

JAZZ PHARMACEUTICALS INC  
Form DEF 14A  
April 16, 2010

## SCHEDULE 14A INFORMATION

### Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant                       Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

**Jazz Pharmaceuticals, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box)

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:

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3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
  
  
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6. Amount Previously Paid:

7. Form, Schedule or Registration Statement No.:

8. Filing Party:

9. Date Filed:

**JAZZ PHARMACEUTICALS, INC.**

**3180 Porter Drive**

**Palo Alto, California 94304**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To be Held on June 7, 2010**

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of Jazz Pharmaceuticals, Inc., a Delaware corporation (the "Company"). The meeting will be held on Monday, June 7, 2010, at 10:00 a.m. local time at the Company's offices located at 3180 Porter Drive, Palo Alto, California 94304 for the following purposes:

1. To elect the four nominees for director named in the accompanying Proxy Statement to hold office until the 2013 Annual Meeting of Stockholders.
2. To ratify the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010.
3. To conduct any other business properly brought before the meeting.

These items of business are more fully described in the Proxy Statement accompanying this notice.

The record date for the Annual Meeting is April 14, 2010. Only stockholders of record at the close of business on that date may vote at the meeting or any adjournment thereof.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on June 7, 2010 at 10:00 a.m. local time at the Company's offices located at 3180 Porter Drive, Palo Alto, California 94304.**

**The proxy statement and annual report to stockholders are available at <https://materials.proxyvote.com/472147>.**

By Order of the Board of Directors

/s/ Carol A. Gamble

Carol A. Gamble

Senior Vice President, General Counsel

and Corporate Secretary

Palo Alto, California

April 16, 2010

**You are cordially invited to attend the meeting in person. Whether or not you expect to attend the meeting, please vote as soon as possible. You may vote your shares over the telephone or the internet. If you received a proxy card or voting instruction card by mail, you may submit your proxy card or voting instruction card by completing, signing, dating and mailing your proxy card or voting instruction card in the envelope provided. Even if you have voted by proxy, you may still vote in person if you attend the meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you must obtain a proxy issued in your name from that record holder.**

**JAZZ PHARMACEUTICALS, INC.**

**3180 Porter Drive**

**Palo Alto, California 94304**

**PROXY STATEMENT**

**FOR THE 2010 ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON MONDAY, JUNE 7, 2010 AT 10:00 A.M.**

**QUESTIONS AND ANSWERS ABOUT THIS PROXY MATERIAL AND VOTING**

**Why am I receiving these materials?**

The Board of Directors of Jazz Pharmaceuticals, Inc. is soliciting your proxy to vote at the Jazz Pharmaceuticals 2010 Annual Meeting of Stockholders, or the Annual Meeting, including at any adjournments or postponements of the Annual Meeting. This proxy statement contains important information regarding the Annual Meeting, the proposals on which you are being asked to vote, information you may find useful in determining how to vote and voting procedures.

**Why did I receive a Notice in the mail regarding the internet availability of proxy materials this year instead of a full set of proxy materials?**

Jazz Pharmaceuticals is pleased to take advantage of U.S. Securities and Exchange Commission, or SEC, rules that allow companies to furnish their proxy materials over the internet. In this regard, most of our stockholders holding their shares in street name will not receive paper copies of our proxy materials (unless requested), and will instead be sent a Notice of Internet Availability of Proxy Materials, or Notice. All stockholders receiving a Notice will have the ability to access the proxy materials on the website referred to in the Notice and to request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the internet or to request a printed set of the proxy materials may be found in the Notice.

**Why did I receive a full set of proxy materials in the mail instead of a Notice regarding the internet availability of proxy materials?**

Jazz Pharmaceuticals is providing stockholders of record who are holding shares in their own name and stockholders who have previously requested to receive paper copies of our proxy materials with paper copies of our proxy materials instead of a Notice. Jazz Pharmaceuticals intends to mail the full sets of proxy materials to the stockholders described in the previous sentence on or about April 19, 2010.

**How do I attend the Annual Meeting?**

You are invited to attend the Annual Meeting to vote on the proposals described in this proxy statement. The Annual Meeting will be held on Monday, June 7, 2010 at 10:00 a.m. local time at Jazz Pharmaceuticals offices located at 3180 Porter Drive, Palo Alto, California, 94304. Directions to the Annual Meeting may be found at <https://materials.proxyvote.com/472147>. Information on how to vote in person at the Annual Meeting is discussed below. However, you do not need to attend the Annual Meeting to vote your shares.

**Who can vote at the Annual Meeting?**

Only stockholders of record at the close of business on April 14, 2010 will be entitled to vote at the Annual Meeting. On this record date, there were 31,538,547 shares of common stock outstanding and entitled to vote.

***Stockholders of Record: Shares Registered in Your Name***

If on April 14, 2010 your shares were registered directly in your name with Jazz Pharmaceuticals transfer agent, Computershare Trust Company, then you are a stockholder of record. As a stockholder of record, you may vote in person at the Annual Meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy over the telephone or on the internet as instructed below, or fill out and return a proxy card.

***Beneficial Owner: Shares Registered in the Name of a Broker or Bank***

If on April 14, 2010 your shares were held, not in your name, but rather in an account at a brokerage firm, bank, dealer, or other similar organization, then you are the beneficial owner of shares held in street name and a Notice is being sent to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent regarding how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you request and obtain a valid proxy from your broker or other agent.

**What am I voting on?**

There are two matters scheduled for a vote:

Election of the four nominees named herein for director to hold office until the 2013 Annual Meeting of Stockholders; and

Ratification of the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as Jazz Pharmaceuticals independent registered public accounting firm for the fiscal year ending December 31, 2010.

**What if another matter is properly brought before the Annual Meeting?**

The Board of Directors knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote on those matters in accordance with their best judgment.

**How do I vote?**

You may either vote For all the nominees to the Board of Directors or you may Withhold your vote for all or any of the nominees. For the ratification of the Audit Committee's selection of Ernst & Young LLP as Jazz Pharmaceuticals independent registered public accounting firm for the fiscal year ending December 31, 2010, you may vote For or Against or abstain from voting. The procedures for voting are fairly simple:

***Stockholders of Record: Shares Registered in Your Name***

If you are a stockholder of record, you may vote in person at the Annual Meeting, you may vote by proxy using the enclosed proxy card, or you may vote by proxy over the telephone or on the internet as instructed below. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the Annual Meeting and vote in person even if you have already voted by proxy.

To vote in person, come to the Annual Meeting and we will give you a ballot when you arrive.

To vote using a proxy card, simply complete, sign and date the enclosed proxy card and return it promptly in the envelope provided. If you return your signed proxy card to us before the Annual Meeting, we will vote your shares as you direct.

To vote over the telephone, dial toll-free 1-800-652-VOTE (8683) within the U.S., U.S. territories and Canada using a touch-tone phone and follow the recorded instructions. You will be asked to provide the company number and control number from the enclosed proxy card. Your vote must be received by 1:00 a.m., Central Time, on June 7, 2010 to be counted.

To vote through the internet, go to [www.investorvote.com/JAZZ](http://www.investorvote.com/JAZZ) to complete an electronic proxy card. You will be asked to provide the company number and control number from the enclosed proxy card. Your vote must be received by 1:00 a.m., Central Time, on June 7, 2010 to be counted.

***Beneficial Owner: Shares Registered in the Name of Broker or Bank***

If you are a beneficial owner of shares registered in the name of your broker, bank, or other agent, you should have received a Notice containing voting instructions from that organization rather than from Jazz Pharmaceuticals. Simply follow the voting instructions in the Notice to ensure that your vote is counted. Alternatively, you may vote by telephone or over the internet as instructed by your broker or bank. To vote in person at the Annual Meeting, you must obtain a valid proxy from your broker, bank, or other agent. Follow the voting instructions from your broker or bank included with the Notice, or contact your broker or bank to request a proxy form.

**We provide internet proxy voting to allow you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your internet access, such as usage charges from internet access providers and telephone companies.**

**How many votes do I have?**

On each matter to be voted upon, you have one vote for each share of common stock you own as of April 14, 2010.

**What if I return a proxy card or otherwise vote but do not make specific choices?**

If you return a signed and dated proxy card or otherwise vote without marking voting selections, your shares will be voted, as applicable, For the election of all four nominees named herein for director, and For the ratification of the Audit Committee's selection of Ernst & Young LLP as Jazz Pharmaceuticals' independent registered public accounting firm for the fiscal year ending December 31, 2010. If any other matter is properly presented at the Annual Meeting, your proxy holder (one of the individuals named on your proxy card) will vote your shares using his or her best judgment.

**Who is paying for this proxy solicitation?**

We will pay for the entire cost of soliciting proxies. In addition to these proxy materials, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

**What does it mean if I receive more than one set of proxy materials or more than one Notice, or combination thereof?**

If you receive more than one set of proxy materials or more than one Notice or a combination thereof, your shares may be registered in more than one name or are registered in different accounts. Please follow the voting instructions on **each** set of proxy materials or Notices to ensure that all of your shares are voted.



**Can I change my vote after submitting my proxy?**

Yes. You can revoke your proxy at any time before the final vote at the Annual Meeting. If you are the record holder of your shares, you may revoke your proxy in any one of the following ways:

You may submit another properly completed proxy card with a later date.

You may grant a subsequent proxy by telephone or through the internet.

You may send a timely written notice that you are revoking your proxy to Jazz Pharmaceuticals Secretary at 3180 Porter Drive, Palo Alto, California 94304.

You may attend the Annual Meeting and vote in person. Simply attending the Annual Meeting will not, by itself, revoke your proxy. Your most current proxy card or telephone or internet proxy is the one that is counted.

If your shares are held by your broker or bank as a nominee or agent, you should follow the instructions provided by your broker or bank.

**When are stockholder proposals due for next year's annual meeting?**

Stockholders of Jazz Pharmaceuticals may submit proposals on matters appropriate for stockholder action at meetings of its stockholders in accordance with Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended, or Exchange Act. For such proposals to be included in Jazz Pharmaceuticals proxy materials relating to its 2011 Annual Meeting of Stockholders, all applicable requirements of Rule 14a-8 must be satisfied and, pursuant to Rule 14a-8, such proposals must be received by Jazz Pharmaceuticals no later than December 19, 2010. However, if Jazz Pharmaceuticals 2011 Annual Meeting of Stockholders is not held between May 8, 2011 and July 7, 2011, then the deadline will be a reasonable time prior to the time Jazz Pharmaceuticals begins to print and mail its proxy materials. Such proposals should be delivered to Jazz Pharmaceuticals, Inc., Attn: Secretary, 3180 Porter Drive, Palo Alto, California 94304.

Pursuant to Jazz Pharmaceuticals bylaws, if you wish to bring a proposal before the stockholders or nominate a director at the 2011 Annual Meeting of Stockholders, but you are not requesting that your proposal or nomination be included in next year's proxy materials, you must notify Jazz Pharmaceuticals Secretary, in writing, not later than the close of business on March 9, 2011 nor earlier than the close of business on February 7, 2011. However, if Jazz Pharmaceuticals 2011 Annual Meeting of Stockholders is not held between May 8, 2011 and July 7, 2011, to be timely, notice by the stockholder must be so received not earlier than the close of business on the 120<sup>th</sup> day prior to the 2011 Annual Meeting of Stockholders and not later than the close of business on the later of the ninetieth 90<sup>th</sup> day prior to the 2011 Annual Meeting of Stockholders or the tenth day following the day on which public announcement of the date of the 2011 Annual Meeting of Stockholders is first made.

Jazz Pharmaceuticals also advises you to review its bylaws, which contain additional requirements about advance notice of stockholder proposals and director nominations. Among other things, a stockholder's notice to Jazz Pharmaceuticals Secretary must set forth the information required by Jazz Pharmaceuticals bylaws with respect to each matter the stockholder proposes to bring before the 2011 Annual Meeting of Stockholders. The chairman of the 2011 Annual Meeting of Stockholders may determine, if the facts warrant, that a matter has not been properly brought before the meeting and, therefore, may not be considered at the meeting. In addition, the proxy solicited by the Board of Directors for the 2011 Annual Meeting of Stockholders will confer discretionary voting authority with respect to (i) any proposal presented by a stockholder at that meeting for which Jazz Pharmaceuticals has not been provided with timely notice and (ii) any proposal made in accordance with the Jazz Pharmaceuticals bylaws, if the 2011 proxy statement briefly describes the matter and how management's proxy holders intend to vote on it, if the stockholder does not comply with the requirements of Rule 14a-4(c)(2) promulgated under the Exchange Act.

**How are votes counted?**

Votes will be counted by the inspector of election appointed for the Annual Meeting, who will separately count For , Withhold and broker non-votes, and, with respect to proposals other than the election of the nominees named herein for director, For , Against, Abstain and broker non-votes. A broker non-vote occurs when a nominee, such as a broker or bank, holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that proposal and has not received instructions with respect to that proposal from the beneficial owner. In the event that a broker, bank, custodian, nominee or other record holder of our common stock indicates that it does not have discretionary authority to vote certain shares on a particular proposal, then those shares will be treated as broker non-votes with respect to that proposal. Accordingly, if you own shares through a nominee, such as a broker or bank, please be sure to instruct your nominee how to vote to ensure that your vote is counted on both of the proposals. Please note that beginning in January 2010, brokers or banks holding shares for a beneficial owner are no longer permitted to vote shares with respect to the election of directors without instructions from the beneficial owner. Therefore, if you are a beneficial owner of shares registered in the name of your broker or bank, please be advised that, if you do not timely provide instructions to your broker or bank, your shares will not be voted in connection with the election of directors. As noted above, please be sure to instruct your nominee how to vote to ensure that your vote is counted on **both** of the proposals.

Abstentions and broker non-votes will be treated as shares present for the purpose of determining the presence of a quorum for the transaction of business at the Annual Meeting. Abstentions will be counted towards the tabulation of shares present in person or represented by proxy and will have the same effect as an Against vote on Proposal 2. Broker non-votes have no effect and will not be counted towards the vote total for any proposal.

**How many votes are needed to approve each proposal?**

For the election of directors, the four nominees receiving the most For votes (among votes properly cast in person or by proxy) will be elected.

To be approved, Proposal 2, the ratification of the Audit Committee's selection of Ernst & Young LLP as Jazz Pharmaceuticals independent registered public accounting firm for the fiscal year ending December 31, 2010, must receive a For vote from at least a majority of the shares represented and voting either in person or by proxy at the Annual Meeting on Proposal 2.

**What is the quorum requirement?**

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if stockholders holding at least a majority of the outstanding shares entitled to vote are present at the Annual Meeting in person or represented by proxy. On the record date, there were 31,538,547 shares outstanding and entitled to vote.

Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or if you vote in person at the Annual Meeting. Abstentions and broker non-votes will be treated as shares present for the purpose of determining the presence of a quorum. If there is no quorum, the chairman of the Annual Meeting or a majority of shares present at the Annual Meeting in person or represented by proxy may adjourn the Annual Meeting to another date.

**How can I find out the results of the voting at the Annual Meeting?**

Preliminary voting results will be announced at the Annual Meeting. Final voting results are expected to be published in a current report on Form 8-K filed by Jazz Pharmaceuticals with the SEC on or before the fourth business day following the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days following the Annual Meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

**What proxy materials are available on the internet?**

Our letter to stockholders, proxy statement, and annual report to stockholders are available at <https://materials.proxyvote.com/472147>.

**PROPOSAL 1**

**ELECTION OF DIRECTORS**

Jazz Pharmaceuticals Board of Directors is divided into three classes and each class has a three-year term. Vacancies on the Board of Directors may be filled only by the affirmative vote of a majority of the remaining directors, even if the remaining directors constitute less than a quorum of the Board of Directors. A director elected by the Board to fill a vacancy in a class will serve for the remainder of the full term of that class and until the director's successor is elected and qualified. This applies to vacancies created by an increase in the authorized number of directors.

Jazz Pharmaceuticals Board of Directors presently has 11 members and there are no vacancies. There are four directors in Class III, the class whose term of office expires at the Annual Meeting. Each of the nominees listed below was elected to the Board prior to Jazz Pharmaceuticals initial public offering in June 2007. Each of the nominees listed below was recommended for reelection to the Board at the Annual Meeting by the Nominating and Corporate Governance Committee of the Board of Directors. If elected at the Annual Meeting, each of these nominees would serve until the 2013 Annual Meeting of Stockholders and until his successor is elected and has qualified, or until his death, resignation or removal. It is Jazz Pharmaceuticals' policy to invite directors and nominees for director to attend annual meetings of stockholders. One of our non-employee directors attended the 2009 Annual Meeting of Stockholders.

Directors are elected by a plurality of the votes of the holders of shares present in person or represented by proxy and entitled to vote on the election of directors. The four nominees receiving the highest number of affirmative votes will be elected. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the four nominees named below. If any nominee becomes unavailable for election as a result of an unexpected occurrence, your shares will be voted for the election of a substitute nominee proposed by the Nominating and Corporate Governance Committee of the Board. Each person nominated for election has agreed to serve if elected. Jazz Pharmaceuticals' management has no reason to believe that any nominee will be unable to serve.

The following includes a brief biography of each nominee and each director whose term of office will continue after the Annual Meeting, including their respective ages as of April 14, 2010. Each biography includes information regarding the specific experience, qualifications, attributes or skills that led the Nominating and Corporate Governance Committee and the Board to determine that the applicable nominee or continuing director should serve as a member of the Board as of the date of this proxy statement.

**Class III Director Nominees for Election for a Three-Year Term Expiring at the 2013 Annual Meeting**

*Bruce C. Cozadd*, age 46, is a co-founder and has served as our Chairman and Chief Executive Officer since April 2009. From 2003 until 2009, he served as our Executive Chairman. From 1991 until 2001, he held various positions with ALZA Corporation, a pharmaceutical company now owned by Johnson & Johnson, most recently as its Executive Vice President and Chief Operating Officer, with responsibility for research and development, manufacturing and sales and marketing. Previously at ALZA Corporation he held the roles of Chief Financial Officer and Vice President, Corporate Planning and Analysis. He serves on the boards of Cerus Corporation, a biopharmaceutical company, Threshold Pharmaceuticals, a biotechnology company, and The Nueva School and Stanford Hospital and Clinics, both non-profit organizations. In the past five years he also served as a director of Genencor International. He received a B.S. from Yale University and an M.B.A. from the Stanford Graduate School of Business. Mr. Cozadd brings to the Board significant experience and expertise in the management, operations and strategic planning of pharmaceuticals companies, in financing, fund-raising and capital markets, and as a director of public and private companies and nonprofit organizations. As our Chief Executive Officer, he brings to the Board a detailed knowledge of all of our activities.

