into possible causes of BNP continue and these settlements may not be representative of any future claims resolutions.

**Ulianopolis, Brazil**

In February 2012, the Municipality of Ulianopolis (State of Para, Brazil) filed a complaint against Fort Dodge Saúde Animal Ltda. (FDSAL) and five other large companies alleging that waste sent to a local waste incineration facility for destruction, but that was not ultimately destroyed as the facility lost its operating permit, caused environmental impacts requiring cleanup.

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

At the request of the Municipal prosecutor, in April 2012, the lawsuit was suspended for one year. Since that time, the prosecutor has initiated investigations into the Municipality's actions in the matter as well as the efforts undertaken by the six defendants to remove and dispose of their individual waste from the incineration facility. On October 3, 2014, the Municipal prosecutor announced that the investigation remained ongoing and outlined the terms of a proposed Term of Reference (a document that establishes the minimum elements to be addressed in the preparation of an Environmental Impact Assessment), under which the companies would be liable to withdraw the waste and remediate the area. On March 5, 2015, we presented our response to the prosecutor's proposed Term of Reference, arguing that the proposed terms were overly general in nature, and expressing our interest in discussing alternatives to address the matter. The prosecutor agreed to consider our request to engage a technical consultant to conduct an environmental diagnostic of the contaminated area. On May 29, 2015, we, in conjunction with the other defendant companies, submitted a draft cooperation agreement to the prosecutor, which outlined the proposed terms and conditions for the engagement of a technical consultant to conduct the environmental diagnostic. The prosecutor, however, denied the proposal and reiterated his request that each defendant agree to become a signatory to the Term of Reference, as originally proposed. On October 5, 2015, we informed the prosecutor of our decision not to sign the Term Reference and requested a face-to-face meeting to clarify the scope and methodology of the preliminary assessment, to understand the exact reasons for the rejection of our proposal to engage a technical consultant, and to discuss alternative scenarios. The prosecutor granted our request and the meeting was held on November 6, 2015, at which we provided clarifications and additional information. On July 12, 2016, the parties reached agreement in principle on the terms of the cooperation agreement with the prosecutor, pursuant to which the limited study at the site will be conducted.

**Lascadoil Contamination in Animal Feed**

An investigation by the U.S. Food and Drug Administration (FDA) and the Michigan Department of Agriculture is ongoing to determine how lascadoil, oil for industrial use, made its way into the feed supply of certain turkey and hog

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

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

On March 10, 2015, plaintiffs Restaurant Recycling, LLC (Restaurant Recycling) and Superior Feed Ingredients, LLC (Superior), both of whom are in the fat recycling business, filed a complaint in the Seventeenth Circuit Court for the State of Michigan against Shur-Green Farms alleging negligence and breach of warranty claims arising from their purchase of soy oil allegedly contaminated with lascaldoil. Plaintiffs resold the allegedly contaminated soy oil to turkey feed mills for use in feed ingredient. Plaintiffs also named Zoetis as a defendant in the complaint alleging that Zoetis failed to properly manufacture its products and breached an implied warranty that the soy oil was fit for use at

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turkey and hog mills. Zoetis was served with the complaint on June 3, 2015, and we filed our answer, denying all allegations, on July 15, 2015. On August 10, 2015, several of the turkey feed mills filed a joint complaint against Restaurant Recycling, Superior, Shur-Green Farms and others, alleging claims for negligence, misrepresentation, and breach of warranty, arising out of their alleged purchase and use of the contaminated soy oil. The complaint raises only one count against Zoetis for negligence. We filed an answer to the complaint on November 2, 2015, denying the allegation. On May 16, 2015, two additional turkey producers filed a complaint in the Seventeenth Circuit Court for the State of Michigan against the company, Restaurant Recycling, Superior, Shur-Green Farms and others, alleging claims for negligence and breach of warranties. We filed an answer to the complaint on June 20, 2016, denying the allegations. The Court has consolidated all three cases for purposes of discovery and disposition. We believe we have strong arguments against all claims.

### Other Matters

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

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

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

### B. Guarantees and Indemnifications

In the ordinary course of business and in connection with the sale of assets and businesses, we indemnify our counterparties against certain liabilities that may arise in connection with the transaction or related to activities prior to the transaction. These indemnifications typically pertain to environmental, tax, employee and/or product-related matters and patent-infringement claims. If the indemnified party were to make a successful claim pursuant to the terms of the indemnification, we would be required to reimburse the loss. These indemnifications are generally subject to threshold amounts, specified claim periods and other restrictions and limitations. Historically, we have not paid significant amounts under these provisions and, as of July 3, 2016, recorded amounts for the estimated fair value of these indemnifications were not significant.

## 16. Segment and Other Revenue Information

### A. Segment Information

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

### Operating Segments

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

#### Other Costs and Business Activities

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

Other business activities includes our Client Supply Services (CSS) contract manufacturing results, as well as expenses associated with our dedicated veterinary medicine research and development organization, research alliances, U.S. regulatory affairs and other operations focused on the development of our products. Other R&D-related costs associated with non-U.S. market and regulatory activities are generally included in the international commercial segment.

Corporate, which is responsible for platform functions such as business technology, facilities, legal, finance, human resources, business development, and communications, among others. These costs also include compensation costs and other miscellaneous operating expenses not charged to our operating segments, as well as interest income and expense.

Certain transactions and events such as (i) Purchase accounting adjustments, where we incur expenses associated with the amortization of fair value adjustments to inventory, intangible assets and property, plant and equipment; (ii) Acquisition-related activities, where we incur costs associated with acquiring and integrating newly acquired businesses, such as transaction costs and integration costs; and (iii) Certain significant items, which comprise substantive, unusual items that, either as a result of their nature or



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size, would not be expected to occur as part of our normal business on a regular basis, such as certain costs related to becoming an independent public company, restructuring charges and implementation costs associated with our cost-reduction/productivity initiatives that are not associated with an acquisition, certain asset impairment charges, certain legal and commercial settlements and the impact of divestiture-related gains and losses.

Other unallocated includes (i) certain overhead expenses associated with our global manufacturing operations not charged to our operating segments; (ii) certain costs associated with business technology and finance that specifically support our global manufacturing operations; (iii) certain supply chain and global logistics costs; and (iv) procurement costs.

## Segment Assets

We manage our assets on a total company basis, not by operating segment. Therefore, our chief operating decision maker does not regularly review any asset information by operating segment and, accordingly, we do not report asset information by operating segment. Total assets were approximately \$7.5 billion at July 3, 2016, and \$7.9 billion at December 31, 2015.

## Selected Statement of Income Information

	Earnings		Depreciation and Amortization <sup>(a)</sup>	
	July 3, 2016	June 28, 2015	July 3, 2016	June 28, 2015
(MILLIONS OF DOLLARS)				
Three months ended				
U.S.				
Revenue	\$594	\$539		
Cost of Sales	134	127		
Gross Profit	460	412		
Gross Margin	77.4 %	76.4 %		
Operating Expenses	100	93		
Other (income)/deductions	—	—		
U.S. Earnings	360	319	\$ 7	\$ 7
International				
Revenue <sup>(b)</sup>	602	622		
Cost of Sales	201	225		
Gross Profit	401	397		
Gross Margin	66.6 %	63.8 %		
Operating Expenses	124	151		
Other (income)/deductions	1	4		
International Earnings	276	242	11	13
Total operating segments	636	561	18	20
Other business activities	(74 )	(67 )	6	6
Reconciling Items:				
Corporate	(171 )	(123 )	12	10
Purchase accounting adjustments	(28 )	(15 )	21	12
Acquisition-related costs	(2 )	(4 )	—	—
Certain significant items <sup>(c)</sup>	4	(319 )	2	1
Other unallocated	(33 )	(60 )	1	1
Total Earnings/(Loss) <sup>(d)</sup>	\$332	\$(27 )	\$ 60	\$ 50



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(MILLIONS OF DOLLARS)	Earnings		Depreciation and Amortization <sup>(a)</sup>	
	July 3, 2016	June 28, 2015	July 3, 2016	June 28, 2015
Six months ended U.S.				
Revenue	\$1,176	\$1,060		
Cost of Sales	265	252		
Gross Profit	911	808		
Gross Margin	77.5	% 76.2	%	%
Operating Expenses	192	174		
Other (income)/deductions	—	—		
U.S. Earnings	719	634	\$ 13	\$ 13
International				
Revenue <sup>(b)</sup>	1,169	1,193		
Cost of Sales	397	429		
Gross Profit	772	764		
Gross Margin	66.0	% 64.0	%	%
Operating Expenses	233	286		
Other (income)/deductions	3	6		
International Earnings	536	472	22	24
Total operating segments	1,255	1,106	35	37
Other business activities	(148 )	(135 )	12	13
Reconciling Items:				
Corporate	(340 )	(254 )	22	19
Purchase accounting adjustments	(54 )	(28 )	43	25
Acquisition-related costs	(3 )	(5 )	—	—
Certain significant items <sup>(c)</sup>	17	(360 )	3	2
Other unallocated	(63 )	(121 )	2	2
Total Earnings <sup>(d)</sup>	\$664	\$203	\$ 117	\$ 98

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

(b) Revenue denominated in euros was \$158 million and \$312 million for the three and six months ended July 3, 2016, respectively, and \$151 million and \$286 million for the three and six months ended June 28, 2015, respectively. For the three months ended July 3, 2016, Certain significant items primarily includes: (i) Zoetis stand-up costs of \$5 million; (ii) a net loss of \$6 million related to divestitures as a result of our operational efficiency initiative; (iii) a \$24 million net reduction in certain employee termination accruals, partially offset by exit costs of \$1 million, accelerated depreciation of \$2 million, and consulting fees of \$5 million related to our operational efficiency

(c) initiative, supply network strategy, and other restructuring activities, and (iv) charges of \$1 million associated with changes to our operating model. Stand-up costs include certain nonrecurring costs related to becoming an independent public company, such as the creation of standalone systems and infrastructure, site separation, new branding (including changes to the manufacturing process for required new packaging), and certain legal registration and patent assignment costs.

For the six months ended July 3, 2016, Certain significant items primarily includes: (i) Zoetis stand-up costs of \$17 million; (ii) a net gain of \$27 million related to divestitures as a result of our operational efficiency initiative; (iii) a \$23 million net reduction in certain employee termination accruals, partially offset by exit costs of \$2 million, accelerated depreciation of \$3 million and consulting fees of \$10 million related to our operational efficiency initiative, supply network strategy and other restructuring activities, and (iv) charges of \$1 million associated with changes to our operating model.

For the three months ended June 28, 2015, Certain significant items primarily includes: (i) Zoetis stand-up costs of \$39 million; (ii) charges related to our operational efficiency initiative and supply network strategy of \$278 million; and (iii) an impairment of IPR&D assets of \$2 million related to the termination of a canine oncology project.

For the six months ended June 28, 2015, Certain significant items primarily includes: (i) Zoetis stand-up costs of \$62 million; (ii) charges related to our operational efficiency initiative and supply network strategy of \$293 million; (iii) an impairment of IPR&D assets of \$2 million related to the termination of a canine oncology project; and (iv) charges due to unusual investor-related activities of \$3 million.

<sup>(d)</sup> Defined as income before provision for taxes on income.