*Michael W. Michelson*, age 59, has served as a member of our Board of Directors since 2004. Since 1981, he has been employed by Kohlberg Kravis Roberts & Co. L.P., or KKR, where he is a Member and also serves on KKR's Investment and Management Committees. Funds affiliated with KKR are our company's largest stockholder. Mr. Michelson serves on the boards of HCA Inc., a healthcare services company and Biomet, Inc., a healthcare manufacturing company. In the past five years he also served as a director of Accellent Inc. and Alliance Imaging. He received an A.B. from Harvard College and a J.D. from Harvard Law School. As a senior Member of KKR, Mr. Michelson brings to the Board many years of finance and financing expertise, and a breadth of expertise with many different types of companies.

*Kenneth W. O'Keefe*, age 43, has served as a member of our Board of Directors since 2004. Since 1997, he has been Managing Director of Beecken Petty O'Keefe & Company, a private equity firm, which he co-founded; and funds affiliated with his firm are among our largest stockholders. He serves on the boards of several privately-held healthcare companies. He received a B.A. from Northwestern University and an M.B.A. from the University of Chicago. As a member of the private equity firm Beecken Petty O'Keefe, Mr. O'Keefe brings to the Board expertise in financial matters and in analyzing and evaluating financial statements, as well as experience managing private equity investments. He serves or has served on the audit committee of several companies in the health care industry, including as Chair of our Audit Committee.

*Alan M. Sebulsky*, age 51, has served as a member of our Board of Directors since 2004. Since 2003, he has served as a Managing Partner of Apothecary Capital LLC, an investment advisory firm. From 2002 to 2003, he was an independent investor. From 1994 to 2002, he held various positions, most recently as a Managing Director, at Lincoln Capital Management, a private investment management firm, where he was responsible for investments in the health care industry. He received a B.B.A. and an M.S. from the University of Wisconsin, Madison. In the past five years he served as a director of Arrow International. Mr. Sebulsky brings to the Board the perspectives of a former Wall Street healthcare stock analyst and someone who actively follows the health care industry and manages a dedicated healthcare investment fund. He also brings the perspective of an individual who is not affiliated with a firm that has a substantial ownership position in our company.

*The Board of Directors recommends*

*a vote For each named nominee.*

#### **Class I Directors Continuing in Office Until the 2011 Annual Meeting**

*Bryan C. Cressey*, age 60, has served as a member of our Board of Directors since 2006. Since 2007 he has been a Partner of Cressey and Company, LLC, and since 1998, he has been a Partner of Thoma Cressey Bravo, Inc., both private equity firms of which he is a founder. Funds affiliated with the Thoma Cressey Bravo firm are among our largest stockholders. Mr. Cressey serves on the boards of Belden, Inc., a networking cable technology company, Select Medical Corporation, a healthcare services company, and several privately-held healthcare services companies. He received a B.A. from the University of Washington, a J.D. from Harvard Law School and an M.B.A. from Harvard Business School. As the founder of the health care focused private equity firm Cressey and Company, LLC and board member of several health care companies, Mr. Cressey brings to the Board many years of experience and expertise as an investor in and advisor to companies in the health care sector.

*Patrick G. Enright*, age 48, has served as a member of our Board of Directors since July 2009, when funds affiliated with his firm made a significant equity investment in our company. Since 2006, Mr. Enright has served as a Managing Member of Longitude Capital, a venture capital firm, of which he is a founder. From 2002 through 2006, Mr. Enright was a Managing Director of Pequot Ventures where he co-led the life sciences investment practice. Mr. Enright also has significant life sciences operations experience, beginning his career more than 25 years ago at Sandoz (now Novartis). He currently serves on the boards of Corcept Therapeutics Incorporated, a pharmaceutical company, and several privately-held companies. In the past five years he also served as a director of Threshold Pharmaceuticals, Sequenom Inc., and Valentis, Inc. Mr. Enright received a B.S. from Stanford University and an M.B.A. from the Wharton School at the University of Pennsylvania. As a

venture capital investor focused on life science companies and someone who has worked in the pharmaceutical industry, Mr. Enright brings to the Board both operating experience and financial expertise in the life sciences industry.

*James B. Tananbaum, M.D.*, age 46, has served as a member of our Board of Directors since 2003. Since 2000, Dr. Tananbaum has been a Managing Director of Prospect Venture Partners, a venture capital firm he co-founded. He serves on the boards of Infinity Pharmaceuticals, Inc., and several privately-held companies. In the past five years he also served as a director of Critical Therapeutics and Vanda Pharmaceuticals. Dr. Tananbaum was the founder of GelTex, Inc. and Theravance, Inc. He received a B.S.E.E. from Yale University, and an M.D. and an M.B.A. from Harvard University. Dr. Tananbaum brings to the Board his scientific, financial and operational expertise gained as a physician, founder of two life science companies and venture capital investor focused on life science companies. As a venture capitalist focused on life science companies who sits on numerous boards, Dr. Tananbaum also provides financial and operational expertise regarding our industry.

*Nathaniel M. Zilkha*, age 34, has served as a member of our Board of Directors since October 2007. Since 2007, he has been employed by KKR, where he is the Global Co-Head of Special Situations Investing at KKR, which includes the firm's activities in public and private distressed and structured investments. Previously he was a member of KKR's North American Private Equity team. Funds affiliated with KKR are our company's largest stockholder. Prior to joining KKR, Mr. Zilkha spent eight years in the Principal Investment Area of Goldman Sachs, where he invested in private equity and principal debt transactions. Mr. Zilkha graduated cum laude from Princeton University. As an employee of KKR, Mr. Zilkha brings to the Board a particular expertise in working with distressed companies and those in need of additional financing. His financial expertise and experience is of particular use to the Board.

#### **Class II Directors Continuing in Office Until the 2012 Annual Meeting**

*Samuel D. Colella*, age 70, has served as a member of our Board of Directors since 2003. Since 1999, he has served as Managing Director of Versant Ventures, a venture capital firm, which he co-founded. He serves on the boards of Genomic Health Inc., a molecular diagnostics company, Alexza Pharmaceuticals, a drug delivery company, and several privately-held companies. In the past five years he also served as a director of Solta Medical and Symyx, Inc. Mr. Colella received a B.S. from the University of Pittsburgh and an M.B.A. from the Stanford Graduate School of Business. Mr. Colella brings to the Board many years of experience investing in, and serving on the boards of, public and private life sciences companies. As an early investor in Jazz Pharmaceuticals, he has an intimate knowledge of the business and strategy of our company.

*James C. Montazee*, age 38, has served as a member of our Board of Directors since 2004. Since 1996, he has been employed by KKR, where he is a Member. Funds affiliated with KKR are our company's largest stockholder. He serves on the boards of HCA Inc., a healthcare services company, and Accellent Inc., a manufacturing and engineering services company. In the past five years he also served as a director of Accuride Corp. and Alliance Imaging. He received an A.B. from Stanford University and an M.B.A. from the Stanford Graduate School of Business. As a Member of KKR and a board member of other health care companies, Mr. Montazee brings to the Board significant expertise in financing and financial matters, including expertise and experience in structuring complex financial transactions and a broad understanding of the market related to those transactions, which is of particular use to the Board.

*Robert M. Myers*, age 46, is a co-founder and was appointed as our President in March 2007 and has served as a member of our Board of Directors since April 2009. From 2003 until 2007, he served as our Executive Vice President and Chief Business Officer. From 2002 until 2003, he served as Executive Vice President, Pharmaceuticals at Exelixis, a biotechnology company. He previously held various positions with ALZA Corporation from 1992 to 2001, most recently as its Senior Vice President, Commercial Development. In this role, he was responsible for ALZA Corporation's corporate development, mergers and acquisitions, new product

planning and corporate planning. He received B.S. and M.S. degrees from Stanford University and an M.B.A. from the Stanford Graduate School of Business. As President of our company, Mr. Myers is responsible for, and has detailed knowledge and expertise in, the sales, marketing and development of our products and product candidates. He also brings to the Board many years of pharmaceutical company transactional experience, which has been very important to the success of our company in our partnering and financing arrangements.

There are no family relationships among any of our executive officers and directors.

## **CORPORATE GOVERNANCE AND BOARD MATTERS**

### **Independence of Jazz Pharmaceuticals Board of Directors**

As required under the NASDAQ Stock Market LLC, or NASDAQ, listing standards, a majority of the members of a listed company's board of directors must qualify as independent, as affirmatively determined by the board of directors. The Board of Directors consults with internal counsel to ensure that the Board's determinations are consistent with relevant securities and other laws and regulations regarding the definition of independent, including those set forth in pertinent listing standards of NASDAQ, as in effect time to time. Consistent with these considerations, after review of all relevant transactions or relationships between each director, or any of his or her family members, and Jazz Pharmaceuticals, its senior management and its independent registered public accounting firm, the Board has affirmatively determined that all of our directors are independent directors within the meaning of the applicable NASDAQ listing standards, except that Mr. Cozadd, our Chairman and Chief Executive Officer, and Mr. Myers, our President, are not independent directors by virtue of their employment with Jazz Pharmaceuticals. The Board also determined that Dr. Saks, our former Chief Executive Officer, was not an independent director by virtue of his former employment with Jazz Pharmaceuticals. In addition, the Board determined that each member of our Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee during 2009 was an independent director within the meaning of the applicable NASDAQ listing standards and SEC rules.

### **Board Leadership Structure and Risk Oversight**

Bruce Cozadd has served as our Chairman since the founding of Jazz Pharmaceuticals in 2003. He became our Chief Executive Officer, in addition to his role as Chairman, upon the departure of Dr. Saks, our former Chief Executive Officer who was also a founder, in April 2009. We believe that a combined Chairman/Chief Executive Officer role helps provide strong, unified leadership for our management team and optimizes communication with our Board of Directors. Mr. Cozadd has a history, throughout the existence of our company, of communicating on a regular basis with the independent members of our Board of Directors.

The Board believes that the Chief Executive Officer is best suited to serve as Chairman of our company because he is the member of the Board who is most familiar with our business as a whole, and the most capable of identifying and bringing to the attention of the full Board the strategic priorities and key issues facing Jazz Pharmaceuticals. As a person who has spent many years in executive management, and many years serving as a director of public companies as well as private companies and non-profit organizations, he brings both the directorial and operational perspectives to the combined position.

We are a small company, with constrained financial resources, and our Board of Directors is actively involved in our key business decisions. We believe that having a single leader for our company is good for our business, efficiently and effectively promotes the strategic direction and development of our company, provides the most efficient form of communication with our Board and promotes the active participation of our independent Board members on a regular basis. We therefore believe that a combined Chairman/Chief Executive Officer position is currently the best governance model for our company.

Our Board of Directors is comprised of eleven directors, of whom nine are independent. Individuals affiliated with our earliest and longest term stockholders, and of our largest stockholder, are members of our Board of Directors, providing continuity, a long-term understanding of our business, and active involvement with our management team as our company has matured. Our independent Board members meet without management after each regularly scheduled Board meeting, and also conduct more informal meetings and discussions among themselves between meetings. When they do talk without management participation, one of them agrees to, and does, update management on the discussions. Depending on the issue, one or another of them will take the lead in communicating with management. While there is no formal lead independent director, several directors have played this role on different issues, providing management with insight and expertise.

The Board of Directors has three standing committees – an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. Each of these committees is comprised solely of independent directors, and each committee has a separate chair. Our Audit Committee is responsible for reviewing and reporting to the Board on the company’s risk management, and receives reports from our General Counsel and our Chief Regulatory and Compliance Officer at each regularly scheduled Audit Committee meeting. Our full Board receives regular reports concerning these reviews from the Audit Committee at Board meetings, and also receives reports concerning material risks and concerns from our General Counsel and our Chief Regulatory and Compliance Officer at Board meetings if there are material matters to be discussed, or if there are significant updates on outstanding matters. Our Compensation Committee approves all compensation plans for Jazz Pharmaceuticals, and ensures that there are appropriate incentives for meeting both short-term and long-term objectives and increasing stockholder value over time. Our Nominating and Corporate Governance Committee reviews the qualifications of all new directors and recommends to the full Board whether the Board should elect or nominate them. Finally, our full Board of Directors approves all of our material transactions, with full discussion and debate, and a review of the risks and rewards of the proposed transaction.

We believe that our directors provide effective oversight of risk management, especially through the work of the Audit Committee, the ongoing dialogue between the full board and our Chairman/Chief Executive Officer, and the active participation in important company matters by our independent directors.

#### **Meetings of the Board of Directors**

The Board of Directors met 26 times during the fiscal 2009. All directors attended at least 75% of the aggregate number of meetings of the Board and of the committees on which they served, held during the portion of the last fiscal year for which they were directors or committee members, respectively.

As required under applicable NASDAQ listing standards, in fiscal 2009, Jazz Pharmaceuticals’ independent directors generally met at regularly scheduled Board meeting, in regularly scheduled executive sessions at which only independent directors were present.



**Committees of the Board**

Our Board has three standing committees: an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. The following table provides membership and meeting information for 2009 for each of the standing Board committees:

Name	Audit	Compensation	Nominating and Corporate Governance
Samuel D. Colella		X	X
Bryan C. Cressey	X		
Patrick G. Enright <sup>(1)</sup>	X		
Michael W. Michelson		X*	
James C. Momtazee			X*
Kenneth W. O Keefe	X*		
Alan M. Sebulsky	X		
James B. Tananbaum, M.D.		X	
Total meetings in fiscal 2009	8	4	1

<sup>(1)</sup> Joined the Audit Committee on September 30, 2009.

\* Committee Chairperson

Below is a description of each standing committee of our Board of Directors. Our Board of Directors has determined that each member of each committee meets the applicable NASDAQ rules and regulations regarding independence and that each member is free of any relationship that would impair his individual exercise of independent judgment with regard to Jazz Pharmaceuticals.

**Audit Committee**

The Audit Committee of the Board of Directors oversees Jazz Pharmaceuticals' corporate accounting and financial reporting processes and audits of its financial statements. For this purpose, the Audit Committee performs several functions. In particular, the Audit Committee:

evaluates the performance of and assesses the qualifications of the independent auditors;

determines and approves the engagement of the independent auditors;

determines whether to retain or terminate the existing independent auditors or to appoint and engage new independent auditors;

determines and approves the engagement of the independent auditors to perform any proposed permissible non-audit services;

monitors the rotation of partners of the independent auditors on Jazz Pharmaceuticals' audit engagement team as required by applicable laws and rules;

reviews, provides oversight of and approves or rejects transactions between Jazz Pharmaceuticals and any related persons;

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confers with management and the independent auditors regarding the effectiveness of our internal control over financial reporting;

is responsible for receiving and reviewing reports concerning risk management, and reporting to the Board of Directors with respect thereto;

establishes procedures, as required under applicable laws and rules, for the receipt, retention and treatment of complaints received by Jazz Pharmaceuticals regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and

meets to review the company's annual audited financial statements and quarterly financial statements and quarterly earnings press releases with management and the independent auditor, including reviewing Jazz Pharmaceuticals disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations included in our annual and quarterly reports filed with the SEC.

The Audit Committee is currently composed of four directors (Messrs. Cressey, Enright, O'Keefe and Sebulsky). Mr. Enright joined the Audit Committee in September 2009. Our Board of Directors has determined that Messrs. Cressey, Enright, O'Keefe and Sebulsky meet the independence requirements of Rule 10A-3 of the Exchange Act and NASDAQ listing standards with respect to audit committee members. Our Board of Directors has also determined that Mr. O'Keefe qualifies as an audit committee financial expert within the meaning of SEC regulations. In making this determination, our Board of Directors considered the overall knowledge, experience and familiarity of Mr. O'Keefe with accounting matters, in analyzing and evaluating financial statements, and in managing private equity investments. Mr. O'Keefe serves as chairperson of the Audit Committee.

The Audit Committee met eight times during 2009. The Audit Committee is governed by a written charter approved by our Board of Directors, which charter reflects the applicable standards and requirements adopted by the SEC and the NASDAQ. A copy of the charter can be found on our website, [www.jazzpharmaceuticals.com](http://www.jazzpharmaceuticals.com), in the section titled Company under the subsection titled Board Committees.

#### **Report of the Audit Committee of the Board of Directors<sup>(1)</sup>**

The Audit Committee has reviewed and discussed the audited financial statements for the fiscal year ended December 31, 2009 with management of Jazz Pharmaceuticals. The Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, *Professional Standards*, Vol. 1. AU section 380), as adopted by the Public Company Accounting Oversight Board, or the PCAOB, in Rule 3200T. The Audit Committee has also received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the PCAOB regarding the independent accountants' communications with the audit committee concerning independence, and has discussed with the independent registered public accounting firm that firm's independence. Based on the foregoing, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in Jazz Pharmaceuticals' Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

Respectfully submitted,

The Audit Committee of the Board of Directors

Mr. Kenneth W. O'Keefe (Chairperson)

Mr. Bryan C. Cressey

Mr. Patrick G. Enright

Mr. Alan M. Sebulsky

<sup>(1)</sup> The material in this report is not soliciting material, is not deemed filed with the SEC and is not to be incorporated by reference in any filing of Jazz Pharmaceuticals under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

### **Compensation Committee**

The Compensation Committee is composed of three directors: Messrs. Colella and Michelson and Dr. Tananbaum. Mr. Michelson serves as the chairperson of the Compensation Committee. All members of the Compensation Committee are independent (as independence is currently defined in Rule 5605(a)(2) of the NASDAQ listing standards). The Compensation Committee held four regular meetings during 2009 and acted by unanimous written consent two times during the year. The Compensation Committee also had a number of informal discussions and consultations with one another and with Mr. Cozadd, our Chairman and Chief Executive Officer. The Compensation Committee is governed by a written charter that is available on Jazz Pharmaceuticals' website at [www.jazzpharmaceuticals.com](http://www.jazzpharmaceuticals.com) in the section titled "Company" under the subsection titled "Board Committees."

The Compensation Committee reviews and oversees our compensation policies, plans and programs, and reviews and determines the compensation to be paid to our executive officers and other senior management. Specific responsibilities of our Compensation Committee include:

recommending to our Board of Directors for approval the compensation and other terms of employment of our Chairman and Chief Executive Officer;

determining the compensation and other terms of employment of our other executive officers and senior management;

reviewing and approving the compensation of our executive officers and other senior management against objectives and goals approved by the Board of Directors;

evaluating and recommending to our Board of Directors for approval the compensation plans and programs advisable for us, and evaluating and recommending the modification or termination of existing plans and programs;

monitoring our compensation practices and policies to ensure that such practices and policies do not present material risks to our company; and

reviewing and approving the terms of any employment agreements, severance arrangements, change of control protections and any other compensatory arrangements for our executive officers and other senior management.

### **Compensation Committee Processes and Procedures**

Typically, the Compensation Committee meets four to six times per year, generally on the same day as regularly scheduled Board meetings and with greater frequency if necessary. The agenda for each meeting is usually developed by our Vice President, Human Resources, our General Counsel and our Chairman and Chief Executive Officer, and reviewed with the Chairman of the Compensation Committee. However, from time to time, various members of management and other employees as well as outside advisors or consultants may be invited by the Compensation Committee to make presentations, provide financial or other background information or advice or otherwise participate in Compensation Committee meetings. Mr. Cozadd may not participate in, or be present during, any deliberations or determinations of the Compensation Committee regarding his compensation. The charter of the Compensation Committee grants the Compensation Committee full access to all books, records, facilities and personnel of Jazz Pharmaceuticals, as well as authority to obtain, at the expense of Jazz Pharmaceuticals, advice and assistance from internal and external legal, accounting or other advisors and consultants and other external resources that the Compensation Committee considers necessary or appropriate in the performance of its duties. In particular, the Compensation Committee has the authority to retain compensation consultants to assist in its evaluation of executive compensation (or we may do so on behalf of the Compensation Committee at its request), including the authority to approve the consultant's reasonable fees and other retention terms.

Under its charter, the Compensation Committee may form and delegate authority to subcommittees as appropriate, including, but not limited to, a subcommittee composed of one or more members of the Board, to



grant stock awards under our equity compensation plans. In 2009, the Compensation Committee delegated authority to Mr. Cozadd and Dr. Saks, our former Chief Executive Officer (until his resignation), and in September 2009, to Mr. Myers, our President (while still also retaining authority for itself and for the Board), to approve discretionary options grants under our 2007 Equity Incentive Plan, or the 2007 Plan, to newly hired employees who are below the Vice President level, to employees newly promoted to below the Vice President level, and to our specialty sales consultants as part of a sales incentive plan. The purpose of this authority is to enhance the flexibility of option administration within Jazz Pharmaceuticals and to facilitate the timely grant of options to new non-officer employees of Jazz Pharmaceuticals within the specified guidelines approved by the Compensation Committee. No employee may be granted a stock option by Mr. Cozadd or Mr. Myers for more than the number of shares of our common stock that is determined pursuant to the guidelines and policies established by the Compensation Committee from time to time. During 2009, Mr. Cozadd exercised his authority to grant options to purchase an aggregate of 199,650 shares to non-officer employees. As part of its oversight function, the Compensation Committee reviews, at each regularly-scheduled meeting of the Compensation Committee, the list of all grants approved by Mr. Cozadd and Mr. Myers since the last regularly scheduled meeting.

As described under Executive Compensation Narrative Disclosure to Summary Compensation Table , in 2007 Compensia, Inc., a compensation consulting firm, provided a competitive compensation assessment with respect to our executive officers, which consisted of providing the Compensation Committee with certain benchmarking material to assist the Compensation Committee in determining executive compensation levels, and in 2008, Compensia provided the Compensation Committee with an update of certain of the benchmarking material provided in 2007. As part of its engagement, Compensia was requested by the Compensation Committee to perform analyses of competitive compensation levels for a group of comparative companies chosen by the Compensation Committee, as well as to provide the Compensation Committee with additional survey data collected from the Radford Biotech Executive Survey. For 2009, as described under Executive Compensation Narrative Disclosure to Summary Compensation Table , for 2009 there were no salary increases for executives, and our executives took temporary voluntary pay reductions; no compensation consultants were involved in these decisions. In late 2009, the Compensation Committee engaged Radford to provide advice to the Compensation Committee in 2010 with respect to 2010 executive compensation.

Historically, the Compensation Committee has made most significant adjustments to annual compensation, determined bonus and equity awards at one or more meetings held during the first quarter of the year. However, the Compensation Committee also considers matters related to our progress in achieving our corporate objectives under our annual Bonus Plan for the year, as well as high-level strategic issues, such as the efficacy of our compensation strategy, potential modifications to that strategy and new trends, plans or approaches to compensation, at various meetings throughout the year. For executives other than our Chief Executive Officer (currently Mr. Cozadd), the Compensation Committee solicits and considers evaluations and recommendations submitted to the Compensation Committee by our Chief Executive Officer. While our Chief Executive Officer discusses his recommendations with the Compensation Committee, he does not participate in determining his own compensation. In making his recommendations, our Chief Executive Officer receives input from our Human Resources department and has access to various third party compensation surveys and compensation data. Our General Counsel also participates in Compensation Committee meetings, but does not participate in any discussions of executive officer compensation. For all executives, as part of its deliberations, the Compensation Committee may review and consider, as appropriate, materials such as financial reports and projections, our progress against our corporate performance objectives, operational data, tax and accounting information, executive and stock ownership information, company stock performance data, analyses of historical executive compensation levels and current corporate compensation levels, and recommendations of any compensation consultants engaged by the Compensation Committee (or by us on behalf of the Compensation Committee), including analyses of executive compensation paid at other companies identified by any such consultants.

With respect to director compensation matters, our Board of Directors, upon the recommendation of the Nominating and Corporate Governance Committee, determines and sets non-employee director compensation.

Compensation arrangements for our non-employee directors for 2009 are described under Director Compensation. Our current level of director compensation was set in 2007 and has not been reviewed since that time. In 2010 we intend to review our director compensation level, at the request of the Nominating and Corporate Governance Committee, using data for comparable companies, including our peer group of pharmaceutical companies used in connection with our executive compensation review. We expect that the Nominating and Corporate Governance Committee will use this information in making its recommendations to the Board of Directors about whether and to what extent director compensation should be modified. The Nominating and Corporate Governance Committee and the Board of Directors believe that: director compensation should fairly compensate directors for work required in a company of our size and activities; the compensation should align directors' interests with the long-term interest of stockholders; and the structure of the compensation should be simple, transparent and easy to understand. For information concerning the compensation of our non-employee directors, see Director Compensation below.

#### **Nominating and Corporate Governance Committee**

The Nominating and Corporate Governance Committee of our Board of Directors is responsible for, among other things:

overseeing all aspects of our corporate governance functions on behalf of the Board;

making recommendations to the Board regarding corporate governance issues;

identifying, reviewing, evaluating and recommending for selection candidates for membership to our Board of Directors;

reviewing, evaluating and considering the recommendation for nomination of incumbent members of our Board of Directors for reelection to our Board of Directors and monitoring the size of our Board of Directors;

evaluating nominations by stockholders of candidates for election to our Board of Directors;

reviewing, discussing and reporting to our Board of Directors an assessment of our Board's performance;

recommending compensation paid to non-employee directors; and

determining adherence to our Code of Conduct of our policy statements.

The Nominating and Corporate Governance Committee believes that candidates for director should have certain minimum qualifications, including the ability to read and understand basic financial statements, being over 21 years of age and having the highest personal integrity and ethics. The Nominating and Corporate Governance Committee also intends to consider such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to the affairs of Jazz Pharmaceuticals, demonstrated excellence in his or her field, having the ability to exercise sound business judgment and having the commitment to rigorously represent the long-term interests of Jazz Pharmaceuticals' stockholders. However, the Nominating and Corporate Governance Committee retains the right to modify these qualifications from time to time. Members of the Nominating and Corporate Governance Committee obtain recommendations for potential directors from their and other Board members' contacts in our industry, and may from time to time engage a search firm to assist in identifying potential directors.

Candidates for director nominees are reviewed in the context of the current composition of the Board, the operating requirements of Jazz Pharmaceuticals and the long-term interests of stockholders. While we do not have a formal policy on Board diversity, the Nominating and Corporate Governance Committee takes into account a broad range of

78,374

Dividends declared per common share (Class A and B)

\$

0.12

\$

0.12

\$

0.24

\$

0.24

See accompanying notes to consolidated financial statements.

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WORLD WRESTLING ENTERTAINMENT, INC.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

(Unaudited)

	Three Months		Six Months Ended	
	Ended		June 30,	
	June 30,	2017	2018	2017
	2018		2018	2017
Net income	\$ 9,945	\$ 5,085	\$ 24,780	\$ 5,973
Other comprehensive income (loss):				
Foreign currency translation adjustments	(159)	32	(364)	77
Unrealized holding losses on available-for-sale debt securities (net of tax benefit of \$13 and \$15, and \$201 and \$37, respectively)	(43)	(25)	(638)	(61)
Total other comprehensive (loss) income	(202)	7	(1,002)	16
Comprehensive income	\$ 9,743	\$ 5,092	\$ 23,778	\$ 5,989

See accompanying notes to consolidated financial statements.

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WORLD WRESTLING ENTERTAINMENT, INC.

## CONSOLIDATED BALANCE SHEETS

(In thousands, except share data)

(Unaudited)

	As of June 30, 2018	December 31, 2017
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 154,796	\$ 137,700
Short-term investments, net	186,754	159,744
Accounts receivable (net of allowance for doubtful accounts and returns of \$1,889 and \$3,035, respectively)	83,077	65,245
Inventory	8,592	8,332
Prepaid expenses and other current assets	24,815	19,961
Total current assets	458,034	390,982
PROPERTY AND EQUIPMENT, NET	130,096	131,325
FEATURE FILM PRODUCTION ASSETS, NET	19,332	22,300
TELEVISION PRODUCTION ASSETS, NET	8,161	7,292
INVESTMENT SECURITIES	24,284	27,367
NON-CURRENT DEFERRED INCOME TAX ASSETS	16,177	18,984
OTHER ASSETS, NET	12,794	16,257
TOTAL ASSETS	\$ 668,878	\$ 614,507
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current portion of long-term debt	\$ 5,028	\$ 4,638
Convertible debt	180,442	—
Accounts payable and accrued expenses	89,911	77,738
Deferred income	66,563	55,818
Total current liabilities	341,944	138,194
LONG-TERM DEBT	28,262	30,958
CONVERTIBLE DEBT	—	177,900
NON-CURRENT INCOME TAX LIABILITIES	492	519
NON-CURRENT DEFERRED INCOME	5,321	13,977
Total liabilities	376,019	361,548
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		

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Class A common stock: (\$.01 par value; 180,000,000 shares authorized; 42,549,880 and 42,498,452 shares issued and outstanding as of June 30, 2018 and December 31, 2017, respectively)	426	425
Class B convertible common stock: (\$.01 par value; 60,000,000 shares authorized; 34,609,438 and 34,609,438 shares issued and outstanding as of June 30, 2018 and December 31, 2017, respectively)	346	346
Additional paid-in capital	446,771	422,208
Accumulated other comprehensive income	1,369	2,371
Accumulated deficit	(156,053)	(172,391)
Total stockholders' equity	292,859	252,959
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 668,878</b>	<b>\$ 614,507</b>

See accompanying notes to consolidated financial statements.

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## WORLD WRESTLING ENTERTAINMENT, INC.

## CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(In thousands)

(Unaudited)

	Common Stock		Class B		Additional	Accumulated	Other	Accumulated	
	Class A	Amount	Shares	Amount	Paid - in	Comprehensive	Deficit	Total	
	Shares				Capital	Income			
Balance, December 31, 2017	42,498	\$ 425	34,609	\$ 346	\$ 422,208	\$ 2,371	\$ (172,391)	\$ 252,959	
Cumulative effect of adopting ASC 606	—	—	—	—	—	—	10,086	10,086	
Net income	—	—	—	—	—	—	24,780	24,780	
Other comprehensive income	—	—	—	—	—	(1,002)	—	(1,002)	
Stock issuances, net	52	1	—	—	758	—	—	759	
Cash dividends declared	—	—	—	—	11	—	(18,528)	(18,517)	
Stock-based compensation	—	—	—	—	22,532	—	—	22,532	
Other	—	—	—	—	1,262	—	—	1,262	
Balance, June 30, 2018	42,550	\$ 426	34,609	\$ 346	\$ 446,771	\$ 1,369	\$ (156,053)	\$ 292,859	

See accompanying notes to consolidated financial statements.

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WORLD WRESTLING ENTERTAINMENT, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Six Months Ended June 30,	
	2018	2017
<b>OPERATING ACTIVITIES:</b>		
Net income	\$ 24,780	\$ 5,973
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization and impairments of feature film production assets	3,525	5,803
Amortization of television production assets	12,818	10,721
Depreciation and amortization	16,615	16,605
Loss on equity investment	3,000	—
Services provided in exchange for equity instruments	(1,656)	(1,394)
Other amortization	3,111	3,161
Stock-based compensation	22,532	12,782
Benefit from deferred income taxes	(124)	(12)
Other non-cash adjustments	2,145	416
Cash (used in)/provided by changes in operating assets and liabilities:		
Accounts receivable	(7,167)	(2,588)
Inventory	(260)	(1,844)
Prepaid expenses and other assets	(5,253)	(5,432)
Feature film production assets	(620)	(7,783)
Television production assets	(14,416)	(7,621)
Accounts payable, accrued expenses and other liabilities	6,371	(9,087)
Deferred income	11,350	(5,904)
Net cash provided by operating activities	76,751	13,796
<b>INVESTING ACTIVITIES:</b>		
Purchases of property and equipment and other assets	(12,220)	(12,462)
Purchases of short-term investments	(64,544)	(88,696)
Proceeds from sales and maturities of short-term investments	36,173	13,660
Purchase of investment securities	—	(116)
Other	1,000	—
Net cash used in investing activities	(39,591)	(87,614)
<b>FINANCING ACTIVITIES:</b>		
Repayment of long-term debt	(2,306)	(2,580)

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Dividends paid	(18,517)	(18,349)
Proceeds from borrowings under credit facilities	—	1,383
Proceeds from borrowings on convertible notes, net of issuance costs	—	14,534
Proceeds from issuance of warrants	—	1,460
Purchase of convertible note hedge	—	(2,558)
Taxes paid related to net settlement upon vesting of equity awards	(131)	(56)
Proceeds from issuance of stock	890	823
Net cash used in financing activities	(20,064)	(5,343)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>17,096</b>	<b>(79,161)</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>	<b>137,700</b>	<b>211,976</b>
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<b>\$ 154,796</b>	<b>\$ 132,815</b>
<b>NON-CASH INVESTING AND FINANCING TRANSACTIONS:</b>		
Purchases of property and equipment recorded in accounts payable and accrued expenses (See Note 12)	\$ 3,636	\$ 1,993

See accompanying notes to consolidated financial statements.

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WORLD WRESTLING ENTERTAINMENT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except share data)

(Unaudited)

1. Basis of Presentation and Business Description

The accompanying consolidated financial statements include the accounts of WWE. “WWE” refers to World Wrestling Entertainment, Inc. and its subsidiaries, unless the context otherwise requires. References to “we,” “us,” “our” and the “Company” refer to WWE. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires our management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

The accompanying consolidated financial statements are unaudited. All adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of financial position, results of operations, and cash flows at the dates and for the periods presented have been included. The results of operations of any interim period are not necessarily indicative of the results of operations for the full year. All intercompany balances are eliminated in consolidation.

Certain information and note disclosures normally included in annual financial statements have been condensed or omitted from these interim financial statements; these financial statements should be read in conjunction with the financial statements and notes thereto included in our Form 10-K for the year ended December 31, 2017.

We are an integrated media and entertainment company, principally engaged in the production and distribution of content through various channels, including our premium over-the-top WWE Network, content rights agreements, pay-per-view event programming, filmed entertainment, live events, licensing of various WWE themed products, and the sale of consumer products featuring our brands. Our operations are organized around the following principal activities:

Media:

- The Media segment reflects the production and monetization of long-form and short-form video content across various platforms, including WWE Network, pay television, digital and social media, as well as filmed entertainment. Across these platforms, revenues principally consist of content rights fees, subscriptions to WWE Network, and advertising and sponsorships.

Live Events:

- Live events provide ongoing content for our media platforms. Live Event segment revenues consist primarily of ticket sales, including primary and secondary distribution, as well as the sale of travel packages associated with the Company’s global live events.

Consumer Products:

- The Consumer Products segment engages in the merchandising of WWE branded products, such as video games, toys and apparel, through licensing arrangements and direct-to-consumer sales. Revenues principally consist of royalties and licensee fees related to WWE branded products, and sales of merchandise distributed at our live events and through eCommerce platforms.

In our prior reports filed with the Securities Exchange Commission ("SEC") through fiscal year 2017, we presented ten reportable segments consisting of Network, Television, Home Entertainment, Digital Media, Live Events, Licensing, Venue Merchandise, WWEShop, WWE Studios and Corporate and Other. Effective January 1, 2018, we present three reportable segments consisting of our Media, Live Events and Consumer Products segments as described above. See Note 3, Segment Information, for further details on our reportable segments.

In connection with the revisions to its reportable segments, the Company revised certain expense captions presented on the Consolidated Statements of Operations. Previously, we presented Cost of revenues and Selling, general and administrative expenses. Effective in 2018, we present Operating expenses, Marketing and selling expenses and General and administrative expenses. See Note 2, Significant Accounting Policies, for further details.

Regarding the segment presentation and expense caption revisions noted above, information presented for the three and six months ended June 30, 2017 included in the Consolidated Financial Statements herein and elsewhere in this Quarterly Report has been revised to conform to the current period presentation. Such revisions have no impact on our consolidated financial condition, results of operations or cash flows for the periods presented.



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2. Significant Accounting Policies

Our significant accounting policies are detailed in Note 2, Summary of Significant Accounting Policies, in the Notes to Consolidated Financial Statements within our Annual Report on Form 10-K for the year ended December 31, 2017. Refer to Note 4, Revenues, for revisions made to our revenue recognition policies resulting from our adoption of the new revenue recognition standard starting in 2018. The new revenue recognition standard primarily impacted the timing of our consumer product licensing and film distribution revenues where the Company had previously recorded revenues on a lag upon the receipt of licensing royalty statements and film participation statements. In addition to revising our policies for licensing and film distribution revenues, conforming wording changes were made to certain of our revenue recognition policies to align with the language in the new revenue recognition standard.

We also amended our income tax policy to specify the Company's accounting treatment of taxes on Global Intangible Low-taxed Income ("GILTI") provisions of the Tax Cuts and Jobs Act of 2017 (the "Tax Act"). The Company has elected to recognize the tax on GILTI as a period expense in the period the tax is incurred. Under this policy, we have not provided deferred taxes related to temporary differences that upon their reversal will affect the amount of income subject to GILTI in the period.