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## B. Other Revenue Information

## Revenue by Species

Species revenue are as follows:

	Three Months Ended		Six Months Ended	
	July 3, 2016	June 28, 2015	July 3, 2016	June 28, 2015
(MILLIONS OF DOLLARS)	2016	2015	2016	2015
Livestock:				
Cattle	\$366	\$372	\$743	\$769
Swine	150	162	296	332
Poultry	118	138	240	267
Fish	22	—	39	—
Other	17	18	38	37
	673	690	1,356	1,405
Companion Animal:				
Horses	36	42	75	82
Dogs and Cats	487	429	914	766
	523	471	989	848
Contract Manufacturing	12	14	25	24
Total revenue	\$1,208	\$1,175	\$2,370	\$2,277

## Revenue by Major Product Category

Revenue by major product category are as follows:

	Three Months Ended		Six Months Ended	
	July 3, 2016	June 28, 2015	July 3, 2016	June 28, 2015
(MILLIONS OF DOLLARS)	2016	2015	2016	2015
Anti-infectives	\$272	\$278	\$563	\$590
Vaccines	310	286	611	557
Parasiticides	189	193	334	346
Medicated feed additives	128	119	266	240
Other pharmaceuticals	248	237	469	424
Other non-pharmaceuticals	49	48	102	96
Contract manufacturing	12	14	25	24
Total revenue	\$1,208	\$1,175	\$2,370	\$2,277

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Review Report of Independent Registered Public Accounting Firm  
The Shareholders and Board of Directors  
Zoetis Inc.:

We have reviewed the accompanying condensed consolidated balance sheet of Zoetis Inc. and subsidiaries (the Company) as of July 3, 2016, and the related condensed consolidated statements of operations and comprehensive income for the three and six-month periods ended July 3, 2016 and June 28, 2015, and the related condensed consolidated statements of equity and cash flows for the six-month periods ended July 3, 2016 and June 28, 2015. These condensed consolidated financial statements are the responsibility of the Company's management.

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

Based on our reviews, we are not aware of any material modifications that should be made to the condensed consolidated financial statements as of July 3, 2016, and for the three and six-month periods ended July 3, 2016, and June 28, 2015, referred to above for them to be in conformity with U.S. generally accepted accounting principles. We have previously audited, in accordance with standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Zoetis Inc. and subsidiaries as of December 31, 2015, and the related consolidated statements of operations, comprehensive income, equity, and cash flows for the year then ended (not presented herein); and in our report dated February 24, 2016, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2015, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ KPMG LLP  
New York, New York  
August 5, 2016

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

## Overview of our business

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

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

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

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

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

	Three Months Ended			Six Months Ended		
	July 3, 2016	June 28, 2015	% Change	July 3, 2016	June 28, 2015	% Change
(MILLIONS OF DOLLARS)	2016	2015	Change	2016	2015	Change
Revenue	\$1,208	\$1,175	3	\$2,370	\$2,277	4
Net income/(loss) attributable to Zoetis	224	(37)	*)	428	128	*
Adjusted net income <sup>(a)</sup>	246	216	14	485	423	15

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

## Our operating environment

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

## Quarterly Variability of Financial Results

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

## Disease outbreaks

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

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

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

Foreign exchange rates

Significant portions of our revenue and costs are exposed to changes in foreign exchange rates. Our products are sold in more than 100 countries and, as a result, our revenue is influenced by changes in foreign exchange rates. For the six months ended July 3, 2016, approximately 47% of our revenue was denominated in foreign currencies. We seek to manage our foreign exchange risk, in part, through operational means, including managing same-currency revenue in relation to same-currency costs and same-currency assets in relation to same-currency liabilities. As we operate in multiple foreign currencies, including the Australian dollar, Brazilian real, Canadian dollar, euro, U.K. pound, and other currencies, changes in those currencies relative to the U.S. dollar will impact our revenue, cost of goods and expenses, and consequently, net income. Exchange rate fluctuations may also have an impact beyond our reported financial results and directly impact operations. These fluctuations may affect the ability to buy and sell our goods and services between markets impacted by significant exchange rate variances. For the six months ended July 3, 2016, approximately 53% of our total revenue was in U.S. dollars. Our year-over-year revenue growth was unfavorably impacted by 5% from changes in foreign currency values relative to the U.S. dollar.

Effective March 10, 2016, the Venezuela government made the following changes to its foreign currency exchange mechanisms: (i) the three-tier exchange rate system existing in the country changed to a dual system with the elimination of the SICAD rate, (ii) the official CENCOEX rate was replaced with DIPRO and was devalued from 6.3 to 10 Venezuelan bolivars per U.S. dollar, and (iii) the SIMADI rate was replaced with DICOM. As of July 3, 2016, the Venezuelan bolivar to U.S. dollar exchange rates were the DIPRO rate of 10 and the DICOM rate of 631. Beginning in the second quarter of 2016, we use the DICOM rate to report our Venezuela financial position, results of operations and cash flows.

On November 30, 2015, we recorded a net remeasurement loss of \$89 million on bolivar-denominated net monetary assets, primarily related to cash deposits in Venezuela. As a result, as of May 29, 2016, our net monetary assets in Venezuela were approximately \$1 million. Our revenue from Venezuela was less than \$1 million for the six months ended May 29, 2016, as compared with approximately \$43 million for the six months ended May 24, 2015.

Comparability of historical results and our relationship with Pfizer

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

Transactions and Agreements with Pfizer in our 2015 Annual Report on Form 10-K.

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

Recent acquisitions and government-mandated divestitures

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

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

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

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## Analysis of the condensed consolidated statements of operations

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

	Three Months Ended			Six Months Ended		
	July 3, 2016	June 28, 2015	% Change	July 3, 2016	June 28, 2015	% Change
(MILLIONS OF DOLLARS)						
Revenue	\$1,208	\$1,175	3	\$2,370	\$2,277	4
Costs and expenses:						
Cost of sales <sup>(a)</sup>	399	427	(7)	788	821	(4)
% of revenue	33	% 36	%	33	% 36	%
Selling, general and administrative expenses <sup>(a)</sup>	343	379	(9)	658	733	(10)
% of revenue	28	% 32	%	28	% 32	%
Research and development expenses <sup>(a)</sup>	88	84	5	178	164	9
% of revenue	7	% 7	%	8	% 7	%
Amortization of intangible assets <sup>(a)</sup>	22	15	47	43	30	43
Restructuring (benefits)/charges and certain acquisition-related costs	(21)	266	*	(19)	267	*
Interest expense, net of capitalized interest	41	29	41	84	57	47
Other (income)/deductions—net	4	2	*	(26)	2	*
Income/(Loss) before provision for taxes on income	332	(27)	*	664	203	*
% of revenue	27	% (2)	%	28	% 9	%
Provision for taxes on income	108	9	*	236	74	*
Effective tax rate	32.5	% (33.3)	%	35.5	% 36.5	%
Net income/(loss) before allocation to noncontrolling interests	224	(36)	*	428	129	*
Less: Net income attributable to noncontrolling interests	—	1	(100)	—	1	(100)
Net income/(loss) attributable to Zoetis	\$224	\$(37)	*	\$428	\$128	*
% of revenue	19	% (3)	%	18	% 6	%

Certain amounts and percentages may reflect rounding adjustments.

Amortization expense related to finite-lived acquired intangible assets that contribute to our ability to sell, manufacture, research, market and distribute products, compounds and intellectual property is included in

<sup>(a)</sup> Amortization of intangible assets as these intangible assets benefit multiple business functions. Amortization expense related to finite-lived acquired intangible assets that are associated with a single function is included in Cost of sales, Selling, general and administrative expenses or Research and development expenses, as appropriate.

## Revenue

Three months ended July 3, 2016 vs. three months ended June 28, 2015

Total revenue increased by \$33 million in the three months ended July 3, 2016, compared with the three months ended June 28, 2015, reflecting higher operational revenue of \$66 million, or 6%. Operational revenue growth (a non-GAAP financial measure) is defined as revenue growth excluding the impact of foreign exchange. Operational revenue growth was comprised primarily of the following:

• growth of our in-line products, which contributed approximately 4%, of which price comprised 3% and volume comprised 1%;

• increased sales of Apoquel<sup>®</sup>, which contributed approximately 3%;

• recent acquisitions, primarily Pharmaq, which contributed approximately 2%; and

• new product launches, which contributed approximately 2%,

partially offset by:

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

Foreign exchange reduced our reported revenue growth by \$33 million, or 3%.

Six months ended July 3, 2016 vs. six months ended June 28, 2015

Total revenue increased by \$93 million in the six months ended July 3, 2016, compared with the six months ended June 28, 2015, reflecting higher operational revenue of \$203 million, or 9%. An estimated 3% of operational revenue growth is the result of six additional days in the first six months of 2016 as compared to the first six months of 2015 due to our accounting calendar. Inclusive of those additional days, operational revenue growth was comprised primarily of the following:

• growth of our in-line products, which contributed approximately 5%, of which price comprised 3% and volume comprised 2%;

• increased sales of Apoquel<sup>®</sup>, which contributed approximately 3%;

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

new product launches, which contributed 2%; and

initial sales into expanded distribution relationships in the U.S., which contributed approximately 1%, partially offset by:

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

Foreign exchange reduced our reported revenue growth by \$110 million, or 5%.

## Costs and Expenses

## Cost of sales

	Three Months Ended			Six Months Ended		
	July 3, 2016	June 28, 2015	% Change	July 3, 2016	June 28, 2015	% Change
(MILLIONS OF DOLLARS)	2016	2015	Change	2016	2015	Change
Cost of sales	\$399	\$427	(7 )	\$788	\$821	(4 )
% of revenue	33.0 %	36.3 %		33.2 %	36.1 %	

Certain amounts and percentages may reflect rounding adjustments.

Three months ended July 3, 2016 vs. three months ended June 28, 2015

Cost of sales decreased by \$28 million, or 7%, in the three months ended July 3, 2016, compared with the three months ended June 28, 2015, primarily as a result of:

favorable product mix impacted by our operational efficiency initiative;

- lower global manufacturing and supply costs;

a reduction in the amount of additional costs related to becoming an independent public company;

business model changes in Venezuela; and

a decline in consulting charges relating to our supply network strategy, partially offset by:

the cost of products and charges reflecting fair value adjustments to inventory related to the acquisition of Pharmaq.

Six months ended July 3, 2016 vs. six months ended June 28, 2015

Cost of sales decreased by \$33 million, or 4%, in the six months ended July 3, 2016, compared with the six months ended June 28, 2015, primarily as a result of:

favorable product mix impacted by our operational efficiency initiative;

- lower global manufacturing and supply costs;

favorable foreign exchange;

business model changes in Venezuela;

a reduction in the amount of additional costs related to becoming an independent public company; and

a decline in consulting charges relating to our supply network strategy, partially offset by:

an increase in sales volume including six additional calendar days; and

the cost of products and charges reflecting fair value adjustments to inventory related to the acquisition of Pharmaq.

## Selling, general and administrative expenses

	Three Months Ended			Six Months Ended		
	July 3, 2016	June 28, 2015	% Change	July 3, 2016	June 28, 2015	% Change
(MILLIONS OF DOLLARS)	2016	2015	Change	2016	2015	Change

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Selling, general and administrative expenses	\$343	\$379	(9	)	\$658	\$733	(10	)
% of revenue	28	%	32	%	28	%	32	%

Certain amounts and percentages may reflect rounding adjustments.