Operating Expenses

Operating expenses consist of our production costs associated with developing our content, costs associated with operating our WWE Network, venue rental and related costs associated with the staging of our live events, compensation costs for our talent, and material and related costs associated with our consumer product merchandise sales. In addition, operating expenses include certain business operating support function costs, including our talent development, data analytics, data engineering, business strategy and real estate and facilities functions, as these activities directly support the operations of our segments.

Included within Operating expenses are the following:

Three Months	
Ended	Six Months Ended
June 30,	June 30,

	2018	2017	2018	2017
Amortization and impairment of feature film assets	\$ 1,314	\$ 3,072	\$ 3,525	\$ 5,803
Amortization of television production assets	9,669	5,105	12,818	10,721
Amortization of WWE Network content delivery and technology assets	1,884	1,691	3,458	3,355
Total amortization and impairment included in operating expenses	\$ 12,867	\$ 9,868	\$ 19,801	\$ 19,879

Costs to produce our live event programming are expensed when the event is first broadcast, and are not included in the amortization table noted above.

#### Marketing and Selling Expenses

Marketing and selling expenses consist of costs associated with the promotion and marketing of our services and products. These expenses include sponsorship and advertising costs, and the costs associated with our sales and marketing functions, creative services functions and our international offices.

#### General and Administrative Expenses

General and administrative expenses include costs associated with our corporate administrative functions, including finance, investor relations, community relations, corporate communications, information technology, legal, human resources and our Board of Directors. The Company does not allocate these costs to its business segments, as they do not directly relate to revenue generating activities.

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Recent Accounting Pronouncements

In June 2018, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2018-07, “Compensation – Stock Compensation (Topic 718) Improvements to Nonemployee Share-Based Accounting.” The new guidance expands the scope of Topic 718, Compensation – Stock Compensation (which currently only includes share-based payments to employees and non-employee directors) to include share-based payments issued to nonemployees for goods or services. Consequently, the accounting for share-based payments to nonemployees and employees will be substantially aligned. The new guidance supersedes Subtopic 505-50, Equity – Equity-Based payments to Non-Employees. The new guidance is effective for fiscal years beginning after December 15, 2018 (fiscal 2019 for the Company), including interim periods within that fiscal year, with early adoption permitted. The Company has elected to early adopt the new guidance as of June 30, 2018. Since the Company does not currently have any share-based payment awards to nonemployees, the early adoption of the guidance had no impact on our consolidated financial statements. The Company will apply the guidance prospectively.

In February 2018, the FASB issued ASU No. 2018-02, “Income Statement – Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income” that gives entities the option to reclassify to retained earnings tax effects related to items in accumulated other comprehensive income that the FASB refers to as having been stranded in accumulated other comprehensive income as a result of the enactment of the Tax Act. The new guidance also includes disclosure requirements regarding an entity’s accounting policy for releasing income tax effects from accumulated other comprehensive income. The new guidance is effective for fiscal years beginning after December 15, 2018 (fiscal 2019 for the Company), including interim periods within those years. Early adoption is permitted in any interim period and should be applied either in the period of adoption or retrospectively to each period (or periods) in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Act is recognized. The Company has elected to early adopt the new guidance during the first quarter of 2018 and elected not to reclassify any stranded tax effects due to the insignificance of the amount remaining in accumulated other comprehensive income. Therefore, the adoption of the new guidance had no impact on our consolidated financial statements.

In May 2017, the FASB issued ASU No. 2017-09, “Compensation - Stock Compensation (Topic 718) Scope of Modification Accounting,” which provides guidance on the various types of changes which would trigger modification accounting for share-based payment awards. In summary, an entity would not apply modification accounting if the fair value, vesting conditions, and classification of the awards are the same immediately before and after the modification. The guidance is effective for annual periods beginning after December 15, 2017, and interim periods within those annual periods. The amendments are applied prospectively to awards modified on or after the adoption date. The new guidance was adopted on January 1, 2018 with no impact on our consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-01, “Business Combinations (Topic 805) Clarifying the Definition of a Business.” The amendments in this ASU clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The definition of a business affects many areas of accounting including acquisitions, disposals, goodwill, and consolidation. The guidance is effective for annual periods beginning after December 15, 2017. The new standard is applied prospectively to transactions occurring on or after the adoption date and no disclosures are required at transition. The new guidance was adopted on January 1, 2018 with no impact on our consolidated financial statements.

In August 2016, the FASB issued ASU No. 2016-15, “Statement of Cash Flows (Topic 230), Classification of Certain Cash Receipts and Cash Payments,” which addresses eight specific cash flow issues and is intended to reduce diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The guidance is effective for interim and annual periods beginning after December 15, 2017. The amendments in the ASU should be applied using a retrospective transition method to each period presented. The new guidance was adopted on January 1, 2018 and did not impact current period or prior period presented cash flow statements and had no impact on our consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842),” which will supersede the existing guidance for lease accounting. This new standard will require lessees to recognize leases on their balance sheets, and leaves lessor accounting largely unchanged. The new standard requires a dual approach for lessee accounting under which a lessee would account for leases as finance leases or operating leases. Both finance leases and operating leases will result in the lessee recognizing a right-of-use asset and a corresponding lease liability. For finance leases, the lessee would recognize interest expense and amortization of the right-of-use asset, and for operating leases, the lessee would recognize a straight-line total lease expense. The new guidance is effective for fiscal years beginning after December 15, 2018 and interim periods within those fiscal years, which for the Company will be effective for the fiscal year beginning January 1, 2019. An entity will be required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. While we are evaluating the impact that the new guidance will have on our consolidated financial statements, we currently expect a gross-up of our consolidated balance sheet as we recognize right of use assets

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and lease liabilities. The extent of such gross-up remains to be determined once we complete a review of our existing lease contracts (we are primarily a lessee) and service contracts, which may contain embedded leases.

In January 2016, the FASB issued ASU No. 2016-01, “Financial Instruments-Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities,” as amended by ASU No. 2018-03, “Technical Corrections and Improvements to Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities,” issued in February 2018. The new guidance requires that most equity investments be measured at fair value, with subsequent changes in fair value recognized in net income (other than those accounted for under equity method of accounting). Under the new guidance, entities will no longer be able to recognize unrealized holding gains and losses on equity securities classified today as available-for-sale in other comprehensive income. The Company's current available-for-sale securities are invested primarily in debt securities which are not subject to the new guidance, therefore, we will continue to record any unrealized gains or losses on these available-for-sale debt securities through accumulated other comprehensive income. The new guidance also no longer allows the use of the cost method of accounting for equity securities without readily determinable fair values. However, for equity investments without readily determinable fair values, entities may elect a measurement alternative to fair value that will allow those investments to be recorded at cost, less impairment, and adjusted for subsequent observable price changes. The new guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. The new guidance was adopted on January 1, 2018 and the Company has elected to use the measurement alternative to measure our equity investments without readily determinable fair values and this guidance was applied prospectively. For the three and six months ended June 30, 2018, there were no observable price change events that were completed related to our equity investments without readily determinable fair values. During the first quarter of 2018, the FASB provided clarifying guidance on the application of ASU 2016-01 through the issuance of ASU No. 2018-03. Among other things, the amendment clarifies that the adjustments made under the measurement alternative are intended to reflect the fair value of the security as of the date that the observable transaction for a similar security took place. The amendment also clarifies that an entity measuring an equity security using the measurement alternative may change its measurement approach to a fair valuation method in accordance with Topic 820, Fair Value Measurement, through an irrevocable election that would apply to that security and all identical or similar investments of the same issuer. ASU No. 2018-03 is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years beginning after June 15, 2018 with early adoption permitted so long as ASU No. 2016-01 has been adopted. The Company has elected to early adopt the clarifying amendments in ASU No. 2018-03 as of January 1, 2018 and will apply the clarifying amendments to all interim periods within 2018. The adoption of the clarifying amendments had no impact to our consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers (Topic 606).” This standard supersedes the revenue recognition requirements in ASC 605, “Revenue Recognition,” and most industry-specific guidance. The standard requires an entity to recognize revenue in an amount that reflects the

consideration to which the entity expects to receive in exchange for goods or services. During 2016, the FASB issued additional interpretive guidance relating to the standard which covered the topics of principal versus agent considerations and identifying performance obligations and licensing. The standard along with the subsequent clarifications issued are effective for annual reporting periods beginning after December 15, 2017, and interim periods within those fiscal years. The new revenue guidance under Topic 606 was adopted on January 1, 2018 using the modified retrospective transition method. Under this transition method, we recognized the cumulative effect of initially applying the new revenue standard as an adjustment to the opening balance of retained earnings on January 1, 2018. The comparative information presented has not been restated and continues to be reported under the accounting standards in effect for those periods. See Note 4, Revenues, for further details.

### 3. Segment Information

In the first quarter of 2018, the Company revised its reportable segments to better reflect the way the Company now manages its business, including resource allocation and assessment. Over the past several years, the Company has evolved its business model, with an increasing share of revenue coming from the monetization of the Company's video content across digital and direct-to-consumer platforms. As the business model evolved, management's analysis of its business segment results and the decisions on resource allocations to its business segments also changed. These changes necessitated a change in the Company's segment reporting to align with management's operational view. To reflect management's revised perspective, as discussed in Note 1, effective on January 1, 2018, the Company now classifies its operations into three reportable segments: Media, Live Events and Consumer Products. Segment information is prepared on the same basis that our chief operating decision maker manages the segments, evaluates financial results, and makes key operating decisions.

Additionally, as part of the segment changes, certain business support functions including sales and marketing, our international offices, talent development and other business support functions previously reported in our Corporate and Other segment are now allocated to the three reportable segments based primarily on a percentage of revenue contribution. The remaining unallocated corporate

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expenses largely relate to corporate functions such as finance, legal, human resources, facilities and information technology. The Company does not allocate these costs to its business segments, as they do not directly relate to revenue generating activities. These unallocated corporate expenses will be shown, as applicable, as a reconciling item in tables where segment and consolidated results are both shown. Revenues from transactions between our operating segments are not material.

Beginning in the first quarter of 2018, the Company also changed its primary measure of segment performance from operating income before depreciation and amortization (“OIBDA”) to Adjusted OIBDA. The Company defines Adjusted OIBDA as operating income before depreciation and amortization, excluding stock-based compensation, certain impairment charges and other non-recurring material items. Adjusted OIBDA includes amortization expenses directly related to our revenue generating activities, including feature film and television production asset amortization, as well as the amortization of costs related to content delivery and technology assets utilized for our WWE Network. The Company believes the presentation of Adjusted OIBDA is relevant and useful for investors because it allows investors to view our segment performance in the same manner as the primary method used by management to evaluate segment performance and make decisions about allocating resources. Additionally, we believe that Adjusted OIBDA provides a meaningful representation of operating cash flows generated by our segments, and is a primary measure used by media investors, analysts and peers for comparative purposes. The Company revised its financial information and disclosures for prior periods to reflect the segment disclosures as if the current measure of segment performance, Adjusted OIBDA, had been in effect throughout the periods presented.

We do not disclose assets by segment information. In general, assets of the Company are leveraged across its reportable segments and we do not provide assets by segment information to our chief operating decision maker, as that information is not typically used in the determination of resource allocation and assessing business performance of each reportable segment.

The following tables present summarized financial information for each of the Company's reportable segments:

Three Months Ended		Six Months Ended	
June 30,		June 30,	
2018	2017	2018	2017

Net revenues:

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Media	\$ 202,635	\$ 137,176	\$ 336,008	\$ 258,418
Live Events	52,315	52,837	83,085	84,933
Consumer Products	26,592	24,573	50,170	59,679
Total net revenues	\$ 281,542	\$ 214,586	\$ 469,263	\$ 403,030

Adjusted OIBDA:

Media	\$ 44,569	\$ 17,772	\$ 88,138	\$ 42,909
Live Events	14,733	17,707	18,338	22,163
Consumer Products	6,877	6,270	13,746	21,479
Corporate	(22,691)	(17,426)	(41,572)	(37,092)
Total Adjusted OIBDA	\$ 43,488	\$ 24,323	\$ 78,650	\$ 49,459

Reconciliation of Total Operating Income to Total Adjusted OIBDA

	Three Months Ended		Six Months Ended	
	June 30,	June 30,	June 30,	June 30,
	2018	2017	2018	2017
Total operating income	\$ 21,214	\$ 10,695	\$ 42,964	\$ 14,684
Depreciation and amortization	6,815	6,377	13,154	13,245
Stock-based compensation	15,459	6,167	22,532	12,782
Other adjustments (1)	—	1,084	—	8,748
Total Adjusted OIBDA	\$ 43,488	\$ 24,323	\$ 78,650	\$ 49,459

(1) Other adjustments for the three months ended June 30, 2017 include \$1,084 of certain impairment charges related to our feature films. Other adjustments for the six months ended June 30, 2017 include \$5,586 of non-recurring legal matters and other contractual obligations, and \$3,162 of certain impairment charges related to our feature films.



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4. Revenues

Adoption of ASC Topic 606, “Revenue from Contracts with Customers”

On January 1, 2018, the Company adopted the new revenue recognition standard pursuant to ASC Topic 606 to all contracts using the modified retrospective method. The most significant impact relates to the acceleration in the timing of revenue recognition of our consumer product licensing and film distribution revenues. The licensing and film distribution revenues historically have not comprised a significant percentage of total consolidated revenues. In 2017, 2016 and 2015, total consumer product licensing and film distribution revenues represented 8.8%, 8.1% and 8.5% of total consolidated revenues, respectively. Prior to the adoption of the new revenue standard in 2018, we recorded revenues from our consumer product licensing arrangements and film distribution arrangements on a lag upon the receipt of statements from the licensee and/or film distributor. Under the new revenue recognition standard, revenues are recorded based on best estimates available in the period of sales or usage. Financial statements presented for the reporting periods beginning after January 1, 2018 are presented under ASC Topic 606, while prior period amounts presented are not adjusted and continue to be reported in accordance with our historical accounting under ASC Topic 605, Revenue Recognition. We do not expect the adoption of the new revenue standard to have a material impact to our annual consolidated financial statements on an ongoing basis, however, it will likely impact the revenues recorded in a specific quarter as compared to previously reported periods due to the lag reporting that was previously used in our consumer product licensing and film distribution arrangements.

Under the modified retrospective transition method, we recorded a net cumulative effect adjustment of \$10,086 as an increase to opening retained earnings as of January 1, 2018. The cumulative effect impact of adopting Topic 606 related primarily to our consumer product licensing revenues.

The impact to our Consolidated Statements of Operations for the three months ended June 30, 2018 as a result of applying ASC Topic 606 was an increase to our Net revenues, Operating expenses and Operating income of \$1,826, \$311 and \$1,515, respectively. The impact to our Consolidated Statements of Operations for the six months ended June 30, 2018 as a result of applying ASC Topic 606 was a decrease to our Net revenues, Operating expenses and Operating income of \$8,482, \$2,796 and \$5,686, respectively. The impact to our Consolidated Balance Sheet as of June 30, 2018 as a result of applying ASC Topic 606 was a decrease to our accumulated deficit and total liabilities of \$5,735 and \$935, respectively, and an increase to total assets of \$4,800.

## Revenue Recognition Policies

Under ASC Topic 606, a majority of our sales revenue continues to be recognized when products are shipped or as services are performed and was not materially impacted by the adoption of the new revenue recognition standard. Revenues are generally recognized when control of the promised goods or services is transferred to our customers either at a point in time or over time, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. Most of our contracts have one performance obligation and all consideration is allocated to that performance obligation. Our revenues do not include material amounts of variable consideration. The variable consideration contained in our contracts relate primarily to sales or usage-based royalties earned on consumer product licensing contracts. The variability related to these sales or usage-based royalties will be resolved in the periods when the licensee generates sales related to the intellectual property license. As it relates to our Consumer Products segment, the Company accounts for shipping and handling activities as fulfillment activities.

We derive our revenues principally from the following sources: (i) content rights fees associated with the distribution of WWE's media content, (ii) subscriptions to WWE Network, (iii) fees for viewing our pay-per-view programming, (iv) feature film distribution, (v) advertising and sponsorship sales, (vi) live event ticket sales, (vii) consumer product licensing royalties from the sale by third-party licensees of WWE branded merchandise, (viii) direct-to-consumer sales of merchandise at our live event venues, and (ix) direct-to-consumer sales of our merchandise through eCommerce platforms. The below describes our revenue recognition policies in further detail for each major revenue source of the Company.

- Content rights fees:

Rights fees received from distributors of our programming, both domestically and internationally, are recorded when the program (functional intellectual property) has been delivered and control has been transferred to the distributor and the license period has begun. Any advance payments received from the distributors are deferred upon collection and recognized into revenue as content is delivered. Our typical distribution agreement is between one and five years in length and frequently provides for contractual increases over its term.

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· WWE Network Subscriptions:

Revenues from the sale of subscriptions to WWE Network are recognized ratably over each paid monthly membership period. Deferred revenues consist of subscription fees billed to members that have not been recognized and gift memberships that have not been redeemed.

· Pay-per-view programming:

Revenues from our pay-per-view programming are recorded when the event is aired/performed and are based upon our initial estimate of the number of buys achieved. This initial estimate is based on preliminary buy information received from our pay-per-view distributors. These estimates are updated each reporting period based on the latest information available.

· Feature film distribution:

We partner with distributors to co-distribute our films. In these arrangements, the third-party distribution partners control the distribution and marketing of our co-distributed films, and as a result, we recognize revenue on a net basis after the third-party distributor recoups distribution fees and expenses. An estimate of film distribution revenues is recorded in the period the films are exploited and exhibited based on best available information and final adjustments to the estimated amounts are recorded when final statements are received. The estimates are derived from the best available recent information of film performance from our distributors and represents the most likely amount of revenues expected. In certain arrangements, where worldwide film rights and interests are licensed in perpetuity to third-party distribution partners, we recognize revenue upon delivery and transfer of control of the completed film to the third-party.

· Advertising and sponsorships:

Through our sponsorship packages, we offer advertisers a full range of our promotional vehicles, including online and print advertising, on-air announcements and special appearances by our Superstars. We allocate the transaction price to all performance obligations contained within a sponsorship and advertising arrangement based upon their relative standalone selling price. Standalone selling prices are determined generally based on a rate card used to determine pricing for individual components. Revenues are recognized as each performance obligation is satisfied, which generally occurs when the sponsorship and advertising is aired, exhibited, performed or played on the applicable WWE platform. We are generally the principal in our advertising and sponsorship arrangements because we control the advertising and sponsorship inventory before it is transferred to our customers. Our control is evidenced by our sole ability to monetize the advertising and sponsorship inventory and being primarily responsible to our customers.

· Live event ticket sales:

Revenues from our live event ticket sales are recognized upon the occurrence of the related live event.

· Consumer product licensing royalties:

Licensing revenues consist principally of royalties or license fees related to various WWE themed products, such as video games, toys and apparel, which are created using WWE brands and marks (symbolic intellectual property). Revenues from our licensed products are recognized in the period of the underlying product sales based on estimates from licensees and adjustments to the estimated amounts are recorded when final statements are received. The estimates are derived from the best available recent information from our licensees of underlying sales performance and represents the most likely amount of revenues expected. Any upfront license fees or minimum guarantees received from the licensee are deferred upon collection and recognized into revenue over the contract term as the amounts are earned.

- Direct-to-consumer venue merchandise sales:

Direct-to-consumer merchandise sales consist of sales of merchandise at our live events. Revenues are recognized at the point of sale, as control is transferred to the customer.

- Direct-to-consumer eCommerce sales:

Direct-to-consumer eCommerce revenues consist of sales of merchandise on our websites, including through our WWEShop Internet storefront and on distribution platforms, including Amazon. Revenues are recognized at a point in time, as control is transferred to the customer upon shipment.

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## Payment Terms

Our revenues do not include material amounts of variable consideration, other than the sale or usage-based royalties earned related to our consumer product licensing and certain other content rights contracts. Our payment terms vary by the type of products or services offered, and may be subject to contractual payment terms, which may include advance payment requirements. The time between invoicing and when payment is due is not significant, generally within 30 to 60 days. We have elected the practical expedient to not adjust the total consideration within a contract to reflect a financing component when the duration of the financing is one year or less. Our contracts do not generally include a significant financing component. Our contracts with customers do not generally result in significant obligations associated with returns, refunds or warranties.

## Disaggregated Revenues

The following table presents our revenues disaggregated by primary revenue sources. Sales and usage-based taxes are excluded from revenues.

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Net revenues:				
Media Segment:				
Network (including pay-per-view)	\$ 56,248	\$ 52,060	\$ 103,000	\$ 97,450
Core content rights fees (1)	66,173	60,124	131,678	119,309
Advertising and sponsorships	19,541	13,101	31,773	22,482
Other (2)	60,673	11,891	69,557	19,177
Total Media Segment net revenues	202,635	137,176	336,008	258,418
Live Events Segment:				
North American ticket sales	33,483	35,858	63,285	65,922
International ticket sales	13,533	12,416	13,533	13,925
Advertising and sponsorships	968	691	1,120	1,060
Other (3)	4,331	3,872	5,147	4,026
Total Live Events Segment net revenues	52,315	52,837	83,085	84,933
Consumer Products Segment:				

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Consumer product licensing	10,782	9,391	20,049	29,488
eCommerce	8,058	8,387	16,518	16,308
Venue merchandise	7,752	6,795	13,603	13,883
Total Consumer Products Segment net revenues	26,592	24,573	50,170	59,679
Total net revenues	\$ 281,542	\$ 214,586	\$ 469,263	\$ 403,030

- (1) Core content rights fees consist primarily of licensing revenues earned from the distribution of our flagship programs, Raw and SmackDown Live, through global broadcast, pay television and digital platforms.
- (2) Other revenues within our Media segment reflect revenues earned from the distribution of other content, including, but not limited to, scripted, reality and other in-ring programming, as well as theatrical and direct-to-home video releases.
- (3) Other revenues within our Live Events segment primarily consists of the sale of travel packages associated with the Company's global live events and commissions earned through secondary ticketing.

Except for our WWE Network subscriptions revenues, which are recorded over time during the subscription term and our consumer product licensing revenues which are recorded over time during the licensing period, our other revenue streams identified in the table above are generally recognized at a point-in-time when the performance obligations are satisfied.

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Remaining Performance Obligations

As of June 30, 2018, for contracts greater than one year, the aggregate amount of the transaction price allocated to remaining performance obligations is \$3,461,994, comprised of our multi-year content distribution, consumer product licensing and sponsorship contracts. We will recognize rights fees related to our multi-year content distribution contracts as content is delivered to the distributors during the periods 2018 through 2028. We will recognize the revenues associated with the minimum guarantees on our multi-year consumer product licensing arrangements by the end of the licensing periods, which range from 2018 through 2022. For our multi-year sponsorship arrangements, we will recognize sponsorship revenues as the sponsorship obligations are satisfied during the periods 2018 through 2021. The transaction price related to these future obligations do not include any variable consideration, which generally consists of sales or usage-based royalties earned on consumer product licensing and certain other content rights contracts. The variability related to these sales or usage-based royalties will be resolved in the periods when the licensee generates sales related to the intellectual property license.

Contract Assets and Contract Liabilities (Deferred Revenues)

A contract asset results when goods or services have been transferred to the customer, but payment is contingent upon a future event, other than the passage of time (i.e. type of unbilled receivable). The Company does not have any material unbilled receivables, therefore, does not have any contract assets, only accounts receivable as disclosed on the face of our consolidated balance sheet.

We record deferred revenues (also referred to as contract liabilities under Topic 606) when cash payments are received or due in advance of our performance. Our deferred revenue balance primarily relates to advance payments received related to our content distribution rights agreements, our consumer product licensing agreements, and our sponsorship and advertising arrangements. The Company's deferred revenue (i.e. contract liabilities) as of June 30, 2018 and December 31, 2017 is reported on the face of our Consolidated Balance Sheets.

The increase in the deferred revenue balance for the six months ended June 30, 2018 of \$2,089 is primarily driven by cash payments received or due in advance of satisfying our performance obligations.

Contract Costs (Costs of Obtaining a Contract)

Except for certain multi-year television content arrangements, we generally expense sales commissions when incurred because the amortization period would have been one year or less. These costs are recorded within Marketing and selling expenses within our Consolidated Statements of Operations. Capitalized commission fees of \$2,577

and \$2,242 at June 30, 2018 and December 31, 2017, respectively, relate primarily to incremental costs of obtaining our long-term television content arrangements and these costs are being amortized over the duration of the underlying content agreements on a straight-line basis to marketing and selling expense. The amount of amortization was \$345 and \$320, and \$666 and \$641 for the three and six months ended June 30, 2018 and 2017, respectively, and there was no impairment in relation to the costs capitalized.



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## 5. Earnings Per Share

For purposes of calculating basic and diluted earnings per share, we used the following weighted average common shares outstanding (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Net income	\$ 9,945	\$ 5,085	\$ 24,780	\$ 5,973
Weighted average basic common shares outstanding	77,158	76,455	77,150	76,448
Dilutive effect of restricted and performance stock units	2,360	2,105	2,180	1,920
Dilutive effect of convertible debt instruments	7,576	—	5,887	—
Dilutive effect of employee share purchase plan	6	3	10	6
Weighted average dilutive common shares outstanding	87,100	78,563	85,227	78,374
Earnings per share:				
Basic	\$ 0.13	\$ 0.07	\$ 0.32	\$ 0.08
Diluted	\$ 0.11	\$ 0.06	\$ 0.29	\$ 0.08
Anti-dilutive shares (excluded from per-share calculations):				
Net shares received on purchased call of convertible debt hedge	4,383	—	3,642	—
Outstanding restricted and performance stock units	341	—	682	2
Effect of Convertible Notes and Related Convertible Note Hedge and Warrants				

In connection with the issuance of the Convertible Notes, the Company entered into Convertible Note Hedge and Warrant transactions as described further in Note 13, Convertible Debt. The collective impact of the Convertible Note Hedge and Warrants effectively eliminates any economic dilution that may occur from the actual conversion of the Convertible Notes between the conversion price of \$24.91 per share and the strike price of the Warrants of \$31.89 per share.

The denominator of our diluted earnings per share calculation for the three and six months ended June 30, 2018 includes the effect of additional shares of common stock issued using the treasury stock method since the average price of our common stock exceeded the conversion price of the Convertible Notes of \$24.91 per share. In addition, the denominator of our diluted earnings per share calculation for the three and six months ended June 30, 2018 includes the additional shares issued related to the Warrants using the treasury stock method since the average price of our common stock exceeded the strike price of the Warrants of \$31.89 per share. The dilution from the Convertible Notes and Warrants had a \$0.01 impact on diluted earnings per share for the three and six months ended June 30, 2018. There was no impact on diluted earnings per share during the three and six months ended June 30, 2017. Prior to actual conversion, the Convertible Note Hedges are not considered for purposes of the calculation of diluted earnings per share, as their effect would be anti-dilutive.

## 6. Stock-based Compensation

Our 2016 Omnibus Incentive Plan (the “2016 Plan”) provides for the grant of incentive or non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units, other stock-based awards and performance awards to eligible participants as determined by the Compensation Committee of the Board of Directors. Awards may be granted as incentives and rewards to encourage officers, employees, consultants, advisors and independent contractors of the Company and its affiliates and to non-employee directors of the Company to participate in our long-term success.

Stock-based compensation costs, which includes costs related to RSUs, PSUs, PSU-TSRs and the Company's qualified employee stock purchase plan, totaled \$15,459 and \$6,167, and \$22,532 and \$12,782 for the three and six months ended June 30, 2018 and 2017, respectively.

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(Unaudited)

## Restricted Stock Units

The Company grants restricted stock units ("RSUs") to officers and employees under the 2016 Plan. Stock-based compensation costs associated with our RSUs are determined using the fair market value of the Company's common stock on the date of the grant. These costs are recognized over the requisite service period using the graded vesting method, net of estimated forfeitures. RSUs have a service requirement typically over a three and one-half year vesting schedule and vest in equal annual installments. We estimate forfeitures based on historical trends when recognizing compensation expense and adjust the estimate of forfeitures when they are expected to differ or as forfeitures occur. Unvested RSUs accrue dividend equivalents at the same rate as are paid on our shares of Class A common stock. The dividend equivalents are subject to the same vesting schedule as the underlying RSUs.

The following table summarizes the RSU activity during the six months ended June 30, 2018:

	Units	Weighted-Average Grant-Date Fair Value
Unvested at January 1, 2018	477,792	\$ 18.33
Granted	182,354	\$ 36.23
Vested	(10,556)	\$ 18.67
Forfeited	(26,059)	\$ 23.72
Dividend equivalents	3,240	\$ 23.24
Unvested at June 30, 2018	626,771	\$ 23.34

## Performance Stock Units

The Company grants performance stock units (“PSUs”) to officers and employees under the 2016 Plan. Stock-based compensation costs associated with our PSUs are initially determined using the fair market value of the Company’s common stock on the date the awards are approved by our Compensation Committee (service inception date). The vesting of these PSUs are subject to certain performance conditions and a service requirement of typically three and one-half years. Until the performance conditions are met, stock compensation costs associated with these PSUs are re-measured each reporting period based upon the fair market value of the Company's common stock and the estimated performance attainment on the reporting date. The ultimate number of PSUs that are issued to an employee is the result of the actual performance of the Company at the end of the performance period compared to the performance conditions. Stock compensation costs for our PSUs are recognized over the requisite service period using the graded vesting method, net of estimated forfeitures. We estimate forfeitures based on historical trends when recognizing compensation expense and adjust the estimate of forfeitures when they are expected to differ or as forfeitures occur. Unvested PSUs accrue dividend equivalents once the performance conditions are met at the same rate as are paid on our shares of Class A common stock. The dividend equivalents are subject to the same vesting schedule as the underlying PSUs.

The following table summarizes the PSU activity during the six months ended June 30, 2018:

	Units	Weighted-Average Grant-Date Fair Value
Unvested at January 1, 2018	2,053,931	\$ 21.37
Granted	369,996	\$ 72.82
Achievement adjustment	100,753	\$ 33.84
Forfeited	(86,876)	\$ 42.82
Dividend equivalents	10,701	\$ 22.63
Unvested at June 30, 2018	2,448,505	\$ 29.58

During the six months ended June 30, 2018, we granted 369,996 PSUs, which are subject to certain performance conditions.

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During the year ended December 31, 2017, we granted 550,460 PSUs, which were subject to performance conditions. During the first quarter of 2018, it was determined that the performance conditions related to these PSUs were exceeded, which resulted in an increase of 100,753 PSUs in 2018 relating to the initial 2017 PSU grant.

## Performance Stock Units with a Market Condition Tied to Relative Total Shareholder Return

During the first quarter of 2018, the Compensation Committee approved certain agreements to grant PSUs with a market condition (“PSU-TSRs”) where vesting is conditioned upon the total shareholder return performance of the Company’s stock relative to the performance of a peer group over five distinct performance periods from 2018 through 2024. The grant date fair value of the award was calculated using a Monte-Carlo simulation model which factors in the number of awards to be earned based on the achievement of the market condition. This model simulates the various stock price movements of the Company and peer group companies using certain assumptions, including the stock price of WWE and those of the peer group, stock price volatility, the risk-free interest rate, correlation coefficients, and expected dividend yield. The grant date fair value of the award totaled \$16,168 and is being amortized as compensation cost over the requisite service period using the graded vesting method from March 2018 through July 2024.

The following table summarizes the PSU-TSR activity during the six months ended June 30, 2018:

	Units	Weighted-Average Grant-Date Fair Value
Unvested at January 1, 2018	—	\$ —
Granted	340,971	\$ 47.42
Unvested at June 30, 2018	340,971	\$ 47.42

## 7. Property and Equipment

Property and equipment consisted of the following:

	As of	
	June 30,	December 31,
	2018	2017
Land, buildings and improvements	\$ 135,748	\$ 134,052
Equipment	106,321	98,245
Corporate aircraft	31,277	31,277
Vehicles	905	905
	274,251	264,479
Less: accumulated depreciation and amortization	(144,155)	(133,154)
Total	\$ 130,096	\$ 131,325

Depreciation expense for property and equipment totaled \$6,623 and \$5,937, and \$12,724 and \$12,366 for the three and six months ended June 30, 2018 and 2017, respectively.

During the three months ended June 30, 2018, we recorded a non-cash abandonment charge of \$1,693 to write off the carrying value of internal use software that we deemed will no longer be used by the Company and had no further alternative use. This charge is included as a component of Operating expenses on the Consolidated Statements of Operations and included within our Media segment results.

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## 8. Feature Film Production Assets, Net

Feature film production assets consisted of the following:

	As of	
	June 30, 2018	December 31, 2017
In release	\$ 13,851	\$ 15,869
Completed but not released	1,063	2,211
In production	3,984	3,107
In development	434	1,113
Total	\$ 19,332	\$ 22,300

Approximately 31% of “In release” film production assets are estimated to be amortized over the next 12 months, and approximately 63% of “In release” film production assets are estimated to be amortized over the next three years. We anticipate amortizing approximately 80% of our “In release” film production assets within four years as we receive revenues associated with television distribution of our licensed films. During the three and six months ended June 30, 2018 and 2017, we amortized \$466 and \$1,988, and \$1,308 and \$2,641, respectively, of feature film production assets.

We currently have two films designated as “Completed but not released” and have two films “In production.” We also have capitalized certain script development costs and pre-production costs for various other film projects designated as “In development.” Capitalized script development costs are evaluated at each reporting period for impairment and to determine if a project is deemed to be abandoned. During the three and six months ended June 30, 2018, we expensed \$285 and \$729, respectively, related to previously capitalized development costs related to abandoned projects. We did not incur any comparable expenses during the three and six months ended June 30, 2017.

Unamortized feature film production assets are evaluated for impairment each reporting period. We review and revise estimates of ultimate revenue and participation costs at each reporting period to reflect the most current information available. If estimates for a film’s ultimate revenue and/or costs are revised and indicate a significant decline in a film’s

profitability or if events or circumstances change that indicate we should assess whether the fair value of a film is less than its unamortized film costs, we calculate the film's estimated fair value using a discounted cash flows model. If fair value is less than unamortized cost, the film asset is written down to fair value.

We recorded impairment charges of \$563 and \$1,084, and \$1,488 and \$3,162 related to our feature films during the three and six months ended June 30, 2018 and 2017, respectively. These impairment charges represent the excess of the recorded net carrying value over the estimated fair value.

#### 9. Television Production Assets, Net

Television production assets consisted of the following:

	As of	
	June 30,	December 31,
	2018	2017
In release	\$ 3,932	\$ 3,765
In production	4,229	3,527
Total	\$ 8,161	\$ 7,292

Television production assets consist primarily of non-live event episodic television series we have produced for distribution through a variety of platforms including on our WWE Network. Amounts capitalized include development costs, production costs, production overhead and employee salaries. Costs to produce episodic programming for television or distribution on WWE Network are amortized in the proportion that revenues bear to management's estimates of the ultimate revenue expected to be recognized from exploitation, exhibition or sale.



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Amortization of television production assets consisted of the following:

	Three Months		Six Months Ended	
	Ended June 30, 2018	2017	June 30, 2018	2017
WWE Network programming	\$ 4,827	\$ 510	\$ 5,058	\$ 3,119
Television programming	4,842	4,595	7,760	7,602
Total	\$ 9,669	\$ 5,105	\$ 12,818	\$ 10,721

Costs to produce our live event programming are expensed when the event is first broadcast, and are not included in the capitalized costs or amortization tables noted above.

Unamortized television production assets are evaluated for impairment each reporting period. If conditions indicate a potential impairment, and the estimated future cash flows are not sufficient to recover the unamortized asset, the asset is written down to fair value. In addition, if we determine that a program will not likely air, we will expense the remaining unamortized asset. During the three and six months ended June 30, 2018 and 2017, we did not record any impairments related to our television production assets.

## 10. Investment Securities and Short-Term Investments

## Investment Securities

Included within Investment Securities are the following:

	As of	
	June 30, 2018	December 31, 2017
Equity method investment	\$ 14,581	\$ 14,664
Equity investments without readily determinable fair values	9,703	12,703
Total investment securities	\$ 24,284	\$ 27,367
Equity Method Investment		

In March 2015, WWE and Authentic Brands Group (“ABG”) formed a joint venture to re-launch an apparel and lifestyle brand, Tapout (the "Brand"). ABG agreed to contribute certain intangible assets for the Brand, licensing contracts, systems, and other administrative functions to Tapout. The Company agreed to contribute promotional and marketing services related to the venture for a period of at least five years in exchange for a 50% interest in the profits and losses and voting interest in Tapout. The Company valued its initial investment of \$13,800 based on the fair value of the existing licensing contracts contributed by ABG. To the extent that Tapout records income or losses, we record our share proportionate to our ownership percentage, and any dividends received reduce the carrying amount of the investment. Net equity method earnings from Tapout are included as a component of Investment income, net on the Consolidated Statements of Operations. Net dividends received from Tapout are reflected on the Consolidated Statements of Cash Flows within Net cash provided by operating activities. The Company did not record any impairment charges related to our investment in Tapout during the three and six months ended June 30, 2018 and 2017.