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Three months ended July 3, 2016 vs. three months ended June 28, 2015

Selling, general & administrative (SG&A) expenses decreased by \$36 million, or 9%, in the three months ended July 3, 2016, compared with the three months ended June 28, 2015, primarily as a result of:

- a reduction in marketing expense driven by our operational efficiency initiative;
  - a reduction in the amount of additional costs related to becoming an independent public company; and
  - favorable foreign exchange,
- partially offset by:
- certain compensation-related expenses;
  - additional expenses due to the acquisition of Pharmaq; and
  - an increase in depreciation associated with the implementation of our enterprise resource planning system.

Six months ended July 3, 2016 vs. six months ended June 28, 2015

Selling, general & administrative (SG&A) expenses decreased by \$75 million, or 10%, in the six months ended July 3, 2016, compared with the six months ended June 28, 2015, primarily as a result of:

- a reduction in marketing expense driven by our operational efficiency initiative;
  - a reduction in the amount of additional costs related to becoming an independent public company; and
  - favorable foreign exchange,
- partially offset by:
- the impact of six additional calendar days;
  - an increase in depreciation associated with the implementation of our enterprise resource planning system; and
  - additional expenses due to the acquisition of Pharmaq.

Research and development expenses

	Three Months Ended			Six Months Ended		
	July 3, 2016	June 28, 2015	% Change	July 3, 2016	June 28, 2015	% Change
(MILLIONS OF DOLLARS)	2016	2015		2016	2015	
Research and development expenses	\$88	\$84	5	\$178	\$164	9
% of revenue	7	7	%	8	7	%

Certain amounts and percentages may reflect rounding adjustments.

Three months ended July 3, 2016 vs. three months ended June 28, 2015

R&D expenses increased by \$4 million, or 5%, in the three months ended July 3, 2016, compared with the three months ended June 28, 2015, primarily as a result of:

- increased project spending due to the timing of portfolio execution; and
- the acquisition of Pharmaq,

partially offset by:

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

Six months ended July 3, 2016 vs. six months ended June 28, 2015

R&D expenses increased by \$14 million, or 9%, in the six months ended July 3, 2016, compared with the six months ended June 28, 2015, primarily as a result of:

- increased project spending due to the timing of portfolio execution;
- the acquisition of Pharmaq; and
- the impact of six additional calendar days,

partially offset by:

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





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## Amortization of intangible assets

	Three Months Ended			Six Months Ended		
	July 3,	June 28,	%	July 3,	June 28,	%
(MILLIONS OF DOLLARS)	2016	2015	Change	2016	2015	Change
Amortization of intangible assets	\$22	\$15	47	\$43	\$30	43

Certain amounts and percentages may reflect rounding adjustments.

Three months ended July 3, 2016 vs. three months ended June 28, 2015

Amortization of intangible assets increased by \$7 million, or 47%, in the three months ended July 3, 2016, compared with the three months ended June 28, 2015, primarily as a result of certain intangible assets acquired in the Pharmaq acquisition in November 2015.

Six months ended July 3, 2016 vs. six months ended June 28, 2015

Amortization of intangible assets increased by \$13 million, or 43%, in the six months ended July 3, 2016, compared with the six months ended June 28, 2015, primarily as a result of certain intangible assets acquired in the Pharmaq acquisition in November 2015.

## Restructuring (benefits)/charges and certain acquisition-related costs

	Three Months Ended			Six Months Ended		
	July 3,	June 28,	%	July 3,	June 28,	%
(MILLIONS OF DOLLARS)	2016	2015	Change	2016	2015	Change
Restructuring (benefits)/charges and certain acquisition-related costs	\$(21)	\$266	*	\$(19)	\$267	*

\* Calculation not meaningful.

Certain amounts and percentages may reflect rounding adjustments.

During 2015, we launched a comprehensive operational efficiency program, which is incremental to the supply network strategy that was previously announced. These initiatives have focused on reducing complexity in our product portfolios, changing our selling approach in certain markets and reducing our presence in certain countries, and planning to sell or exit ten manufacturing sites over the long term. As of July 3, 2016, we divested 3 U.S. manufacturing sites, one international manufacturing site, and our 55 percent ownership share of our Taiwan joint venture, inclusive of its related manufacturing site. We are also continuing to optimize our resource allocation and efficiency by reducing resources associated with non-customer facing activities and operating more efficiently as a result of less internal complexity and more standardization of processes. As part of this initiative, we expect to reduce certain positions through divestitures, normal attrition and involuntary terminations by approximately 2,000 to 2,500, subject to consultations with works councils and unions in certain countries. As of July 3, 2016, approximately 1,600 positions had been eliminated and additional reductions are expected primarily over the next twelve months.

Our acquisition-related costs primarily relate to restructuring charges for employees, assets and activities that will not continue in the future, as well as integration costs. The majority of our net restructuring charges generally relate to termination costs, but we have also exited a number of distributor and other contracts and performed facility rationalization efforts. Our integration costs are generally comprised of consulting costs related to the integration of systems and processes, as well as product transfer costs.

For additional information regarding restructuring charges and acquisition-related costs, see Notes to Condensed Consolidated Financial Statements— Note 5. Restructuring Charges and Other Costs Associated with Acquisitions and Cost-Reduction/Productivity Initiatives.

Three months ended July 3, 2016 vs. three months ended June 28, 2015

Restructuring charges and certain acquisition-related costs decreased by \$287 million in the three months ended July 3, 2016, compared with the three months ended June 28, 2015, primarily as a result of lower employee termination

costs (\$261 million) and lower asset impairment charges (\$26 million). The three months ended July 3, 2016, includes a net reduction in employee termination accruals associated with our operational efficiency initiative, primarily as a result of higher than expected voluntary attrition rates experienced in the first half of 2016. The three months ended June 28, 2015, includes employee termination costs and asset impairment charges associated with the launch of our operational efficiency initiative and supply network strategy.

Six months ended July 3, 2016 vs. six months ended June 28, 2015

Restructuring charges and certain acquisition-related costs decreased by \$286 million in the six months ended July 3, 2016, compared with the six months ended June 28, 2015, primarily as a result of lower employee termination costs (\$260 million) and lower asset impairment charges (\$26 million). The six months ended July 3, 2016, includes a net reduction in employee termination accruals associated with our operational efficiency initiative, primarily as a result of higher than expected voluntary attrition rates experienced in the first half of 2016. The six months ended June 28, 2015, includes employee termination costs and asset impairment charges associated with the launch of our operational efficiency initiative and supply network strategy.

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## Interest expense, net of capitalized interest

	Three Months Ended			Six Months Ended		
	July 3, 2016	June 28, 2015	% Change	July 3, 2016	June 28, 2015	% Change
(MILLIONS OF DOLLARS)	2016	2015	Change	2016	2015	Change
Interest expense, net of capitalized interest	\$41	\$29	41	\$84	\$57	47

Certain amounts and percentages may reflect rounding adjustments.

Three months ended July 3, 2016 vs. three months ended June 28, 2015

Interest expense, net of capitalized interest, increased by \$12 million, or 41%, in the three months ended July 3, 2016, compared with the three months ended June 28, 2015, as a result of the November 2015 issuance of \$1.25 billion of senior notes, partially offset by the impact of the \$400 million of senior notes that matured in the first quarter of 2016.

Six months ended July 3, 2016 vs. six months ended June 28, 2015

Interest expense, net of capitalized interest, increased by \$27 million, or 47%, in the six months ended July 3, 2016, compared with the six months ended June 28, 2015, as a result of the November 2015 issuance of \$1.25 billion of senior notes, as well as six additional calendar days, partially offset by the impact of the \$400 million of senior notes that matured in the first quarter of 2016.

## Other (income)/deductions—net

	Three Months Ended			Six Months Ended		
	July 3, 2016	June 28, 2015	% Change	July 3, 2016	June 28, 2015	% Change
(MILLIONS OF DOLLARS)	2016	2015	Change	2016	2015	Change
Other (income)/deductions—net	\$4	\$2	*	\$(26)	\$2	*

\* Calculation not meaningful.

Certain amounts and percentages may reflect rounding adjustments.

Three months ended July 3, 2016 vs. three months ended June 28, 2015

The change in Other (income)/deductions—net reflects an unfavorable impact of \$2 million on income attributable to Zoetis in the three months ended July 3, 2016 compared with the three months ended June 28, 2015, primarily as a result of:

- a net loss of \$6 million related to divestitures as part of our operational efficiency initiative; and
- higher foreign currency losses, primarily driven by costs related to hedging and exposures to certain emerging market currencies,

partially offset by:

- higher income associated with certain state business employment tax incentive credits.

Six months ended July 3, 2016 vs. six months ended June 28, 2015

The change in Other (income)/deductions—net reflects a favorable impact of \$28 million on income attributable to Zoetis in the six months ended July 3, 2016 compared with six months ended June 28, 2015, primarily as a result of:

- a net gain of \$27 million on sales of certain manufacturing sites and products, partially offset by the loss on the sale of our share of our Taiwan joint venture, as part of our operational efficiency initiative; and
- higher income associated with certain state business employment tax incentive credits,

partially offset by:

- higher foreign currency losses, primarily driven by costs related to hedging and exposures to certain emerging market currencies.

## Provision for taxes on income

	Three Months Ended			Six Months Ended		
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	July 3, 2016	June 28, 2015	% Change	July 3, 2016	June 28, 2015	% Change
(MILLIONS OF DOLLARS)						
Provision for taxes on income	\$108	\$9	*	\$236	\$74	*
Effective tax rate	32.5 %	(33.3)%		35.5 %	36.5%	

Certain amounts and percentages may reflect rounding adjustments.

Three months ended July 3, 2016 vs. three months ended June 28, 2015

The effective tax rate was 32.5% for the three months ended July 3, 2016, compared with (33.3)% for the three months ended June 28, 2015. The effective tax rate for the three months ended July 3, 2016 and June 28, 2015, include changes in the jurisdictional mix of earnings, which includes the impact of the location of earnings (i) from operations and (ii) from restructuring charges related to the operational efficiency initiative and supply network strategy, as well as repatriation costs. In addition, the effective tax rate for the three months ended July 3, 2016, includes a \$3 million discrete tax expense related to changes in uncertain tax positions due to the impact of the European Commission's

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negative decision on the excess profits rulings in Belgium (see C. Tax Contingencies). The negative effective tax rate for the three months ended June 28, 2015, was driven by a pre-tax loss which resulted from restructuring charges recorded in that quarter related to the operational efficiency initiative and supply network strategy. See Note 5. Restructuring Charges and Other Costs Associated with Acquisitions and Cost-Reduction/Productivity Initiatives for additional information. In addition, the effective tax rate for the three months ended June 28, 2015, includes a \$6 million discrete tax benefit related to prior period tax adjustments, partially offset by a valuation allowance of \$3 million.

Six months ended July 3, 2016 vs. six months ended June 28, 2015

The effective tax rate was 35.5% for the six months ended July 3, 2016, compared with 36.5% for the six months ended June 28, 2015. The lower effective tax rate for the six months ended July 3, 2016, compared with the six months ended June 28, 2015, was primarily attributable to:

changes in the jurisdictional mix of earnings, which includes the impact of the location of earnings from (i) operations and (ii) restructuring charges related to the operational efficiency initiative and supply network strategy, as well as repatriation costs. The jurisdictional mix of earnings can vary as a result of repatriation decisions and as a result of operating fluctuations in the normal course of business, the impact of non-deductible items and the extent and location of other income and expense items, such as restructuring charges/(benefits), asset impairments and gains and losses on asset divestitures; and

a \$38 million net discrete tax expense related to changes in uncertain tax positions due to the impact of the European Commission's negative decision on the excess profits rulings in Belgium (see Notes to Condensed Consolidated Financial Statements— Note 7C. Income Taxes: Tax Contingencies), partially offset by a revaluation of the company's deferred tax assets and liabilities using the Belgium tax rates expected to be in place going forward as a result of the decision,

partially offset by:

a \$10 million and \$9 million discrete tax benefit recorded in the first quarter of 2016 and 2015, respectively, related to a revaluation of deferred taxes as a result of a change in statutory tax rates; and

a \$5 million discrete tax benefit related to the adoption of a new accounting standard in 2016 requiring the excess tax benefits for share-based payments to be recognized as a component of Provision for taxes on income. See Notes to Condensed Consolidated Financial Statements— Note 3. Significant Accounting Policies.