The following table presents the net equity method earnings from Tapout and net dividends received from Tapout for the periods presented:

	Three Months Ended June 30, 2018		Six Months Ended June 30, 2017	
Net equity method earnings from Tapout	\$ 322	\$ 190	\$ 701	\$ 645
Net dividends received from Tapout	(441)	(315)	(784)	(668)
Equity in earnings of affiliate, net of dividends received	\$ (119)	\$ (125)	\$ (83)	\$ (23)

As promotional services are provided to Tapout, we record revenue and reduce the existing service obligation. During the three and six months ended June 30, 2018 and 2017, we recorded revenues of \$889 and \$672, and \$1,656 and \$1,394, respectively, related to



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our fulfillment of our promotional services obligation to Tapout. The remaining service obligation as of June 30, 2018 was \$4,101, and was included in Deferred Income and Non-Current Deferred Income for \$2,760 and \$1,341, respectively.

Our known maximum exposure to loss approximates the remaining service obligation to Tapout, which was \$4,101 as of June 30, 2018. Creditors of Tapout do not have recourse against the general credit of the Company.

## Equity Investments Without Readily Determinable Fair Values

We evaluate our equity investments without readily determinable fair values for impairment if factors indicate that a significant decrease in value has occurred. Beginning in 2018, the Company prospectively adopted a new accounting standard on the accounting for equity investments that do not have readily determinable fair values. Refer to Note 2, Significant Accounting Policies – Recent Accounting Pronouncements, for further details. Under the new standard, the Company has elected to use the measurement alternative to fair value that will allow these investments to be recorded at cost, less impairment, and adjusted for subsequent observable price changes. During the second quarter of 2018, the Company recorded an impairment charge of \$3,000 on our investment in a mobile video publishing business for the excess of the carrying value over its estimated fair value resulting from going concern issues of the underlying investee company. This charge is reflected in Loss on equity investment in our Consolidated Statements of Operations for the three and six months ended June 30, 2018. The Company did not record any impairment charges on our other equity investments without readily determinable fair values during the three and six months ended June 30, 2018 and 2017. In addition, there were no observable price change events that were completed during the three and six months ended June 30, 2018.

## Short-Term Investments

Short-term investments measured at fair value consisted of the following:

As of June 30, 2018				As of December 31, 2017			
		Gross Unrealized				Gross Unrealized	
Amortized			Fair	Amortized			Fair
Cost	Gain	(Loss)	Value	Cost	Gain	(Loss)	Value

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U.S. Treasury securities	\$ 63,167	\$ —	\$ (671)	\$ 62,496	\$ 73,169	\$ —	\$ (479)	\$ 72,690
Corporate bonds	90,838	—	(812)	90,026	58,003	—	(329)	57,674
Municipal bonds	12,479	—	(59)	12,420	17,538	7	(99)	17,446
Government agency bonds	22,082	—	(270)	21,812	12,007	—	(73)	11,934
Total	\$ 188,566	\$ —	\$ (1,812)	\$ 186,754	\$ 160,717	\$ 7	\$ (980)	\$ 159,744

We classify the investments listed in the above table as available-for-sale debt securities. Such investments consist of U.S. Treasury securities, corporate bonds, municipal bonds, including pre-refunded municipal bonds, and government agency bonds. These investments are stated at fair value as required by the applicable accounting guidance. Unrealized gains and losses on such securities are reflected, net of tax, as other comprehensive income (loss) in the Consolidated Statements of Comprehensive Income.

Our U.S. Treasury securities, corporate bonds, municipal bonds and government agency bonds are included in Short-term investments, net on our Consolidated Balance Sheets. Realized gains and losses on investments are included in earnings and are derived using the specific identification method for determining the cost of securities sold.

As of June 30, 2018, contractual maturities of these securities are as follows:

	Maturities
U.S. Treasury securities	1 month - 2 years
Corporate bonds	1 month - 5 years
Municipal bonds	2 months - 2 years
Government agency bonds	1 month - 4 years

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The following table summarizes the short-term investment activity:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Proceeds from sales and maturities of short-term investments	\$ 17,675	\$ 2,640	\$ 36,173	\$ 13,660
Purchases of short-term investments	\$ 25,441	\$ 27,411	\$ 64,544	\$ 88,696

## 11. Fair Value Measurement

Fair value is determined based on the exchange price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. Fair value is a market-based measurement based on assumptions that market participants would use to price the asset or liability. Accordingly, the framework considers markets or observable inputs as the preferred source of value followed by assumptions based on hypothetical transactions, in the absence of market inputs. The fair value should be calculated based on assumptions that market participants would use in pricing the asset or liability, not on assumptions specific to the entity. In addition, the fair value of assets and liabilities should include consideration of non-performance risk, including the Company's own credit risk.

Additionally, the accounting guidance establishes a three-level hierarchy that ranks the quality and reliability of information used in developing fair value estimates. The hierarchy gives the highest priority to quoted prices in active markets and the lowest priority to unobservable data. In cases where two or more levels of inputs are used to determine fair value, a financial instrument's level is determined based on the lowest level input that is considered significant to the fair value measurement in its entirety. The three input levels of the fair value hierarchy are summarized as follows:

- Level 1- Observable inputs such as quoted prices in active markets for identical assets or liabilities;
- Level 2- Inputs other than quoted prices in active markets for similar assets and liabilities that are directly or indirectly observable; or
- Level 3- Unobservable inputs, such as discounted cash flow models or valuations, in which little or no market data exists.

Certain financial instruments are carried at cost on the Consolidated Balance Sheets, which approximates fair value due to their short-term, highly liquid nature. The carrying amounts of cash and cash equivalents, money market accounts, accounts receivable, and accounts payable approximate fair value because of the short-term nature of such instruments.

We have classified our investment in U.S. Treasury securities, corporate bonds, municipal bonds and government agency bonds, which collectively are investments in available-for-sale debt securities, within Level 2, as their valuation requires quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and/or model-based valuation techniques for which all significant inputs are observable in the market or can be corroborated by observable market data. The U.S. Treasury securities, corporate bonds, municipal bonds and government agency bonds are valued based on model-driven valuations. A third-party service provider assists the Company with compiling market prices from a variety of industry standard data sources, security master files from large financial institutions and other third-party sources that are used to value our corporate bond, U.S. Treasury securities, municipal bond and government agency bond investments. The Company did not have any transfers between Level 1, Level 2, and Level 3 fair value investments during the periods presented.

The fair value measurements of our equity investments without readily determinable fair value are classified within Level 3 as significant unobservable inputs are used as part of the determination of fair value. Significant unobservable inputs include variables such as near-term prospects of the investees, recent financing activities of the investees, and the investees' capital structure, as well as other economic variables, which reflect assumptions market participants would use in pricing these assets. Beginning in 2018, the Company prospectively adopted a new accounting standard on the accounting for equity investments that do not have readily determinable fair values. Refer to Note 2, Significant Accounting Policies – Recent Accounting Pronouncements, for further details. Under the new standard, the Company has elected to use the measurement alternative to fair value that will allow these investments to be recorded at cost, less impairment, and adjusted for subsequent observable price changes. During the second quarter of 2018, the Company recorded an impairment charge of \$3,000 on our investment in a mobile video publishing business for the excess of the carrying value over its estimated fair value resulting from going concern issues of the underlying investee company. This charge is reflected in Loss on equity investment in our Consolidated Statements of Operations for the three and six months ended June 30, 2018.

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The Company did not record any impairment charges on our other equity investments without readily determinable fair values and there were no observable pricing events during the three and six months ended June 30, 2018. During the three and six months ended June 30, 2017, there were no impairments recorded.

The Company's long-lived property and equipment, feature film and television production assets are required to be measured at fair value on a non-recurring basis if it is determined that indicators of impairment exist. These assets are recorded at fair value only when an impairment is recognized. During the three months ended June 30, 2018, we recorded a non-cash abandonment charge of \$1,693 to write off the carrying value of internal use software that we deemed will no longer be used by the Company and had no further alternative use. This charge is included as a component of Operating expenses on the Consolidated Statements of Operations and included within our Media segment results. With the exception of this charge, the Company did not record any other impairment charges on long lived property and equipment and television production assets during the three and six months ended June 30, 2018 and 2017. The Company classifies these assets as Level 3 within the fair value hierarchy due to significant unobservable inputs.

During the six months ended June 30, 2018, the Company recorded impairment charges of \$1,488 and \$3,162 on feature film production assets based upon fair value measurements of \$1,793 and \$2,697, respectively. See Note 8, Feature Film Production Assets, Net, for further discussion. The Company classifies these assets as Level 3 within the fair value hierarchy due to significant unobservable inputs. The Company utilizes a discounted cash flows model to determine the fair value of these impaired films where indicators of impairment exist. The significant unobservable inputs to this model are the Company's expected cash flows for the film, including projected home video sales, pay and free TV sales and international sales, and a discount rate of 13% that we estimate market participants would seek for bearing the risk associated with such assets. The Company utilizes an independent third-party valuation specialist who assists us in gathering the necessary inputs used in our model.

The fair value of the Company's long-term debt, consisting of a mortgage loan assumed in connection with a building purchase and a promissory note secured by the Company's Corporate Jet, is estimated based upon quoted price estimates for similar debt arrangements. At June 30, 2018, the face amount of the mortgage loan and promissory note approximates their fair value.

The convertible debt is not marked to fair value at the end of each reporting period, but instead is reported at amortized cost. As of June 30, 2018 and December 31, 2017, the calculation of the fair value of the debt component of the Company's convertible debt required the use of Level 3 inputs, and was determined by calculating the fair value of



similar debt without the associated conversion feature based on market conditions at that time:

	June 30, 2018		December 31, 2017	
	Fair Value	Carrying Value (1)	Fair Value	Carrying Value (1)
Convertible senior notes	\$ 188,251	\$ 185,040	\$ 182,661	\$ 182,783

(1) The carrying value of the convertible debt instrument presented in the table above represents the face value of the convertible note less unamortized debt discount.

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## 12. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses consisted of the following:

	As of	
	June 30, 2018	December 31, 2017
Trade related	\$ 9,300	\$ 12,727
Staff related	9,914	7,980
Management incentive compensation	19,299	21,556
Talent related	7,319	5,356
Accrued WWE Network related expenses	2,726	2,633
Accrued event and television production	14,018	7,929
Accrued legal and professional	5,097	5,182
Accrued purchases of property and equipment	3,636	2,334
Accrued film liability	2,682	1,993
Accrued income taxes (a)	499	—
Accrued other	15,421	10,048
Total	\$ 89,911	\$ 77,738

(a) At December 31, 2017, income taxes had a refundable balance of \$3,158 and was included in prepaid expenses and other current assets on our Consolidated Balance Sheets.

Accrued other includes accruals for our international and licensing business activities, as well as other miscellaneous accruals, none of which categories individually exceeds 5% of current liabilities.

## 13. Convertible Debt

In December 2016, we issued \$200,000 aggregate principal amount of 3.375% convertible senior notes due 2023 and subsequently in January 2017, we issued an additional \$15,000 aggregate principal amount of such convertible notes through the partial exercise of an over-allotment option (collectively, the “Convertible Notes”). The Convertible Notes are due December 15, 2023, unless earlier repurchased by us or converted. Interest is payable semi-annually in arrears on June 15 and December 15 of each year. The sale of the Convertible Notes in December 2016 and January 2017 resulted in \$193,899 and \$14,534 in net proceeds, respectively, to WWE after deducting the initial purchasers’ discount and the estimated offering expenses. We used \$36,658 of the net proceeds from the sale of the Convertible Notes to pay the cost of the convertible bond hedges, as described below, after such cost was partially offset by the proceeds to us from the sale of warrants in the warrant transactions, as described below.

The Convertible Notes are governed by an Indenture between us, as issuer, and U.S. Bank, National Association, as trustee. The Convertible Notes will be our general unsecured obligations and will rank senior in right of payment to any of our indebtedness that is expressly subordinated in right of payment to the Convertible Notes; equal in right of payment to any of our unsecured indebtedness that is not so subordinated; effectively junior in right of payment to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities (including trade payables) of our subsidiaries. In the event of our bankruptcy, liquidation, reorganization or other winding up, our assets that secure secured debt will be available to pay obligations on the Convertible Notes only after all indebtedness under such secured debt has been repaid in full from such assets.

Upon conversion of the Convertible Notes, we will pay or deliver, as the case may be, cash, shares of our Class A common stock or a combination of cash and shares of Class A common stock, at our election, at a conversion rate of approximately 40.1405 shares of common stock per \$1 principal amount of the Convertible Notes, which corresponds to an initial conversion price of approximately \$24.91 per share of our Class A common stock. At any time, prior to the close on the business day immediately preceding June 15, 2023, the Convertible Notes will be convertible under the following circumstances:

- a) During any calendar quarter beginning after the calendar quarter ending on December 31, 2016 (and only during such calendar quarter), if the last reported sale price of our Class A common stock for at least 20 trading days (whether or not consecutive)

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during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding quarter is greater than or equal to 130% of the conversion price on each applicable trading day;

b) During the 5 business day period after any 10 consecutive trading day period (the “measurement period”) in which the trading price per \$1 principal amount of Convertible Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of our Class A common stock and the conversion rate on each such trading day;

c) Upon the occurrence of specified corporate events; or

d) On or after June 15, 2023 until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert all or any portion of their Convertible Notes, in multiples of \$1 principal amount, at the option of the holder regardless of the foregoing circumstances.

Pursuant to item (a) noted above, holders of the Convertible Notes have the right to convert their notes at any time during the period covering April 1, 2018 through September 30, 2018. As of June 30, 2018, since the Convertible Notes are convertible at the option of the holders, the Convertible Notes were reclassified to current liabilities from non-current liabilities on our Consolidated Balance Sheet. As of June 30, 2018, no actual conversions have occurred to date. Refer to Note 5, Earnings Per Share, for a description of the dilutive nature of the Convertible Notes.

As a result of our cash conversion option, we separately accounted for the value of the embedded conversion option as a debt discount. The value of the embedded conversion option was determined based on the estimated fair value of the debt without the conversion feature, which was determined using an expected present value technique (income approach) to estimate the fair value of similar nonconvertible debt; the debt discount is being amortized as additional non-cash interest expense over the term of the Convertible Notes using the effective interest method with an effective interest rate of 6.40% per annum. The equity component is not remeasured as long as it continues to meet the conditions for equity classification. In accounting for the transaction costs related to the Note issuances, we allocated the total amount of offering costs incurred to the debt and equity components based on their relative values. Offering costs attributable to the debt component, totaling \$5,454, are being amortized as non-cash interest expense over the term of the Convertible Notes, and offering costs attributable to the equity component, totaling \$1,110, were netted with the equity component in stockholders' equity.

The Convertible Notes consisted of the following components:

	As of	
	June 30, 2018	December 31, 2017
Debt component:		
Principal	\$ 215,000	\$ 215,000
Less: Unamortized debt discount	(29,960)	(32,217)
Less: Unamortized debt issuance costs	(4,598)	(4,883)
Net carrying amount	\$ 180,442	\$ 177,900

Equity component (1) \$ 35,547 \$ 35,547

(1) Recorded in the Consolidated Balance Sheets within additional paid-in capital, net of the \$1,110 issuance costs in equity.

The following table sets forth total interest expense recognized related to the Convertible Notes:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
3.375% contractual coupon	\$ 1,814	\$ 1,814	\$ 3,628	\$ 3,604
Amortization of debt discount	1,138	1,068	2,257	2,104
Amortization of debt issuance costs	153	137	301	269
Interest expense	\$ 3,105	\$ 3,019	\$ 6,186	\$ 5,977

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Convertible Note Hedge

In connection with the pricing of the Convertible Notes in December 2016 and January 2017, we entered into convertible note hedge transactions with respect to our Class A common stock (the “Note Hedge”) with three separate counterparties. The Note Hedge transactions in December 2016 and January 2017 resulted in an aggregate payment to the Note Hedge counterparties of \$34,100 and \$2,558, respectively. The Note Hedge transactions cover approximately 8.03 million shares of our Class A common stock related to the December 2016 issuance and 602,107 shares of our Class A common stock related to the January 2017 issuance, and are exercisable upon conversion of the Convertible Notes. The Note Hedge will expire on December 15, 2023, unless earlier terminated. The Note Hedge transactions have been accounted for as part of additional paid-in capital.

Warrant Transactions

In connection with entering into the Note Hedge transactions described above, we also concurrently entered into separate warrant transactions (the “Warrants”), to sell warrants to acquire approximately 8.03 million shares of our Class A common stock in connection with the Note Hedge transaction in December 2016 and 602,107 shares of our Class A common stock in connection with the Note Hedge transaction in January 2017, both at an initial strike price of approximately \$31.89 per share, which represents a premium of approximately 60.0% over the last reported sale price of our Class A common stock of \$19.93 on December 12, 2016 (initial issuance date of the Convertible Notes). The Warrant transactions in December 2016 and January 2017 resulted in aggregate proceeds received of \$19,460 and \$1,460, respectively, from the sale of the Warrants to the counterparties. The Warrants transactions have been accounted for as part of additional paid-in capital.

14. Long-Term Debt and Credit Facility

Long-Term Debt

Included within Long-Term Debt are the following:

	As of	
	June 30, 2018	December 31, 2017
Current portion of long-term debt:		
Aircraft financing	\$ 4,689	\$ 4,638
Mortgage	339	—
Total current portion of long-term debt	\$ 5,028	\$ 4,638
Long-term debt:		
Aircraft financing	\$ 5,601	\$ 7,958
Mortgage	22,661	23,000
Total long-term debt	\$ 28,262	\$ 30,958
Total	\$ 33,290	\$ 35,596
Mortgage		

In September 2016, the Company acquired real property and assumed future obligations under a loan agreement, dated June 8, 2015, in the principal amount of \$23,000, which loan is secured by a mortgage on the property. The loan bears interest at the rate of 4.50% per annum and required monthly interest only payments of \$86 until June 2018 and interest and principal payments of \$117 per month thereafter, with a balloon payment on maturity in July 2025. There is a significant yield maintenance premium for prepayments. Pursuant to the loan agreement, since the assets of WWE Real Estate, a subsidiary of the Company, represent collateral for the underlying mortgage, these assets will not be available to satisfy debts and obligations due to any other creditors of the Company.