Operating Segment Results

We believe that it is important to not only understand overall revenue and earnings growth, but also “operational growth.” Operational growth is defined as revenue or earnings growth excluding the impact of foreign exchange. On a global basis, the mix of revenue between livestock and companion animal products was as follows:

(MILLIONS OF DOLLARS)	% Change				
	Three Months Ended		Related to		
	July 3, 2016	June 28, 2015	Total	Exchange	Operational
U.S.					
Livestock	\$262	\$256	2	—	2
Companion animal	332	283	17	—	17
	594	539	10	—	10
International					
Livestock	411	434	(5)	(6)	1
Companion animal	191	188	2	(4)	6
	602	622	(3)	(5)	2
Total					
Livestock	673	690	(2)	(3)	1
Companion animal	523	471	11	(2)	13
Contract Manufacturing	12	14	(14)	2	(16)
	\$1,208	\$1,175	3	(3)	6

Certain amounts and percentages may reflect rounding adjustments.

(MILLIONS OF DOLLARS)	% Change				
	Six Months Ended		Related to		
	July 3, 2016	June 28, 2015	Total	Exchange	Operational
U.S.					
Livestock	\$550	\$555	(1)	—	(1)
Companion animal	626	505	24	—	24
	1,176	1,060	11	—	11
International					
Livestock	806	850	(5)	(10)	5
Companion animal	363	343	6	(7)	13
	1,169	1,193	(2)	(9)	7
Total					
Livestock	1,356	1,405	(3)	(5)	2
Companion animal	989	848	17	(3)	20
Contract Manufacturing	25	24	4	(3)	7
	\$2,370	\$2,277	4	(5)	9

Certain amounts and percentages may reflect rounding adjustments.



Earnings by segment and the operational and foreign exchange changes versus the comparable prior year period are as follows:

(MILLIONS OF DOLLARS)	Three Months Ended		% Change		
	July 3, 2016	June 28, 2015	Total	Related to Foreign Exchange	Operational
U.S.					
Revenue	\$594	\$539	10	—	10
Cost of Sales	134	127	6	—	6
Gross Profit	460	412	12	—	12
Gross Margin	77.4 %	76.4 %			
Operating Expenses	100	93	8	—	8
Other (income)/deductions	—	—	—	—	—
U.S. Earnings	360	319	13	—	13
International					
Revenue	602	622	(3 )	(5 )	2 )
Cost of Sales	201	225	(11 )	(7 )	(4 )
Gross Profit	401	397	1	(4 )	5 )
Gross Margin	66.6 %	63.8 %			
Operating Expenses	124	151	(18 )	(5 )	(13 )
Other (income)/deductions	1	4	(75 )	(13 )	(62 )
International Earnings	276	242	14	(4 )	18 )
Total operating segments	636	561	13	(2 )	15 )
Other business activities	(74 )	(67 )	10		
Reconciling Items:					
Corporate	(171 )	(123 )	39		
Purchase accounting adjustments	(28 )	(15 )	87		
Acquisition-related costs	(2 )	(4 )	(50 )		
Certain significant items	4	(319 )	*		
Other unallocated	(33 )	(60 )	(45 )		
Income (loss) before provision for taxes on income	\$332	\$(27 )	*		

\*Calculation not meaningful

Certain amounts and percentages may reflect rounding adjustments.



(MILLIONS OF DOLLARS)	Six Months Ended		% Change		
	July 3, 2016	June 28, 2015	Total	Related to	
				Foreign	Operational
U.S.					
Revenue	\$1,176	\$1,060	11	—	11
Cost of Sales	265	252	5	—	5
Gross Profit	911	808	13	—	13
Gross Margin	77.5	% 76.2	%		
Operating Expenses	192	174	10	—	10
Other (income)/deductions	—	—	—	—	—
U.S. Earnings	719	634	13	—	13
International					
Revenue	1,169	1,193	(2 )	(9 )	7
Cost of Sales	397	429	(7 )	(10 )	3
Gross Profit	772	764	1	(9 )	10
Gross Margin	66.0	% 64.0	%		
Operating Expenses	233	286	(19 )	(8 )	(11 )
Other (income)/deductions	3	6	(50 )	(31 )	(19 )
International Earnings	536	472	14	(9 )	23
Total operating segments	1,255	1,106	13	(5 )	18
Other business activities	(148 )	(135 )	10		
Reconciling Items:					
Corporate	(340 )	(254 )	34		
Purchase accounting adjustments	(54 )	(28 )	93		
Acquisition-related costs	(3 )	(5 )	(40 )		
Certain significant items	17	(360 )	*		
Other unallocated	(63 )	(121 )	(48 )		
Income before provision for taxes on income	\$664	\$203	*		

\*Calculation not meaningful

Certain amounts and percentages may reflect rounding adjustments.

Three months ended July 3, 2016 vs. three months ended June 28, 2015

U.S. operating segment

U.S. segment revenue increased by \$55 million, or 10%, in the three months ended July 3, 2016, compared with the three months ended June 28, 2015, reflecting growth of approximately \$6 million in livestock products and growth of approximately \$49 million in companion animal products.

- Livestock revenue growth was driven primarily by increased sales of cattle products as a result of improving producer market conditions and expanding herd sizes. Growth was partially offset by product rationalizations as part of the company's operational efficiency initiative, which impacted both poultry and swine. Swine also declined due to increased competition.

• Companion animal revenue growth was driven by increased sales of Apoquel®, in addition to several new product launches, including Simparica™.

U.S. segment earnings increased by \$41 million, or 13%, in the three months ended July 3, 2016, compared with the three months ended June 28, 2015, primarily due to revenue growth with improved gross margin, partly offset by

higher operating expenses.

**International operating segment**

International segment revenue decreased by \$20 million, or 3%, in the three months ended July 3, 2016, compared with the three months ended June 28, 2015. Operational revenue increased by \$14 million, or 2%, driven by growth of approximately \$4 million in livestock products and growth of approximately \$10 million in companion animal products.

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Livestock growth was driven primarily by the acquisition of Pharmaq, with sales primarily in Chile and Norway. Growth also benefited from an increase in sales in China due to favorable economics in the swine market. Growth was tempered by our operational efficiency initiative, which includes the impact of our business decisions in Venezuela and India, in addition to product rationalizations.

Companion animal revenue growth resulted primarily from increased sales of Apoquel<sup>®</sup>. In addition, sales grew in China, primarily in our vaccine portfolio which included stocking from customers ahead of certain product label changes. Growth was partially offset by product rationalizations as a result of the company's operational efficiency initiative and business decisions in Venezuela.

Additionally, segment revenue was unfavorably impacted by foreign exchange, which decreased revenue by approximately \$34 million, or 5%, primarily driven by the depreciation of the Brazilian real and the Argentine peso. International segment earnings increased by \$34 million, or 14%, in the three months ended July 3, 2016, compared with the three months ended June 28, 2015. Operational earnings growth was \$44 million, or 18%, primarily due to higher revenue with improved gross margins and a decline in operating expenses.

Six months ended July 3, 2016 vs. six months ended June 28, 2015

U.S. operating segment

Including the impact of six additional calendar days, U.S. segment revenue increased by \$116 million, or 11%, in the six months ended July 3, 2016, compared with the six months ended June 28, 2015, reflecting declines of approximately \$5 million in livestock products and growth of approximately \$121 million in companion animal products.

Livestock revenue declined primarily due to the impact of our operational efficiency initiative, which impacted both poultry and swine, and competition for swine products. This was partially offset by demand for our cattle products due to expanding herd sizes, despite unfavorable producer market conditions in the dairy sector.

Companion animal revenue growth was driven primarily by increased sales of Apoquel<sup>®</sup>, new product launches, and initial sales of other products into expanded distribution relationships.

U.S. segment earnings increased by \$85 million, or 13%, in the six months ended July 3, 2016, compared with the six months ended June 28, 2015, primarily due to revenue growth with improved gross margin, partly offset by higher operating expenses.

International operating segment

Including the impact of six additional calendar days, International segment revenue decreased by \$24 million, or 2%, in the six months ended July 3, 2016, compared with the six months ended June 28, 2015. Operational revenue increased by \$86 million, or 7%, driven by growth of approximately \$40 million in livestock products and growth of approximately \$46 million in companion animal products.

Livestock growth was driven primarily by the acquisition of Pharmaq, with sales primarily in Chile and Norway.

Growth also benefited from swine performance, primarily in China. Growth was partially offset by our operational efficiency initiative, which includes the impact of our business decisions in Venezuela and India, in addition to product rationalizations.

Companion animal revenue growth resulted primarily from increased sales of Apoquel<sup>®</sup>. Sales also benefited from demand for our vaccines portfolio in China, which included stocking from customers ahead of certain product label changes, in addition to competitor supply issues in Japan.

Additionally, segment revenue was unfavorably impacted by foreign exchange, which decreased revenue by approximately \$110 million, or 9%, primarily driven by the depreciation of the Brazilian real and the Argentine peso. International segment earnings increased by \$64 million, or 14%, in the six months ended July 3, 2016, compared with the six months ended June 28, 2015. Operational earnings growth was \$107 million, or 23%, primarily due to higher revenue, improved gross margin, and a decline in operating expenses.

Other business activities

Other business activities includes our Client Supply Services (CSS) contract manufacturing results, as well as expenses associated with our dedicated veterinary medicine research and development organization, research alliances, U.S. regulatory affairs and other operations focused on the development of our products. Other R&D-related costs associated with non-U.S. market and regulatory activities are generally included in the respective regional

segment.

Three months ended July 3, 2016 vs. three months ended June 28, 2015

Other business activities net loss increased by \$7 million, or 10%, in the three months ended July 3, 2016, compared with the three months ended June 28, 2015, reflecting an increase in R&D spending driven by the timing of our portfolio execution, and the addition of Pharmaq R&D expense, partially offset by a reduction in spending driven by our operational efficiency initiative.

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Six months ended July 3, 2016 vs. six months ended June 28, 2015

Including the impact of six additional calendar days, other business activities net loss increased by \$13 million, or 10%, in the six months ended July 3, 2016, compared with the six months ended June 28, 2015, reflecting an increase in R&D spending driven by the timing of our portfolio execution, and the addition of Pharmaq R&D expense, partially offset by a reduction in spending driven by our operational efficiency initiative and favorable foreign exchange.

Reconciling items

Reconciling items include certain costs that are not allocated to our operating segments results, such as costs associated with the following:

Corporate, which includes certain costs associated with business technology, facilities, legal, finance, human resources, business development and communications, among others. These costs also include certain compensation costs and other miscellaneous operating expenses that are not charged to our operating segments, as well as interest income and expense;

Certain transactions and events such as (i) Purchase accounting adjustments, which includes expenses associated with the amortization of fair value adjustments to inventory, intangible assets, and property, plant and equipment; (ii) Acquisition-related activities, which includes costs for acquisition and integration; and (iii) Certain significant items, which includes non-acquisition-related restructuring charges, certain asset impairment charges, stand-up costs, certain legal and commercial settlements, and costs associated with cost reduction/productivity initiatives; and

Other unallocated, which includes (i) certain overhead expenses associated with our global manufacturing operations not charged to our operating segments; (ii) certain costs associated with business technology and finance that specifically support our global manufacturing operations; (iii) certain supply chain and global logistics costs; and (iv) procurement costs.

Three months ended July 3, 2016 vs. three months ended June 28, 2015

Corporate expenses increased by \$48 million, or 39%, in the three months ended July 3, 2016, compared with the three months ended June 28, 2015, primarily due to the unfavorable impact of foreign exchange, higher interest expense, net of capitalized interest, and an increase in certain compensation costs not allocated to our operating segments.

Other unallocated expenses declined by \$27 million, or 45%, in the three months ended July 3, 2016, compared with the three months ended June 28, 2015, primarily due to lower global manufacturing and supply costs and favorable foreign exchange.

Six months ended July 3, 2016 vs. six months ended June 28, 2015

Including the impact of six additional calendar days, corporate expenses increased by \$86 million, or 34%, in the six months ended July 3, 2016, compared with the six months ended June 28, 2015, primarily due to the unfavorable impact of foreign exchange and higher interest expense, net of capitalized interest.

Other unallocated expenses declined by \$58 million, or 48%, in the six months ended July 3, 2016, compared with the six months ended June 28, 2015, primarily due to favorable foreign exchange and lower global manufacturing and supply costs.

See Notes to Condensed Consolidated Financial Statements—Note 16. Segment and Other Revenue Information for further information.

Adjusted net income

General description of adjusted net income (a non-GAAP financial measure)

Adjusted net income is an alternative view of performance used by management, and we believe that investors' understanding of our performance is enhanced by disclosing this performance measure. We report adjusted net income to portray the results of our major operations, the discovery, development, manufacture and commercialization of our products, prior to considering certain income statement elements. We have defined adjusted net income as net income attributable to Zoetis before the impact of purchase accounting adjustments, acquisition-related costs and certain significant items described below. The adjusted net income measure is not, and should not be viewed as, a substitute for U.S. GAAP reported net income attributable to Zoetis.

The adjusted net income measure is an important internal measurement for us. We measure our overall performance on this basis in conjunction with other performance metrics. The following are examples of how the adjusted net income measure is utilized:

- senior management receives a monthly analysis of our operating results that is prepared on an adjusted net income basis;

- our annual budgets are prepared on an adjusted net income basis; and

- other goal setting and performance measurements.

Despite the importance of this measure to management in goal setting and performance measurement, adjusted net income is a non-GAAP financial measure that has no standardized meaning prescribed by U.S. GAAP and, therefore, may not be comparable to the calculation of similar measures of other companies. Adjusted net income is presented to permit investors to more fully understand how management assesses performance.

We also recognize that, as an internal measure of performance, the adjusted net income measure has limitations, and we do not restrict our performance management process solely to this metric. A limitation of the adjusted net income measure is that it provides a view of our

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operations without including all events during a period, such as the effects of an acquisition or amortization of purchased intangibles, and does not provide a comparable view of our performance to other companies. We also use other specifically tailored metrics designed to achieve the highest levels of performance.

### Purchase accounting adjustments

Adjusted net income is calculated prior to considering certain significant purchase accounting impacts that result from business combinations and net asset acquisitions. These impacts, primarily associated with the acquisition of the Pharmaq business (acquired in November 2015), certain assets of Abbott Animal Health (acquired in February 2015), King Animal Health (KAH) (acquired in 2011), Fort Dodge Animal Health (FDAH) (acquired in 2009), and Pharmacia Animal Health business (acquired in 2003), include amortization related to the increase in fair value of the acquired finite-lived intangible assets and depreciation related to the increase/decrease to fair value of the acquired fixed assets. Therefore, the adjusted net income measure includes the revenue earned upon the sale of the acquired products without considering the aforementioned significant charges.

While certain purchase accounting adjustments can occur through 20 or more years, this presentation provides an alternative view of our performance that is used by management to internally assess business performance. We believe the elimination of amortization attributable to acquired intangible assets provides management and investors an alternative view of our business results by providing a degree of parity to internally developed intangible assets for which R&D costs previously have been expensed.

A completely accurate comparison of internally developed intangible assets and acquired intangible assets cannot be achieved through adjusted net income. These components of adjusted net income are derived solely from the impact of the items listed above. We have not factored in the impact of any other differences in experience that might have occurred if we had discovered and developed those intangible assets on our own, and this approach does not intend to be representative of the results that would have occurred in those circumstances. For example, our R&D costs in total, and in the periods presented, may have been different; our speed to commercialization and resulting revenue, if any, may have been different; or our costs to manufacture may have been different. In addition, our marketing efforts may have been received differently by our customers. As such, in total, there can be no assurance that our adjusted net income amounts would have been the same as presented had we discovered and developed the acquired intangible assets.

### Acquisition-related costs

Adjusted net income is calculated prior to considering transaction and integration costs associated with significant business combinations or net asset acquisitions because these costs are unique to each transaction and represent costs that were incurred to acquire and integrate certain businesses as a result of the acquisition decision. We have made no adjustments for the resulting synergies.

We believe that viewing income prior to considering these charges provides investors with a useful additional perspective because the significant costs incurred in a business combination result primarily from the need to eliminate duplicate assets, activities or employees—a natural result of acquiring a fully integrated set of activities. For this reason, we believe that the costs incurred to convert disparate systems, to close duplicative facilities or to eliminate duplicate positions (for example, in the context of a business combination) can be viewed differently from those costs incurred in the ordinary course of business.

The integration costs associated with a business combination may occur over several years, with the more significant impacts generally ending within three years of the transaction. Because of the need for certain external approvals for some actions, the span of time needed to achieve certain restructuring and integration activities can be lengthy. For example, due to the regulated nature of the animal health medicines and vaccines business, the closure of excess facilities can take several years, as all manufacturing changes are subject to extensive validation and testing and must be approved by the FDA and/or other regulatory authorities.

### Certain significant items

Adjusted net income is calculated prior to considering certain significant items. Certain significant items represent substantive, unusual items that are evaluated on an individual basis. Such evaluation considers both the quantitative and the qualitative aspect of their unusual nature. Unusual, in this context, may represent items that are not part of our ongoing business; items that, either as a result of their nature or size, we would not expect to occur as part of our

normal business on a regular basis; items that would be nonrecurring; or items that relate to products that we no longer sell. While not all-inclusive, examples of items that could be included as certain significant items would be costs related to becoming an independent public company; a major non-acquisition-related restructuring charge and associated implementation costs for a program that is specific in nature with a defined term, such as those related to our non-acquisition-related cost-reduction and productivity initiatives; amounts related to disposals of products or facilities that do not qualify as discontinued operations as defined by U.S. GAAP; certain intangible asset impairments; adjustments related to the resolution of certain tax positions; significant currency devaluation; the impact of adopting certain significant, event-driven tax legislation; or charges related to legal matters. See Notes to Condensed Consolidated Financial Statements—Note 15. Commitments and Contingencies. Our normal, ongoing defense costs or settlements of and accruals on legal matters made in the normal course of our business would not be considered certain significant items.



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## Reconciliation

A reconciliation of net income/(loss) attributable to Zoetis, as reported under U.S. GAAP, to adjusted net income follows:

	Three Months Ended			Six Months Ended		
	July 3, 2016	June 28, 2015	% Change	July 3, 2016	June 28, 2015	% Change
(MILLIONS OF DOLLARS)						
GAAP reported net income/(loss) attributable to Zoetis	\$224	\$(37)	*	\$428	\$128	*
Purchase accounting adjustments—net of tax	18	12	50	27	18	50
Acquisition-related costs—net of tax	1	4	(75)	4	7	(43)
Certain significant items—net of tax	3	237	(99)	26	270	(90)
Non-GAAP adjusted net income <sup>(a)</sup>	\$246	\$216	14	\$485	\$423	15

\* Calculation not meaningful.

Certain amounts and percentages may reflect rounding adjustments.

The effective tax rate on adjusted pretax income is 31.3% and 30.2% for the three months ended July 3, 2016, and (a) June 28, 2015, respectively. The higher effective tax rate for the three months ended July 3, 2016, compared with the three months ended June 28, 2015, was primarily attributable to changes in the jurisdictional mix of earnings, which includes the impact of the location of earnings as well as repatriation costs.

The effective tax rate on adjusted pretax income is 31.1% and 28.9% for the six months ended July 3, 2016, and June 28, 2015, respectively. The higher effective tax rate for the six months ended July 3, 2016, compared with the six months ended June 28, 2015, was primarily attributable to changes in the jurisdictional mix of earnings, which includes the impact of the location of earnings as well as repatriation costs, a \$5 million discrete tax benefit related to the adoption of a new accounting standard in 2016 requiring the excess tax benefits for share-based payments to be recognized as a component of Provision for taxes on income, and a \$4 million discrete tax benefit recorded in the first quarter of 2015 related to prior period deferred tax adjustments.

A reconciliation of reported diluted earnings per share (EPS), as reported under U.S. GAAP, to non-GAAP adjusted diluted EPS follows:

	Three Months Ended			Six Months Ended		
	July 3, 2016	June 28, 2015	% Change	July 3, 2016	June 28, 2015	% Change
Earnings per share—diluted						
GAAP reported EPS attributable to Zoetis—diluted	\$0.45	\$(0.07)	*	\$0.86	\$0.25	*
Purchase accounting adjustments—net of tax	0.04	0.02	100	0.05	0.04	25
Acquisition-related costs—net of tax	—	0.01	(100)	0.01	0.01	—
Certain significant items—net of tax	—	0.47	(100)	0.05	0.54	(91)
Non-GAAP adjusted EPS—diluted	\$0.49	\$0.43	14	\$0.97	\$0.84	15

Certain amounts and percentages may reflect rounding adjustments.

(a) Diluted earnings per share was computed using the weighted-average common shares outstanding during the period plus the common stock equivalents related to stock options, RSUs, PSUs and DSUs.

Adjusted net income includes the following charges for each of the periods presented:

Three Months Ended	Six Months Ended
July 3, 2016	July 3, 2015

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(MILLIONS OF DOLLARS)	2016	2015	2016	2015
Interest expense, net of capitalized interest	\$41	\$ 29	\$84	\$ 57
Interest income	2	1	4	3
Income taxes	112	94	219	172
Depreciation	32	32	62	62
Amortization	5	5	9	9

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Adjusted net income, as shown above, excludes the following items:

	Three Months Ended		Six Months Ended	
	July 3, 2016	June 28, 2015	July 3, 2016	June 28, 2015
(MILLIONS OF DOLLARS)				
Purchase accounting adjustments:				
Amortization and depreciation <sup>(a)</sup>	\$20	\$12	\$39	\$23
Cost of sales <sup>(b)</sup>	8	3	15	5
Total purchase accounting adjustments—pre-tax	28	15	54	28
Income taxes <sup>(c)</sup>	10	3	27	10
Total purchase accounting adjustments—net of tax	18	12	27	18
Acquisition-related costs:				
Integration costs	2	3	2	4
Other	—	1	1	1
Total acquisition-related costs—pre-tax	2	4	3	5
Income taxes <sup>(c)</sup>	1	—	(1 )	(2 )
Total acquisition-related costs—net of tax	1	4	4	7
Certain significant items:				
Operational efficiency initiative <sup>(d)</sup>	(17 )	263	(45 )	273
Supply network strategy <sup>(e)</sup>	8	15	11	20
Other restructuring charges and cost-reduction/productivity initiatives	(1 )	—	(1 )	—
Stand-up costs <sup>(f)</sup>	5	39	17	62
Other <sup>(g)</sup>	1	2	1	5
Total certain significant items—pre-tax	(4 )	319	(17 )	360
Income taxes <sup>(c)</sup>	(7 )	82	(43 )	90
Total certain significant items—net of tax	3	237	26	270
Total purchase accounting adjustments, acquisition-related costs, and certain significant items—net of tax	\$22	\$253	\$57	\$295

Certain amounts may reflect rounding adjustments.