#### Aircraft Financing

In August 2013, the Company entered into a \$31,568 promissory note (the "Aircraft Note") with Citizens Asset Finance, Inc., for the purchase of a 2007 Bombardier Global 5000 aircraft and refurbishments. In August 2017, the Aircraft Note was assigned to Fifth

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Third Equipment Finance Company. The Aircraft Note bears interest at a rate of 2.18% per annum, is payable in monthly installments of \$406, inclusive of interest, and has a final maturity of August 7, 2020. The Aircraft Note is secured by a first priority perfected security interest in the purchased aircraft.

Credit Facility

Revolving Credit Facility

In December 2016, in connection with the issuance of the Convertible Notes, the Company entered into an amended and restated \$100,000 senior unsecured revolving credit facility with a syndicated group of banks, with JPMorgan Chase Bank, N.A. acting as Administrative Agent (the "Revolving Credit Facility"). The Revolving Credit Facility has a maturity date of July 29, 2021. Applicable interest rates for the borrowings under the Revolving Credit Facility are based on the Company's current consolidated leverage ratio. As of June 30, 2018, the LIBOR-based rate plus margin was 3.84%. The Company is required to pay a commitment fee calculated at a rate per annum of 0.30% on the average daily unused portion of the Revolving Credit Facility. Under the terms of the Revolving Credit Facility, the Company is subject to certain financial covenants and restrictions, including restrictions on our ability to pay dividends and limitations with respect to our indebtedness, liens, mergers and acquisitions, dispositions of assets, investments, capital expenditures and transactions with affiliates.

As of June 30, 2018, the Company was in compliance with the Revolving Credit Facility and had available debt capacity under the terms of the Revolving Credit Facility of \$100,000. As of June 30, 2018 and December 31, 2017, there were no amounts outstanding under the Revolving Credit Facility.

15. Concentration of Credit Risk

We continually monitor our position with, and the credit quality of, the financial institutions that are counterparties to our financial instruments. Our accounts receivable relate principally to a limited number of distributors, including our WWE Network, television, pay-per-view, and home video distributors, and licensees. We closely monitor the status of receivables with these customers and maintain allowances for anticipated losses as deemed appropriate. At June 30, 2018, our two largest receivable balances from customers were 33% and 14% of our gross accounts receivable. At December 31, 2017, our largest receivable balance from customers was 16% of our gross accounts receivable. No other customers individually exceeded 10% of our gross accounts receivable balance.



## 16. Income Taxes

As of June 30, 2018, we had \$16,177 of deferred tax assets, net, included in non-current income tax assets in our Consolidated Balance Sheets. As of December 31, 2017, we had \$18,984 of deferred tax assets, net, included in Non-current income tax assets in our Consolidated Balance Sheets.

The Tax Act, which was enacted in December 2017, reduces the U.S. federal corporate income tax rate from 35% to 21%, effective as of January 1, 2018, and creates a territorial-style taxing system. The Tax Act also requires companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously deferred and creates new taxes on certain types of foreign earnings. We are subject to the provisions of FASB ASC 740-10, Income Taxes, which requires that the effect on deferred tax assets and liabilities of a change in tax rates be recognized in the period the tax rate change was enacted. In December 2017, the SEC staff issued Staff Accounting Bulletin (“SAB”) 118 which provides that companies that have not completed their accounting for the effects of the Tax Act but can determine a reasonable estimate of those effects should include a provisional amount based on their reasonable estimate in their financial statements. The guidance in SAB 118 also allows companies to adjust the provisional amounts during a one-year measurement period which is similar to the measurement period used when accounting for business combinations.

As of June 30, 2018, we have not completed our accounting for all the tax effects associated with the enactment of the Tax Act. However, we have made a reasonable estimate of (a) the effects on our existing deferred tax balances, (b) the one-time transition tax, (c) global intangible low-taxed income and (e) foreign-derived intangible income.

We continue to gather additional information related to the transition tax estimates and deferred tax estimates to more precisely compute the transition tax and remeasurement of deferred taxes. We anticipate additional Internal Revenue Service guidance relative to the impacts of the Tax Act will be forthcoming throughout 2018.

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The Company considers all available evidence, both positive and negative, to determine whether, based on the weight of that evidence, a valuation allowance is required to reduce the net deferred tax assets to the amount that is more likely than not to be realized in future periods. The Company believes that based on past performance, expected future taxable income and prudent and feasible tax planning strategies, it is more likely than not that the net deferred tax assets will be realized. Changes in these factors may cause us to increase our valuation allowance on deferred tax assets, which would impact our income tax expense in the period we determine that these factors have changed.

17. Film and Television Production Incentives

The Company has access to various governmental programs that are designed to promote film and television production within the United States of America and certain international jurisdictions. Incentives earned with respect to expenditures on qualifying film production activities and capital projects are recorded as an offset to the related asset balances. Incentives earned with respect to television and other production activities are recorded as an offset to production expenses. The Company recognizes these benefits when we have reasonable assurance regarding the realizable amount of the incentives.

We recorded \$15 and \$483 of feature film production incentives during the six months ended June 30, 2018 and 2017, respectively.

18. Commitments and Contingencies

Legal Proceedings

On October 23, 2014, a lawsuit was filed in the U. S. District Court for the District of Oregon, entitled William Albert Haynes III, on behalf of himself and others similarly situated, v. World Wrestling Entertainment, Inc. This complaint was amended on January 30, 2015 and alleged that the Company ignored, downplayed, and/or failed to disclose the risks associated with traumatic brain injuries suffered by WWE's performers and seeks class action status. On March 31, 2015, the Company filed a motion to dismiss the first amended class action complaint in its entirety or, if not dismissed, to transfer the lawsuit to the U.S. District Court for the District of Connecticut. Without addressing the merits of the Company's motion to dismiss, the Court transferred the case to Connecticut on June 25, 2015. The plaintiffs filed an objection to such transfer, which was denied on July 27, 2015. On January 16, 2015, a second

lawsuit was filed in the U.S. District Court for the Eastern District of Pennsylvania, entitled Evan Singleton and Vito LoGrasso, individually and on behalf of all others similarly situated, v. World Wrestling Entertainment, Inc., alleging many of the same allegations as Haynes. On February 27, 2015, the Company moved to transfer venue to the U.S. District Court for the District of Connecticut due to forum-selection clauses in the contracts between WWE and the plaintiffs and that motion was granted on March 23, 2015. The plaintiffs filed an amended complaint on May 22, 2015 and, following a scheduling conference in which the court ordered the plaintiffs to cure various pleading deficiencies, the plaintiffs filed a second amended complaint on June 15, 2015. On June 29, 2015, WWE moved to dismiss the second amended complaint in its entirety. On April 9, 2015, a third lawsuit was filed in the U. S. District Court for the Central District of California, entitled Russ McCullough, a/k/a "Big Russ McCullough," Ryan Sakoda, and Matthew R. Wiese a/k/a "Luther Reigns," individually and on behalf of all others similarly situated, v. World Wrestling Entertainment, Inc., asserting similar allegations to Haynes. The Company again moved to transfer the lawsuit to Connecticut due to forum-selection clauses in the contracts between WWE and the plaintiffs, which the California court granted on July 10, 2015. On September 21, 2015, the plaintiffs amended this complaint, and, on November 16, 2015, the Company moved to dismiss the amended complaint. Each of these suits seeks unspecified actual, compensatory and punitive damages and injunctive relief, including ordering medical monitoring. The Haynes and McCullough cases purport to be class actions. On February 18, 2015, a lawsuit was filed in Tennessee state court and subsequently removed to the U.S. District Court for the Western District of Tennessee, entitled Cassandra Frazier, individually and as next of kin to her deceased husband, Nelson Lee Frazier, Jr., and as personal representative of the Estate of Nelson Lee Frazier, Jr. Deceased, v. World Wrestling Entertainment, Inc. A similar suit was filed in the U. S. District Court for the Northern District of Texas entitled Michelle James, as mother and next friend of Matthew Osborne, minor child, and Teagan Osborne, a minor child v. World Wrestling Entertainment, Inc. These lawsuits contain many of the same allegations as the other lawsuits alleging traumatic brain injuries and further allege that the injuries contributed to these former talents' deaths. WWE moved to transfer the Frazier and Osborne lawsuits to the U.S. District Court for the District of Connecticut based on forum-selection clauses in the decedents' contracts with WWE, which motions were granted by the respective courts. On November 23, 2015, amended complaints were filed in Frazier and Osborne, which the Company moved to dismiss on December 16, 2015 and December 21, 2015, respectively. On November 10, 2016, the Court granted the Company's motions to dismiss the Frazier and Osborne lawsuits in their entirety. On June 29, 2015, the Company filed a declaratory judgment action in the U. S. District Court for the District of Connecticut entitled World Wrestling Entertainment, Inc. v. Robert Windham, Thomas Billington, James Ware, Oreal Perras and various John and Jane Does seeking a declaration against these former

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performers that their threatened claims related to alleged traumatic brain injuries and/or other tort claims are time-barred. On September 21, 2015, the defendants filed a motion to dismiss this complaint, which the Company opposed. The Court previously ordered a stay of discovery in all cases pending decisions on the motions to dismiss. On January 15, 2016, the Court partially lifted the stay and permitted discovery only on three issues in the case involving Singleton and LoGrasso. Such discovery was completed by June 1, 2016. On March 21, 2016, the Court issued a memorandum of decision granting in part and denying in part the Company's motions to dismiss the Haynes, Singleton/LoGrasso, and McCullough lawsuits. The Court granted the Company's motions to dismiss the Haynes and McCullough lawsuits in their entirety and granted the Company's motion to dismiss all claims in the Singleton/LoGrasso lawsuit except for the claim of fraud by omission. On March 22, 2016, the Court issued an order dismissing the Windham lawsuit based on the Court's memorandum of decision on the motions to dismiss. On April 4, 2016, the Company filed a motion for reconsideration with respect to the Court's decision not to dismiss the fraud by omission claim in the Singleton/LoGrasso lawsuit and, on April 5, 2016, the Company filed a motion for reconsideration with respect to the Court dismissal of the Windham lawsuit. On July 21, 2016, the Court denied the Company's motion in the Singleton/LoGrasso lawsuit and granted in part the Company's motion in the Windham lawsuit. On April 20, 2016, the plaintiffs filed notices of appeal of the Haynes and McCullough lawsuits. On April 27, 2016, the Company moved to dismiss the appeals for lack of appellate jurisdiction, which motions were granted, and the appeals were dismissed with leave to appeal upon the resolution of all of the consolidated cases. The Company filed a motion for summary judgment on the sole remaining claim in the Singleton/LoGrasso lawsuit, which was granted on March 28, 2018. The Company also filed a motion for judgment on the pleadings against the Windham defendants. Lastly, on July 18, 2016, a lawsuit was filed in the U.S. District Court for the District of Connecticut, entitled Joseph M. Laurinaitis, et al. vs. World Wrestling Entertainment, Inc. and Vincent K. McMahon, individually and as the trustee of certain trusts. This lawsuit contains many of the same allegations as the other lawsuits alleging traumatic brain injuries and further alleges, among other things, that the plaintiffs were misclassified as independent contractors rather than employees denying them, among other things, rights and benefits under the Occupational Safety and Health Act (OSHA), the National Labor Relations Act (NLRA), the Family and Medical Leave Act (FMLA), federal tax law, and various state Worker's Compensation laws. This lawsuit also alleges that the booking contracts and other agreements between the plaintiffs and the Company are unconscionable and should be declared void, entitling the plaintiffs to certain damages relating to the Company's use of their intellectual property. The lawsuit alleges claims for violation of RICO, unjust enrichment, and an accounting against Mr. McMahon. The Company and Mr. McMahon moved to dismiss this complaint on October 19, 2016. On November 9, 2016, the Laurinaitis plaintiffs filed an amended complaint. On December 23, 2016, the Company and Mr. McMahon moved to dismiss the amended complaint. On September 29, 2017, the Court issued an order on the motion to dismiss pending in the Laurinaitis case and on the motion for judgment on the pleadings pending in the Windham case. The Court reserved judgment on the pending motions and ordered that within thirty-five (35) days of the date of the order the Laurinaitis plaintiffs and the Windham defendants file amended pleadings that comply with the Federal Rules of Civil Procedure. The Court further ordered that each of the Laurinaitis plaintiffs and the Windham defendants submit to the Court for in camera review affidavits signed and sworn under penalty of perjury setting forth facts within each

plaintiff's or declaratory judgment-defendant's personal knowledge that form the factual basis of their claim or defense. On November 3, 2017, the Laurinaitis plaintiffs filed a second amended complaint. The Company and Mr. McMahon believe that the second amended complaint fails to comply with the Court's September 29, 2017 order and otherwise remains legally defective for all of the reasons set forth in their motion to dismiss the amended complaint. Also on November 3, 2017, the Windham defendants filed a second answer. The Company does not know if the Laurinaitis Plaintiffs and Windham Defendants submitted the affidavits required under the Court's September 29, 2017 order. On November 17, 2017, the Company and Mr. McMahon filed a response that, among other things, urged the Court to grant the motion for judgment on the pleadings against the Windham defendants and dismiss the Laurinaitis plaintiffs' complaint with prejudice and award sanctions against the Laurinaitis plaintiffs' counsel because the amended pleadings fail to comply with the Court's September 29, 2017 order and the Federal Rules of Civil Procedure. The Company believes all claims and threatened claims against the Company in these various lawsuits are being prompted by the same plaintiffs' lawyer and are without merit. The Company intends to continue to defend itself against these lawsuits vigorously.

In addition to the foregoing, from time to time we become a party to other lawsuits and claims. By its nature, the outcome of litigation is not known, but the Company does not currently expect this ordinary course litigation to have a material adverse effect on our financial condition, results of operations or liquidity.

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19. Related Party Transactions

On April 3, 2018, the Company entered into transactions with Alpha Entertainment, LLC (“Alpha”), an entity controlled by Vincent K. McMahon, granting Alpha rights to launch a professional football league under the name “XFL”. Alpha has announced that it expects that this launch will occur in early 2020. Under these agreements, WWE received, among other things, an equity interest in Alpha without payment by or other financial obligation to WWE. The investment will be accounted for under the equity method of accounting. WWE’s equity interest in the net assets of Alpha at the transaction closing date on April 3, 2018 was insignificant. During the three months ended June 30, 2018, WWE recorded its proportionate share of Alpha’s reported losses which reduced the investment value to zero as of June 30, 2018. In addition, WWE entered into a support services agreement to provide Alpha with certain administrative support services with the costs of such services billed to Alpha on a cost-plus margin basis. Amounts billed to Alpha for the three and six months ended June 30, 2018 were not significant.

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

You should read the following discussion in conjunction with the consolidated financial statements and related notes included elsewhere in this report.

Our operations are organized around the following principal activities:

#### Media:

- The Media segment reflects the production and monetization of long-form and short-form video content across various platforms, including WWE Network, pay television, digital and social media, as well as filmed entertainment. Across these platforms, revenues principally consist of content rights fees, subscriptions to WWE Network, and advertising and sponsorships.

#### Live Events:

- Live events provide ongoing content for our media platforms. Live Event segment revenues consist primarily of ticket sales, including primary and secondary distribution, as well as the sale of travel packages associated with the Company's global live events.

#### Consumer Products:

- The Consumer Products segment engages in the merchandising of WWE branded products, such as video games, toys and apparel, through licensing arrangements and direct-to-consumer sales. Revenues principally consist of royalties and licensee fees related to WWE branded products, and sales of merchandise distributed at our live events and through eCommerce platforms.

### Results of Operation

In the first quarter of 2018, the Company revised its reportable segments to better reflect the way the Company now manages its business, including resource allocation and assessment. Over the past several years, the Company has evolved its business model, with an increasing share of revenue coming from the monetization of the Company's video content across digital and direct-to-consumer platforms. As the business model evolved, management's analysis of its business segment results and the decisions on resource allocations to its businesses has also changed. These changes necessitated a change in the Company's segment reporting to align with management's operational view. To reflect management's revised perspective, as discussed in Note 1, effective on January 1, 2018, the Company now classifies its operations into three reportable segments: Media, Live Events and Consumer Products. Segment information is prepared on the same basis that our chief operating decision maker manages the segments, evaluates financial results, and makes key operating decisions.

Additionally, as part of the segment changes, certain business support functions including sales and marketing, international, talent development and other business support functions previously reported in our Corporate and Other segment are now allocated to the three reportable segments based primarily on a percentage of revenue contribution. The remaining unallocated corporate expenses largely relate to corporate administrative functions, including finance, investor relations, community relations, corporate communications, information technology, legal, human resources and our Board of Directors. The Company does not allocate these costs to its business segments, as they do not directly relate to revenue generating activities. These unallocated corporate expenses will be shown, as applicable, as a reconciling item in tables where segment and consolidated results are both shown. Revenues from transactions

between our operating segments are not material.

In connection with the segment changes noted above, beginning in the first quarter of 2018, the Company also changed its primary measure of segment performance from operating income before depreciation and amortization (“OIBDA”) to Adjusted OIBDA. The Company defines Adjusted OIBDA as operating income before depreciation and amortization, excluding stock-based compensation, certain impairment charges and other non-recurring material items. Adjusted OIBDA includes amortization expenses directly related to the Company’s revenue generating activities, including feature film and television production asset amortization, as well as the amortization of costs related to content delivery and technology assets utilized for our WWE Network. The Company believes the presentation of Adjusted OIBDA is relevant and useful for investors because it allows investors to view our segment performance in the same manner as the primary method used by management to evaluate segment performance and make decisions about allocating resources. Additionally, we believe that Adjusted OIBDA provides a meaningful representation of operating cash flows generated by our segments, and is a primary measure used by media investors, analysts and peers for comparative purposes.

Adjusted OIBDA is a non-GAAP financial measure and may be different than similarly-titled non-GAAP financial measures used by other companies. A limitation of Adjusted OIBDA is that it excludes depreciation and amortization, which represents the periodic charge for certain fixed assets and intangible assets used in generating revenues for our business. Additionally, Adjusted OIBDA excludes



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stock-based compensation, a non-cash expense that may vary between periods with limited correlation to underlying operating performance, as well as other non-recurring material items. Adjusted OIBDA should not be regarded as an alternative to operating income or net income as an indicator of operating performance, or to the statement of cash flows as a measure of liquidity, nor should it be considered in isolation or as a substitute for financial measures prepared in accordance with GAAP. We believe that operating income is the most directly comparable GAAP financial measure to Adjusted OIBDA. See Note 3, Segment Information, in the accompanying Consolidated Financial Statements for a reconciliation of Adjusted OIBDA to operating income for the periods presented.

Financial information and disclosures for prior periods have been revised to conform to the current period presentation. Such revisions have no impact on our consolidated financial condition, results of operations or cash flows for the periods presented.