- (a) Amortization and depreciation expenses related to Purchase accounting adjustments with respect to identifiable intangible assets and property, plant and equipment.
- (b) Amortization and depreciation expense, as well as fair value adjustments to acquired inventory.
- Income taxes include the tax effect of the associated pre-tax amounts, calculated by determining the jurisdictional location of the pre-tax amounts and applying that jurisdiction's applicable tax rate. Income taxes in Purchase accounting adjustments for the six months ended July 3, 2016, and June 28, 2015, includes a tax benefit related to the revaluation of deferred taxes as a result of a change in tax rates. Income taxes in Acquisition-related costs for the six months ended July 3, 2016, and June 28, 2015, includes a tax charge related to the acquisition of certain assets of Abbott Animal Health. Income taxes in Certain significant items for the three and six months ended
- (c) July 3, 2016, includes a net tax charge of approximately \$3 million and \$38 million, respectively, related to the impact of the European Commission's negative decision on the excess profits rulings in Belgium. These net charges relate to the Belgium government's recovery of prior tax benefits for the periods 2013 through 2015 offset by the revaluation of the company's deferred tax assets and liabilities using the rates expected to be in place at the time of the reversal. These net charges do not include any benefits associated with a successful appeal of the decision. Income taxes in Certain significant items for the six months ended June 28, 2015, includes a net tax charge related to the revaluation of deferred taxes and other deferred tax adjustments.
- (d) For the three months ended July 3, 2016, includes a reduction in employee termination accruals (\$30 million benefit), exit costs (\$2 million), accelerated depreciation (\$1 million), consulting fees (\$4 million), and a net loss

related to divestitures (\$6 million). For the six months ended July 3, 2016, includes a reduction in employee termination accruals (\$29 million benefit), exit costs (\$3 million), accelerated depreciation (\$1 million), consulting fees (\$7 million), and a net gain related to divestitures (\$27 million). The three and six months ended June 28, 2015, includes restructuring charges of \$253 million related to employee termination costs (\$228 million), and asset impairments (\$25 million). The three and six months ended June 28, 2015, also includes charges of \$10 million and \$20 million, respectively, primarily related to consulting fees.

For the three and six months ended July 3, 2016, includes restructuring charges of \$6 million related to employee termination costs, accelerated depreciation charges of \$1 million and \$2 million, respectively, and consulting fees (e) of \$1 million and \$3 million, respectively. For the three and six months ended June 28, 2015, includes restructuring charges of \$10 million related to employee termination costs (\$9 million) and asset impairments (\$1 million). The three and six months ended June 28, 2015, also includes charges of \$5 million and \$10 million, respectively, primarily related to consulting fees.

Certain nonrecurring costs related to becoming an independent public company, such as the creation of standalone (f) systems and infrastructure, site separation, new branding (including changes to the manufacturing process for required new packaging), and certain legal registration and patent assignment costs.

For the three and six months ended July 3, 2016, represents costs associated with changes to our operating model.

(g) For the three and six months ended June 28, 2015, includes an impairment of IPR&D assets of \$2 million related to a discontinued canine oncology project. The six months ended June 28, 2015 also includes charges due to unusual investor-related activities of \$3 million.

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The classification of the above items excluded from adjusted net income are as follows:

	Three Months Ended		Six Months Ended	
	July 3, 2016	June 28, 2015	July 3, 2016	June 28, 2015
(MILLIONS OF DOLLARS)				
Cost of sales:				
Purchase accounting adjustments	\$8	\$3	\$15	\$5
Accelerated depreciation	1	—	2	—
Consulting fees	1	5	3	10
Stand-up costs	1	12	2	14
Total Cost of sales	11	20	22	29
Selling, general & administrative expenses:				
Purchase accounting adjustments	2	—	3	—
Accelerated depreciation	1	—	1	—
Consulting fees	4	10	7	20
Stand-up costs	4	27	15	48
Other	1	—	1	3
Total Selling, general & administrative expenses	12	37	27	71
Research & development expenses:				
Purchase accounting adjustments	—	1	1	1
Total Research & development expenses	—	1	1	1
Amortization of intangible assets:				
Purchase accounting adjustments	18	11	35	22
Total Amortization of intangible assets	18	11	35	22
Restructuring (benefits)/ charges and certain acquisition-related costs:				
Integration costs	2	3	2	4
Employee termination costs	(24 )	237	(23 )	237
Asset impairments	—	26	—	26
Exit costs	1	—	2	—
Total Restructuring (benefits)/ charges and certain acquisition-related costs	(21 )	266	(19 )	267
Other (income)/deductions—net:				
Net (gain)/loss on sale of assets	6	—	(27 )	—
Acquisition-related costs	—	1	1	1
Asset impairments	—	2	—	2
Total Other (income)/deductions—net	6	3	(26 )	3
Provision for taxes on income	4	85	(17 )	98
Total purchase accounting adjustments, acquisition-related costs, and certain significant items—net of tax	\$22	\$253	\$57	\$295
Certain amounts may reflect rounding adjustments.				
Analysis of the condensed consolidated statements of comprehensive income				

Substantially all changes in other comprehensive income for the periods presented are related to foreign currency translation adjustments. These changes result from the strengthening or weakening of the U.S. dollar as compared to the currencies in the countries in which we do business. The gains and losses associated with these changes are deferred on the balance sheet in Accumulated other comprehensive loss until realized.

Analysis of the condensed consolidated balance sheets

July 3, 2016 vs. December 31, 2015

For a discussion about the changes in Cash and cash equivalents, Short-term borrowings, Current portion of long-term debt, and Long-term debt, net of discount and issuance costs, see “Analysis of financial condition, liquidity and capital resources” below.

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Accounts receivable, less allowance for doubtful accounts decreased as a result of the timing of customer collections and the impact of foreign exchange.

Inventories increased primarily in support of new product launches, the rebuilding of safety stock levels based on seasonality of our business and increased manufacturing in advance of planned production shutdowns. See Notes to Condensed Consolidated Financial Statements— Note 9. Inventories.

Assets held for sale decreased as a result of the divestiture of three U.S. manufacturing sites, one international manufacturing site, and our 55 percent ownership share of our Taiwan joint venture, inclusive of its related manufacturing site. See Notes to Condensed Consolidated Financial Statements— Note 4B. Acquisitions and Divestitures—Divestitures.

Other current assets increased primarily as a result of higher prepaid expenses.

Property, plant and equipment, less accumulated depreciation increased primarily as a result of capital spending, partially offset by depreciation expense.

Identifiable intangible assets, less accumulated amortization increased primarily as a result of the impact of foreign exchange, the acquisition of a livestock business in the first quarter of 2016 and an increase in the acquisition date fair value of intangible assets associated with the acquisition of Abbott. These increases were partially offset by amortization expense. See Notes to Condensed Consolidated Financial Statements— Note 4A. Acquisitions and Divestitures—Acquisitions and Note 10. Goodwill and Other Intangible Assets.

Goodwill increased primarily as a result of the impact of foreign exchange and the acquisition of a livestock business in the first quarter of 2016, partially offset by a reduction in the acquisition date fair value of intangible assets associated with the acquisition of Abbott. See Notes to Condensed Consolidated Financial Statements— Note 4A. Acquisitions and Divestitures—Acquisitions and Note 10. Goodwill and Other Intangible Assets.

The net changes in Noncurrent deferred tax assets, Noncurrent deferred tax liabilities, Income taxes payable and Other taxes payable primarily reflect adjustments to the accrual for the income tax provision for the first half of 2016, as well as the impact of the European Commission's negative decision on the excess profits rulings in Belgium and a revaluation of deferred taxes as a result of a change in tax rates. See Notes to Condensed Consolidated Financial Statements— Note 7. Income Taxes.

Accounts payable decreased as a result of the timing of payments.

Accrued compensation and related items decreased, primarily due to payment of 2015 annual bonuses to eligible employees and 2015 employee savings plan contributions, partially offset by the pro-rata accrual of similar items for 2016.

Dividends payable relates to the dividend of \$0.095 per share declared on May 12, 2016, payable on August 30, 2016, to shareholders of record at the close of business on June 30, 2016.

Accrued expenses and Other current liabilities decreased primarily as a result of payment of employee termination costs and the second quarter 2016 reduction in employee termination accruals associated with operational efficiency initiatives, payment of the contingent purchase price consideration to Abbott and lower contract rebate accruals. These decreases were partially offset by the recognition of the contingent purchase price consideration associated with the first quarter 2016 acquisition of certain intangible assets related to our livestock product portfolio. See Notes to Condensed Consolidated Financial Statements— Note 4A. Acquisitions and Divestitures—Acquisitions and Note 5. Restructuring Charges and Other Costs Associated with Acquisitions and Cost-Reduction/Productivity Initiatives.

Other non-current liabilities decreased primarily as a result of a reduction in accrued employee termination costs associated with our operational efficiency initiatives. See Notes to Condensed Consolidated Financial Statements— Note 5. Restructuring Charges and Other Costs Associated with Acquisitions and Cost-Reduction/Productivity Initiatives. For an analysis of the changes in Total Equity, see the Condensed Consolidated Statements of Equity and Notes to Condensed Consolidated Financial Statements— Note 13. Stockholders' Equity.

Analysis of the condensed consolidated statements of cash flows

Six Months		
Ended		
July	June	%
3,	28,	

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(MILLIONS OF DOLLARS)	2016	2015	Change
Net cash provided by (used in):			
Operating activities	\$188	\$182	3
Investing activities	(31 )	(318 )	(90 )
Financing activities	(651 )	(185 )	*
Effect of exchange-rate changes on cash and cash equivalents	(2 )	(17 )	(88 )
Net decrease in cash and cash equivalents	\$(496)	\$(338)	47

\* Calculation not meaningful.

Certain amounts and percentages may reflect rounding adjustments.

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### Operating activities

Six months ended July 3, 2016 vs. six months ended June 28, 2015

Net cash provided by operating activities was \$188 million for the six months ended July 3, 2016, compared with net cash provided by operating activities of \$182 million for the six months ended June 28, 2015. The increase in operating cash flows was primarily attributable to higher income before allocation to noncontrolling interests, as adjusted for depreciation and amortization and non-cash restructuring, and the timing of receipts and payments in the ordinary course of business, partially offset by higher inventory levels.

### Investing activities

Six months ended July 3, 2016 vs. six months ended June 28, 2015

Our net cash used in investing activities was \$31 million for the six months ended July 3, 2016, compared with net cash used in investing activities of \$318 million for the six months ended June 28, 2015. The net cash used in investing activities for 2016 was due primarily to purchases of property, plant and equipment and the acquisition of a livestock business, partially offset by proceeds from the sales of certain manufacturing sites and products as part of the operational efficiency initiatives. The net cash used in investing activities for 2015 was due primarily to the acquisition of certain assets of Abbott Animal Health.

### Financing activities

Six months ended July 3, 2016 vs. six months ended June 28, 2015

Our net cash used in financing activities was \$651 million for the six months ended July 3, 2016, compared with net cash used in financing activities of \$185 million for the six months ended June 28, 2015. The net cash used in financing activities for 2016 was due primarily to the senior note payment in February 2016, the purchase of treasury shares, the payment of dividends and the contingent consideration payment to Abbott. The net cash used in financing activities for 2015 was primarily attributable to the purchase of treasury shares and the payment of dividends.

### Analysis of financial condition, liquidity and capital resources

While we believe our cash and cash equivalents on hand, our operating cash flows and our existing financing arrangements will be sufficient to support our future cash needs, this may be subject to the environment in which we operate. Risks to our meeting future funding requirements include global economic conditions described in the following paragraph.

Global financial markets may be impacted by macroeconomic, business and financial volatility. As markets change, we will continue to monitor our liquidity position, but there can be no assurance that a challenging economic environment or an economic downturn will not impact our liquidity or our ability to obtain future financing.

### Selected measures of liquidity and capital resources

Certain relevant measures of our liquidity and capital resources follow:

	July	December
(MILLIONS OF DOLLARS)	3, 2016	31, 2015
Cash and cash equivalents	\$ 658	\$ 1,154
Accounts receivable, net <sup>(a)</sup>	888	937
Short-term borrowings	4	5
Current portion of long-term debt	—	400
Long-term debt	4,465	4,463
Working capital	2,289	2,049
Ratio of current assets to current liabilities	3.20:1	2.15:1

Accounts receivable are usually collected over a period of 60 to 90 days. For the six months ended July 3, 2016, compared with December 31, 2015, the number of days that accounts receivables are outstanding remained

<sup>(a)</sup> approximately the same. We regularly monitor our accounts receivable for collectability, particularly in markets where economic conditions remain uncertain. We believe that our allowance for doubtful accounts is appropriate.

Our assessment is based on such factors as past due aging, historical and expected collection patterns, the financial condition of our customers, the robust nature of our credit and collection practices and the economic environment. For additional information about the sources and uses of our funds, see the Analysis of the condensed consolidated balance sheets and Analysis of the condensed consolidated statements of cash flows sections of this MD&A.

Credit facility and other lines of credit

In December 2012, we entered into a revolving credit agreement with a syndicate of banks providing for a five-year \$1.0 billion senior unsecured revolving credit facility, which became effective in February 2013 upon the completion of the initial public offering and which expires in December 2017. Subject to certain conditions, we have the right to increase the credit facility to up to \$1.5 billion. The credit facility contains a financial covenant requiring us to not exceed a maximum total leverage ratio (the ratio of consolidated net debt as of the end of the period to consolidated Earnings Before Interest, Income Taxes, Depreciation and Amortization (EBITDA) for such period) of 3.50:1. Upon entering into a material acquisition, the maximum total leverage ratio increases to 4.25:1 and extends until the fourth full consecutive quarter

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ended immediately following the consummation of a material acquisition. On November 10, 2015, we designated the acquisition of Pharmaq a material acquisition under the revolving credit agreement. For additional information, see Notes to Condensed Consolidated Financial Statements— Note 4. Acquisitions and Divestitures. On February 19, 2016, we amended this financial covenant to add back to Adjusted Consolidated EBITDA, any operational efficiency restructuring charge (defined as charges recorded by the company during the second quarter of 2015, related to our operational efficiency program announced on May 5, 2015, in an aggregate amount for all such charges not to exceed \$237 million) and Venezuela-related charges (defined as the write-down, impairment and other charges recorded by the company during the fourth quarter of 2015 relating to Venezuela, in an aggregate amount for all such charges not to exceed \$95 million).

The credit facility also contains a financial covenant requiring that we maintain a minimum interest coverage ratio (the ratio of EBITDA at the end of the period to interest expense for such period) of 3.50:1. In addition, the credit facility contains other customary covenants. We were in compliance with all financial covenants as of July 3, 2016. There were no borrowings outstanding as of July 3, 2016, or December 31, 2015.

We have additional lines of credit and other credit arrangements with a group of banks and other financial intermediaries for general corporate purposes. We maintain cash and cash equivalent balances in excess of our outstanding short-term borrowings. As of July 3, 2016, we had access to \$91 million of lines of credit which expire at various times through 2017. Short-term borrowings outstanding related to these facilities were \$4 million as of both July 3, 2016, and December 31, 2015.

Domestic and international short-term funds

Many of our operations are conducted outside the United States. The amount of funds held in the United States will fluctuate due to the timing of receipts and payments in the ordinary course of business and due to other reasons, such as business development activities. As part of our ongoing liquidity assessments, we regularly monitor the mix of U.S. and international cash flows (both inflows and outflows). Repatriation of overseas funds can result in additional United States, federal, state and local income tax payments. We record U.S. deferred tax liabilities for certain unremitted earnings, but when amounts earned overseas are expected to be indefinitely reinvested outside the United States, no accrual for U.S. taxes is provided.

Global economic conditions

The challenging economic environment has not had, nor do we anticipate that it will have, a significant impact on our liquidity. Due to our operating cash flows, financial assets, access to capital markets and available lines of credit and revolving credit agreements, we continue to believe that we have the ability to meet our liquidity needs for the foreseeable future. As markets change, we continue to monitor our liquidity position. There can be no assurance that a challenging economic environment or a further economic downturn would not impact our ability to obtain financing in the future.

Debt

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

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

Pursuant to the indenture, we are able to redeem the 2013 and 2015 senior notes of any series, in whole or in part, at any time by paying a “make whole” premium, plus accrued and unpaid interest to, but excluding, the date of redemption. Pursuant to our tax matters agreement with Pfizer, we will not be permitted to redeem the 2013 senior notes due 2023 pursuant to this optional redemption provision, except under limited circumstances. Upon the occurrence of a change of control of us and a downgrade of the 2013 and 2015 senior notes below an investment grade rating by each of

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Moody's Investors Service, Inc. and Standard & Poor's Ratings Services, we are, in certain circumstances, required to make an offer to repurchase all of the outstanding 2013 and 2015 senior notes at a price equal to 101% of the aggregate principal amount of the 2013 and 2015 senior notes together with accrued and unpaid interest to, but excluding, the date of repurchase.

The components of our long-term debt follow:

Description	Principal Amount	Interest Rate	Terms
2013 Senior Note due 2018	\$750 million	1.875%	Interest due semi annually, not subject to amortization, aggregate principal due on February 1, 2018
2015 Senior Note due 2020	\$500 million	3.450%	Interest due semi annually, not subject to amortization, aggregate principal due on November 13, 2020
2013 Senior Note due 2023	\$1,350 million	3.250%	Interest due semi annually, not subject to amortization, aggregate principal due on February 1, 2023
2015 Senior Note due 2025	\$750 million	4.500%	Interest due semi annually, not subject to amortization, aggregate principal due on November 13, 2025
2013 Senior Note due 2043	\$1,150 million	4.700%	Interest due semi annually, not subject to amortization, aggregate principal due on February 1, 2043

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## Interest Rate Swap Contracts

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

In the first six months of 2016, we entered into interest rate swaps with an aggregate notional value of \$200 million, having a term of ten years and an effective date and mandatory termination date of December 2017. We designated these swaps as cash flow hedges against interest rate exposure related principally to the anticipated future issuance of fixed-rate debt to be used primarily to refinance our 1.875% 2013 senior note due in 2018.

## Credit Ratings

Two major corporate debt-rating organizations, Moody's and S&P, assign ratings to our short-term and long-term debt. A security rating is not a recommendation to buy, sell or hold securities and the rating is subject to revision or withdrawal at any time by the rating organization. Each rating should be evaluated independently of any other rating. The following table provides the current ratings assigned by these rating agencies to our commercial paper and senior unsecured non-credit-enhanced long-term debt:

Name of Rating Agency	Commercial			
	Paper	Long-term Debt	Outlook	Date of Last Action
Moody's	P-2	Baa2	Stable	November 2015
S&P	A-3	BBB-	Stable	November 2015

## Contractual Obligations

During the first quarter of 2016, we entered into an agreement to acquire a livestock business. The acquisition complements our livestock biologic hormones product portfolio, primarily in South America. The total purchase price of \$38 million was comprised of \$5 million of cash paid, and \$33 million of contingent consideration in the form of milestone payments, which are due upon the transfer of individual assets, and is expected to occur over the next two years. As of July 3, 2016, outstanding milestone payments of \$27 million included \$19 million and \$8 million recorded within Other current liabilities and Other noncurrent liabilities, respectively.

## Share Repurchase Program

In November 2014, the company's Board of Directors authorized a \$500 million share repurchase program. Purchases of Zoetis shares may be made at the discretion of management, depending on market conditions and business needs. Share repurchases may be executed through various means, including open market or privately negotiated transactions. During the first half of 2016, approximately three million shares were repurchased. As of July 3, 2016, there was approximately \$150 million remaining under this authorization.

## Off-balance sheet arrangements

In the ordinary course of business and in connection with the sale of assets and businesses, we may indemnify our counterparties against certain liabilities that may arise in connection with a transaction or that are related to activities prior to a transaction. These indemnifications typically pertain to environmental, tax, employee and/or product-related matters, and patent-infringement claims. If the indemnified party were to make a successful claim pursuant to the terms of the indemnification, we would be required to reimburse the loss. These indemnifications are generally subject to threshold amounts, specified claim periods and other restrictions and limitations. Historically, we have not paid significant amounts under these provisions and, as of July 3, 2016, or December 31, 2015, recorded amounts for the estimated fair value of these indemnifications are not significant.

## New accounting standards

Recently Issued Accounting Standards Not Adopted as of July 3, 2016.

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

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

In July 2015, the FASB issued an accounting standards update to simplify the measurement of inventory by requiring that inventory be measured at the lower of cost or net realizable value, rather than at the lower of cost or market, with market being defined as either replacement

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cost, net realizable value or net realizable value less a normal profit margin. The provisions of the new standard are effective beginning January 1, 2017, for annual and interim reporting periods. The guidance will be adopted prospectively and early adoption is permitted. We plan to adopt this guidance as of January 1, 2017, the required effective date, and do not expect this guidance to have a significant impact on our consolidated financial statements. In May 2014, the FASB issued an accounting standards update that outlines a new, single comprehensive model for companies to use in accounting for revenue arising from contracts with customers. This update supersedes most current revenue recognition guidance under U.S. GAAP. The core principle of the new guidance is that an entity should recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance includes a five-step model for determining how, when and how much revenue should be recognized. This update also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The provisions of the new standard are effective beginning January 1, 2018, for annual and interim reporting periods. Early adoption is permitted beginning on January 1, 2017. The new standard allows for either full retrospective or modified retrospective transition upon adoption. We continue to assess the transition method we will elect for adoption as well as the potential impact that adopting this new guidance will have on our consolidated financial statements.

#### Forward-looking statements and factors that may affect future results

This report contains “forward-looking” statements. We generally identify forward-looking statements by using words such as “anticipate,” “estimate,” “could,” “expect,” “intend,” “project,” “plan,” “predict,” “believe,” “seek,” “continue,” “outlook,” “target,” “may,” “might,” “will,” “should,” “can have,” “likely” or the negative version of these words or comparable words or using future dates in connection with any discussion of future performance, actions or events.

In particular, forward-looking statements include statements relating to our indebtedness, our ability to make interest and principal payments on our indebtedness, our ability to satisfy the covenants contained in our indebtedness, the redemption of the notes, new systems infrastructure stand-up, future actions, business plans or prospects, prospective products, product approvals or products under development, product supply disruptions, R&D costs, timing and likelihood of success, future operating or financial performance, future results of current and anticipated products and services, strategies, sales efforts, expenses, production efficiencies, production margins, interest rates, tax rates, changes in tax regimes and laws, foreign exchange rates, growth in emerging markets, the outcome of contingencies, such as legal proceedings, plans related to share repurchases and dividends, our agreements with Pfizer, the expected timing and content of regulatory actions, government regulation and financial results. These statements are not guarantees of future performance, actions or events. Forward-looking statements are subject to risks and uncertainties, many of which are beyond our control, and are potentially inaccurate assumptions. Among the factors that could cause actual results to differ materially from past results and future plans and projected future results are the following:

- emerging restrictions and bans on the use of antibacterials in food-producing animals;
- perceived adverse effects on human health linked to the consumption of food derived from animals that utilize our products;
- increased regulation or decreased governmental support relating to the raising, processing or consumption of food-producing animals;
- fluctuations in foreign exchange rates and potential currency controls;
- changes in tax laws, regulations, and challenges brought against our incentive tax rulings;
- legal factors, including product liability claims, antitrust litigation and governmental investigations, including tax disputes, environmental concerns, commercial disputes and patent disputes with branded and generic competitors, any of which could preclude commercialization of products or negatively affect the profitability of existing products;
- failure to protect our intellectual property rights or to operate our business without infringing the intellectual property rights of others;
- an outbreak of infectious disease carried by animals;
- adverse weather conditions and the availability of natural resources;
- adverse global economic conditions;
- failure of our R&D, acquisition and licensing efforts to generate new products;

the possible impact of competing products, including generic alternatives, on our products and our ability to compete against such products;

quarterly fluctuations in demand and costs;

governmental laws and regulations affecting domestic and foreign operations, including without limitation, tax obligations and changes affecting the tax treatment by the United States of income earned outside the United States that may result from pending and possible future proposals; and

governmental laws and regulations affecting our interactions with veterinary healthcare providers.

However, there may also be other risks that we are unable to predict at this time. These risks or uncertainties may cause actual results to differ materially from those contemplated by a forward-looking statement. You should not put undue reliance on forward-looking statements. Forward-



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looking statements speak only as of the date on which they are made. We undertake no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law or by the rules and regulations of the SEC. You are advised, however, to consult any further disclosures we make on related subjects in our Form 10-Q and 8-K reports and our other filings with the SEC. You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider the above to be a complete discussion of all potential risks or uncertainties.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

A significant portion of our revenue and costs are exposed to changes in foreign exchange rates. In addition, our outstanding borrowings may be subject to risk from changes in interest rates and foreign exchange rates. The overall objective of our financial risk management program is to seek to minimize the impact of foreign exchange rate movements and interest rate movements on our earnings. We manage these financial exposures through operational means and by using certain financial instruments. These practices may change as economic conditions change.

#### Foreign exchange risk

Our primary net foreign currency translation exposures are the Australian dollar, Brazilian real, Canadian dollar, euro, and U.K. pound. We seek to manage our foreign exchange risk, in part, through operational means, including managing same-currency revenue in relation to same-currency costs and same-currency assets in relation to same-currency liabilities.

Foreign exchange risk is also managed through the use of foreign currency forward-exchange contracts. These contracts are used to offset the potential earnings effects from mostly intercompany short-term foreign currency assets and liabilities that arise from operations.

Our financial instrument holdings at July 3, 2016, were analyzed to determine their sensitivity to foreign exchange rate changes. The fair values of these instruments were determined using Level 2 inputs. The sensitivity analysis of changes in the fair value of all foreign currency forward-exchange contracts at July 3, 2016, indicates that if the U.S. dollar were to appreciate against all other currencies by 10%, the fair value of these contracts would increase by \$18 million, and if the U.S. dollar were to weaken against all other currencies by 10%, the fair value of these contracts would decrease by \$25 million. For additional details, see Notes to Condensed Consolidated Financial Statements— Note 8B. Financial Instruments: Derivative Financial Instruments— Foreign Exchange Risk.

#### Interest rate risk

Our outstanding debt balances are fixed rate debt. While changes in interest rates will have no impact on the interest we pay on our fixed rate debt, interest on our revolving credit facility will be exposed to interest rate fluctuations. At July 3, 2016, we had no outstanding principal balance under our revolving credit facility. See Notes to Condensed Consolidated Financial Statements— Note 8B. Financial Instruments: Derivative Financial Instruments— Interest Rate Risk.

### Item 4. Controls and Procedures

#### Disclosure Controls and Procedures

An evaluation was carried out under the supervision and with the participation of the company's management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based upon that evaluation as of July 3, 2016, the company's Chief Executive Officer and Chief Financial Officer concluded that the company's disclosure controls and procedures are effective at a reasonable level of assurance in alerting them in a timely manner to material information required to be disclosed in our periodic reports filed with the SEC.

#### Changes in Internal Control over Financial Reporting

During our most recent fiscal quarter, there has not been any change in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

We have recently migrated many of our financial reporting and processing systems to an enterprise-wide solution. These system implementations were part of our ongoing stand-up efforts. In connection with these implementations and resulting business process changes, we have enhanced the design and documentation of our internal control over financial reporting process to maintain effective controls over our financial reporting.

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## PART II — OTHER INFORMATION

## Item 1. Legal Proceedings

The information required by this Item is incorporated herein by reference to Notes to Condensed Consolidated Financial Statements—Note 15. Commitments and Contingencies in Part I- Item 1, of this Quarterly Report on Form 10-Q.

## Item 1A. Risk Factors

In addition to the other information set forth in this Form 10-Q, you should carefully consider the factors discussed in the "Our Operating Environment" and "Forward-Looking Information and Factors That May Affect Future Results" sections of the MD&A and in Part I, Item 1A. "Risk Factors," of our 2015 Annual Report on Form 10-K, which could materially affect our business, financial condition, or future results and which are incorporated by reference herein. Set forth below are updates to certain of the risk factors disclosed in our 2015 Annual Report on Form 10-K.

## Risks related to tax matters

The Company could be subject to changes in its tax rates, the adoption of new U.S. or foreign tax legislation or exposure to additional tax liabilities.

The multinational nature of our business subjects us to taxation in the United States and numerous foreign jurisdictions. Due to economic and political conditions, tax rates in various jurisdictions may be subject to significant change. The company's future effective tax rates could be affected by changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, or changes in tax laws or their interpretation.

For example, the European Commission opened formal investigations to examine whether decisions by the tax authorities in certain European countries, including Belgium, comply with European Union rules on state aid. In the case of Belgium, the European Commission concluded on January 11, 2016, that the excess profits ruling violates the European Union's state aid rules. The impact of this conclusion is a net tax charge of approximately \$38 million. This does not include any benefits associated with a successful appeal of the decision. The net charge of approximately \$38 million relates to the Belgium government's recovery of benefits for the periods 2013 through 2015 offset by the revaluation of the company's deferred tax assets and liabilities using the rates expected to be in place at the time of the reversal. In addition, on June 20, 2016, the Member States of the European Union adopted the anti-tax avoidance directive proposed on January 28, 2016, which is designed to provide uniform implementation of Base Erosion and Profits Shifting measures and other minimum taxation standards across Member States. The Member states are required to implement all components of the directive by January 1, 2020. Once enacted by the Member states, the results of the directive could have an impact on our effective tax rate.

In addition, our effective tax rate is subject to potential risks that various taxing authorities may challenge the pricing of our cross-border arrangements and subject us to additional tax, adversely impacting our effective tax rate and our tax liability. The company is also subject to the examination of its tax returns and other tax matters by the Internal Revenue Service and other tax authorities and governmental bodies. The company regularly assesses the likelihood of an adverse outcome resulting from these examinations to determine the adequacy of its provision for taxes. There can be no assurance as to the outcome of these examinations. If the company's effective tax rates were to increase, particularly in the United States or other material foreign jurisdictions, or if the ultimate determination of the company's taxes owed is for an amount in excess of amounts previously accrued, the company's operating results, cash flows, and financial condition could be adversely affected.

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

The following table provides information with respect to the shares of the company's common stock repurchased during the quarter ended

July 3, 2016:

Issuer Purchases of Equity Securities			
Total Number of Shares Purchased <sup>(a)</sup>	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs <sup>(b)</sup>	Approximate Dollar Value of Shares that May Yet Be Purchased Under Plans or Programs
441,926	\$47.35	437,511	\$204,337,060

April 4 - May 1, 2016				
May 2 - May 29, 2016	530,395	\$46.94	528,117	179,535,861
May 30 - July 3, 2016	626,283	\$47.26	620,897	150,173,220
	1,598,604	\$47.18	1,586,525	\$150,173,220

(a) The company repurchased 12,079 shares during the three-month period ended July 3, 2016, that were not part of the publicly announced share repurchase authorization. These shares were reacquired from employees to satisfy tax withholding requirements on the vesting of restricted shares from equity-based awards.

(b) On November 18, 2014, the company's Board of Directors authorized the repurchase of up to \$500 million of our outstanding common stock.

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

None

Item 5. Other Information

None.

Item 6. Exhibits

- Exhibit 3.1 Restated Certificate of Incorporation of the Registrant, effective as of May 13, 2014 (incorporated by reference to Exhibit 3.1 to Zoetis Inc.'s Quarterly Report on Form 10-Q filed on November 10, 2014)
- Exhibit 3.2 By-laws of the Registrant, amended and restated as of February 19, 2016 (incorporated by reference to Exhibit 3.2 to Zoetis Inc.'s 2015 Annual Report on Form 10-K filed on February 24, 2016)
- Exhibit 12 Computation of Ratio of Earnings to Fixed Charges
- Exhibit 15 Accountants' Acknowledgment
- Exhibit 31.1 Chief Executive Officer—Certification pursuant to Sarbanes-Oxley Act of 2002 Section 302
- Exhibit 31.2 Chief Financial Officer—Certification pursuant to Sarbanes-Oxley Act of 2002 Section 302
- Exhibit 32.1 Chief Executive Officer—Certification pursuant to Sarbanes-Oxley Act of 2002 Section 906
- Exhibit 32.2 Chief Financial Officer—Certification pursuant to Sarbanes-Oxley Act of 2002 Section 906
- EX-101.INS INSTANCE DOCUMENT
- EX-101.SCH SCHEMA DOCUMENT
- EX-101.CAL CALCULATION LINKBASE DOCUMENT
- EX-101.LAB LABELS LINKBASE DOCUMENT
- EX-101.PRE PRESENTATION LINKBASE DOCUMENT
- EX-101.DEF DEFINITION LINKBASE DOCUMENT

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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.

Zoetis Inc.

August 5, 2016 By: /S/ JUAN RAMÓN ALAIX

Juan Ramón Alaix

Chief Executive Officer and Director

August 5, 2016 By: /S/ PAUL S. HERENDEEN

Paul S. Herendeen

Executive Vice President and

Chief Financial Officer

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