Three Months Ended June 30, 2018 compared to Three Months Ended June 30, 2017

(dollars in millions)

## Summary

The following tables present our consolidated results followed by our Adjusted OIBDA results:

	Three Months Ended		Increase	
	June 30, 2018	2017	(decrease)	
Net revenues				
Media	\$ 202.6	\$ 137.2	48	%
Live Events	52.3	52.8	(1)	%
Consumer Products	26.7	24.6	9	%
Total net revenues (1)	281.6	214.6	31	%
Operating expenses				
Media	145.9	110.1	33	%
Live Events	33.5	30.9	8	%
Consumer Products	19.5	17.0	15	%
Total operating expenses (2)	198.9	158.0	26	%
Marketing and selling expenses				
Media	21.8	14.6	49	%
Live Events	5.4	4.8	13	%
Consumer Products	2.5	2.2	14	%
Total marketing and selling expenses (3)	29.7	21.6	38	%
General and administrative expenses (4)	24.9	18.0	38	%
Depreciation and amortization	6.9	6.3	10	%

Operating income	21.2	10.7	98	%
Interest expense	4.7	3.7	27	%
Loss on equity investment	3.0	—	100	%
Investment and other income, net	1.0	0.8	25	%
Income before income taxes	14.5	7.8	86	%
Provision for income taxes	4.5	2.7	67	%
Net income	\$ 10.0	\$ 5.1	96	%

- (1) Our consolidated net revenues increased by \$67.0 million, or 31%, in the current year quarter as compared to the prior year quarter. This increase was driven primarily by revenues associated with the distribution of certain live in-ring programming content in international markets, the effect of which is reflected primarily in other revenues within our Media segment. Additionally, we recognized \$6.1 million in incremental revenues associated with the contractual escalation of our core content rights fees (Raw and SmackDown Live). For further analysis, refer to Management's Discussion and Analysis of our business segments.
- (2) Our consolidated operating expenses increased by \$40.9 million, or 26%, in the current year quarter as compared to the prior year quarter. This increase was primarily driven by increased costs related to the distribution of certain live in-ring programming content in international markets. Additionally, we incurred higher staff related costs, including management incentive compensation and stock compensation, resulting from improved operating performance and an increase in the Company's stock price. For further analysis, refer to Management's Discussion and Analysis of our business segments.
- (3) Our consolidated marketing and selling expenses increased by \$8.1 million, or 38%, in the current year quarter as compared to the prior year quarter. This increase was primarily driven by higher sponsorship expense across our segments as a result of our increased sales. For further analysis, refer to Management's Discussion and Analysis of our business segments.

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(4) Our consolidated general and administrative expenses increased by \$6.9 million, or 38%, in the current year quarter as compared to the prior year quarter. This increase is primarily driven by higher staff related costs, including management incentive compensation and stock compensation, resulting from improved operating performance and an increase in the Company's stock price. For further analysis, refer to Management's Discussion and Analysis of our unallocated corporate expenses.

	Three Months Ended		Increase (decrease)	
	June 30, 2018	2017		
Adjusted OIBDA				
Media	\$ 44.5	\$ 17.8	150	%
Live Events	14.7	17.7	(17)	%
Consumer Products	6.9	6.3	10	%
Corporate	(22.6)	(17.5)	29	%
Total Adjusted OIBDA	\$ 43.5	\$ 24.3	79	%

## Media

The following tables present the performance results and key drivers for our Media segment (dollars in millions, except where noted):

	Three Months Ended		Increase (decrease)	
	June 30, 2018	2017		
Revenues				
Network (including pay-per-view)	\$ 56.2	\$ 52.1	8	%
Core content rights fees (1)	66.2	60.1	10	%
Advertising and sponsorship	19.6	13.1	50	%
Other (2)	60.6	11.9	409	%
Total revenues	\$ 202.6	\$ 137.2	48	%
Operating Metrics				
Number of paid WWE Network subscribers at period end	1,742,400	1,567,900	11	%
Domestic	1,272,100	1,157,800	10	%

International (3)	470,300	410,100	15	%
Number of average paid WWE Network subscribers	1,799,700	1,634,400	10	%
Domestic	1,316,100	1,212,400	9	%
International (3)	483,600	422,000	15	%

- (1) Core content rights fees consist primarily of licensing revenues earned from the distribution of our flagship programs, Raw and SmackDown Live, through global broadcast, pay television and digital platforms.
- (2) Other revenues within our Media segment reflect revenues earned from the distribution of other content, including, but not limited to, scripted, reality and other in-ring programming, as well as theatrical and direct-to-home video releases.
- (3) Metrics reflect subscribers who are direct customers of WWE Network and estimated subscribers under licensed partner agreements, which have different economic terms for WWE Network.

	Three Months Ended			
	June 30,			
	2018		2017	
		% of		% of
Reconciliation of Operating Income to Adjusted OIBDA		Rev		Rev
Operating income	\$ 32.0	16 %	\$ 9.6	7 %
Depreciation and amortization	3.0	1 %	2.9	2 %
Stock-based compensation	9.5	5 %	4.2	3 %
Other adjustments (1)	—	—%	1.1	1 %
Adjusted OIBDA	\$ 44.5	22 %	\$ 17.8	13 %

- (1) Other adjustments in the prior year quarter include certain impairment charges related to our feature films.

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Media revenues increased by \$65.4 million, or 48%, in the current quarter as compared to the prior year quarter. Other revenues increased by \$48.7 million, or 409%, primarily driven by revenues associated with the distribution of certain live in-ring programming content in international markets. Media revenues also reflected increased sales of advertising and sponsorships of \$6.5 million, or 50%, across all Media segment platforms. Core content rights fees increased by \$6.1 million, or 10%, driven primarily by the contractual increases associated with the distribution agreements of our flagship programs, Raw and SmackDown Live. Network revenues, which include revenues generated by WWE Network subscriptions and pay-per-view, increased by \$4.1 million, or 8%, due to an increase in paid subscribers. During the quarter ended June 30, 2018, WWE Network had an average of 1,799,700 paid subscribers, compared to an average of 1,634,400 subscribers in the prior year quarter. The subscription pricing of WWE Network at June 30, 2018 is \$9.99 per month with no minimum commitment.

Media Adjusted OIBDA as a percentage of revenues increased in the current year quarter as compared to the prior year quarter. This increase was driven by the increase in revenues and changes in product mix.

## Live Events

The following tables present the performance results and key drivers for our Live Events segment (dollars in millions, except where noted):

	Three Months Ended		Increase	
	June 30, 2018	2017	(decrease)	
Revenues				
North American ticket sales	\$ 33.5	\$ 35.9	(7)	%
International ticket sales	13.5	12.4	9	%
Advertising and sponsorship	0.9	0.7	29	%
Other (1)	4.4	3.8	16	%
Total revenues	\$ 52.3	\$ 52.8	(1)	%
Operating Metrics (2)				
Total live event attendance	526,100	586,300	(10)	%
Number of North American events	61	66	(8)	%
Average North American attendance	5,900	6,400	(8)	%
Average North American ticket price (dollars)	\$ 81.71	\$ 77.60	5	%
Number of international events	29	26	12	%
Average international attendance	5,700	6,300	(10)	%
Average international ticket price (dollars)	\$ 78.31	\$ 72.75	8	%

- (1) Other revenues within our Live Events segment primarily consists of the sale of travel packages associated with the Company's global live events and commissions earned through secondary ticketing.
- (2) Metrics exclude the events for our NXT brand. This is our developmental brand that typically conducts their events in smaller venues with lower ticket prices. We conducted 50 NXT events with paid attendance of 48,000 and average ticket prices of \$51.19 in the current year quarter as compared to 51 events with paid attendance of 52,100 and average ticket prices of \$43.54 in the prior year quarter.

	Three Months Ended			
	June 30, 2018		2017	
		% of		% of
Reconciliation of Operating Income to Adjusted OIBDA		Rev		Rev
Operating income	\$ 13.4	26 %	\$ 17.1	32 %
Depreciation and amortization	—	—%	—	—%
Stock-based compensation	1.3	2 %	0.6	1 %
Other adjustments	—	—%	—	—%
Adjusted OIBDA	\$ 14.7	28 %	\$ 17.7	34 %

Live Events revenues, which include revenues from ticket sales and travel packages, decreased by \$0.5 million, or 1%, in the current year quarter as compared to the prior year quarter. Revenues from our North American ticket sales decreased by \$2.4 million, or 7%, as five fewer events and an 8% decline in average attendance reduced revenues by \$4.8 million. This decline was partially offset by an increase in average ticket prices, which contributed \$1.5 million in incremental revenues. Revenues from our international ticket

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sales increased by \$1.1 million, or 9%, as the impact of three additional events and higher average ticket prices was partially offset by 10% reduction in average attendance.

Live Events Adjusted OIBDA as a percentage of revenues decreased in the current year quarter as compared to the prior year quarter. This decrease was primarily driven by the impact of increased production costs and an increase in fixed costs, partially due to increased management incentive compensation.

## Consumer Products

The following tables present the performance results and key drivers for our Consumer Products segment (dollars in millions, except where noted):

	Three Months Ended		Increase (decrease)	
	June 30, 2018	2017		
Revenues				
Consumer product licensing	\$ 10.8	\$ 9.4	15	%
eCommerce	8.1	8.4	(4)	%
Venue merchandise	7.8	6.8	15	%
Total revenues	\$ 26.7	\$ 24.6	9	%
Operating Metrics				
Average eCommerce revenue per order (dollars)	\$ 44.12	\$ 45.98	(4)	%
Number of eCommerce orders	182,000	178,400	2	%
Venue merchandise domestic per capita spending (dollars)	\$ 10.42	\$ 10.34	1	%

	Three Months Ended		% of Rev	
	June 30, 2018	2017		
Reconciliation of Operating Income to Adjusted OIBDA				
Operating income	\$ 4.6	\$ 5.5	17 %	22 %
Depreciation and amortization	—	—	— %	— %
Stock-based compensation	2.3	0.8	9 %	3 %

Other adjustments	—	—%	—	—%
Adjusted OIBDA	\$ 6.9	26 %	\$ 6.3	26 %

Consumer Products revenues increased by \$2.1 million, or 9%, in the current year quarter as compared to the prior year quarter. Consumer product licensing revenues increased by \$1.4 million, or 15%, primarily driven by higher royalties from the sale of our video games, including our franchise game, WWE 2K19. Venue merchandise revenues increased by \$1.0 million, or 15%, due to the timing of our annual WrestleMania Axxess fan engagement sessions, which occurred during the current year quarter. These sessions were held in the first quarter during the prior year, in conjunction with the activities leading up to WrestleMania 33 on April 2, 2017.

Consumer Products Adjusted OIBDA as a percentage of revenues was essentially unchanged in the current year quarter as compared to the prior year quarter.

#### Corporate

The remaining unallocated corporate expenses largely relate to corporate administrative functions, including finance, investor relations, community relations, corporate communications, information technology, legal, human resources and our Board of Directors. The Company does not allocate these costs to its business segments, as they do not directly relate to revenue generating activities.



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	Three Months Ended June 30,			
	2018		2017	
		% of		% of
Reconciliation of Operating Income to Adjusted OIBDA		Rev		Rev
Operating income	\$ (28.8)	(10)%	\$ (21.5)	(10)%
Depreciation and amortization	3.9	1 %	3.4	2 %
Stock-based compensation	2.3	1 %	0.6	0 %
Other adjustments	—	— %	—	— %
Adjusted OIBDA	\$ (22.6)	(8) %	\$ (17.5)	(8) %

Corporate Adjusted OIBDA decreased by \$5.1 million and remained flat as a percentage of total revenues in the current year quarter as compared to the prior year quarter as revenue growth was offset by additional management incentive compensation costs and increased sales and use tax expenses.

## Depreciation and Amortization

(dollars in millions)

	Three Months Ended		Increase (decrease)
	June 30, 2018	2017	
Depreciation and amortization	\$ 6.9	\$ 6.3	10 %

Depreciation and amortization expense increased by \$0.6 million, or 10%, in the current year quarter as compared to the prior year quarter, primarily driven by prior year capital expenditures.

## Interest Expense

(dollars in millions)

	Three Months Ended June 30,		Increase (decrease)	
	2018	2017		%
Interest expense	\$ 4.7	\$ 3.7	27	%

Interest expense relates primarily to interest and amortization associated with our convertible notes, our debt facilities, assumed mortgage and aircraft financing. Additionally, interest due relating to non-income tax filings is recorded as interest expense.

### Loss on Equity Investment

(dollars in millions)

	Three Months Ended June 30,		Increase (decrease)	
	2018	2017		%
Loss on equity investment	\$ 3.0	\$ —	100	%

During the second quarter of 2018, the Company recorded an impairment charge of \$3.0 million to write off an equity investment in a mobile video publishing business due to issues of the underlying investee company.

### Investment Income and Other Expense, Net

(dollars in millions)

	Three Months Ended June 30,		Increase (decrease)	
	2018	2017		%
Investment income, net	\$ 1.4	\$ 0.8	75	%
Other income (expense), net	\$ (0.4)	\$ —	(100)	%

Investment income, net increased by \$0.6 million, or 75%, in the current year quarter as compared to the prior year quarter, primarily driven by an increase in income from our short-term investment instruments. Other income (expense), net is primarily comprised of realized foreign currency translation losses, partially offset by rental and other non-operating income.



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## Income Taxes

(dollars in millions)

	Three Months		Increase (decrease)
	Ended		
	June 30,		
	2018	2017	
Provision for income taxes	\$ 4.5	\$ 2.7	67 %
Effective tax rate	31 %	35 %	

The effective tax rate was 31% in the current year quarter as compared to 35% in the prior year quarter. The reduction in the effective tax rate in the current year quarter was primarily driven by the reduction of the federal corporate income tax rate as a result of the Tax Cuts and Jobs Act of 2017 (the "Tax Act"), which was enacted on December 22, 2017.

During the third quarter of 2018, in connection with the vesting of the Company's annual stock-based awards, we expect to recognize an income tax benefit between \$20 million and \$25 million, as compared to \$1.6 million during the prior year quarter. This benefit results from the difference between the deduction the Company receives for tax purposes and the compensation cost recognized in the Company's financial statements related to these awards. The increase in the tax benefit during the current year is driven by the increase in the Company's stock price between when the Company granted the awards and the vesting date in the third quarter of 2018. We expect this benefit to have a significant impact on our effective tax rate during the three months ended September 30, 2018.

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Six Months Ended June 30, 2018 compared to Six Months Ended June 30, 2017

(dollars in millions)

## Summary

The following tables present our consolidated results followed by our Adjusted OIBDA results:

	Six Months Ended		Increase	
	June 30, 2018	2017	(decrease)	
Net revenues				
Media	\$ 336.0	\$ 258.4	30	%
Live Events	83.1	84.9	(2)	%
Consumer Products	50.2	59.7	(16)	%
Total net revenues (1)	469.3	403.0	16	%
Operating expenses				
Media	225.8	198.2	14	%
Live Events	57.7	55.3	4	%
Consumer Products	35.4	35.9	(1)	%
Total operating expenses (2)	318.9	289.4	10	%
Marketing and selling expenses				
Media	36.3	29.4	23	%
Live Events	9.1	8.8	3	%
Consumer Products	4.2	3.9	8	%
Total marketing and selling expenses (3)	49.6	42.1	18	%
General and administrative expenses (4)	44.6	43.6	2	%
Depreciation and amortization	13.2	13.2	—	%
Operating income	43.0	14.7	193	%
Interest expense	8.2	7.2	14	%
Loss on equity investment	3.0	—	100	%
Investment and other income, net	2.8	1.7	65	%
Income before income taxes	34.6	9.2	276	%
Provision for income taxes	9.8	3.2	206	%
Net income	\$ 24.8	\$ 6.0	313	%

(1) Our consolidated net revenues increased by \$66.3 million, or 16%, in the current year period as compared to the prior year period. This increase was primarily driven by revenues associated with the distribution of certain live in-ring programming content in international markets. Additionally, \$12.4 million in incremental revenues associated with the contractual escalation of our core content rights fees (Raw and SmackDown Live), and \$4.8 million of increased sales of advertising and sponsorships within our Media segment, were partially offset by a decrease of \$9.4 million in consumer product licensing revenue due primarily to the impact of the timing of

revenue recognition resulting from the Company's adoption of ASC Topic 606. For further analysis, refer to Management's Discussion and Analysis of our business segments.

- (2) Our consolidated operating expenses increased by \$29.5 million, or 10%, in the current year period as compared to the prior year period. This increase was primarily driven by increased costs related to the distribution of certain live in-ring programming content in international markets. For further analysis, refer to Management's Discussion and Analysis of our business segments.
- (3) Our consolidated marketing and selling expenses increased by \$7.5 million, or 18%, in the current year period as compared to the prior year period. This increase was primarily driven by higher sponsorship expense across our segments as a result of our increased sales. For further analysis, refer to Management's Discussion and Analysis of our business segments.
- (4) Our consolidated general and administrative expenses increased by \$1.0 million, or 2%, in the current year period as compared to the prior year period. The current year period includes additional staff related costs, including management incentive compensation and stock compensation, resulting from improved operating performance and an increase in the Company's stock price. The prior year included \$5.6 million of expenses related to non-recurring legal matters and other contractual obligations.

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	Six Months Ended		Increase (decrease)	
	June 30, 2018	2017		
Adjusted OIBDA				
Media	\$ 88.1	\$ 42.9	105	%
Live Events	18.3	22.2	(18)	%
Consumer Products	13.8	21.5	(36)	%
Corporate	(41.5)	(37.1)	12	%
Total Adjusted OIBDA	\$ 78.7	\$ 49.5	59	%
Media				

The following tables present the performance results and key drivers for our Media segment (dollars in millions, except where noted):

	Six Months Ended		Increase (decrease)	
	June 30, 2018	2017		
Revenues				
Network (including pay-per-view)	\$ 103.0	\$ 97.4	6	%
Core content rights fees (1)	131.7	119.3	10	%
Advertising and sponsorship	31.8	22.5	41	%
Other (2)	69.5	19.2	262	%
Total revenues	\$ 336.0	\$ 258.4	30	%

Operating Metrics				
Number of paid WWE Network subscribers at period end	1,742,400	1,567,900	11	%
Domestic	1,272,100	1,157,800	10	%
International (3)	470,300	410,100	15	%
Number of average paid WWE Network subscribers	1,679,600	1,562,700	7	%
Domestic	1,226,500	1,155,400	6	%
International (3)	453,100	407,300	11	%

(1) Core content rights fees consist primarily of licensing revenues earned from the distribution of our flagship programs, Raw and SmackDown Live, through global broadcast, pay television and digital platforms.

(2) Other revenues within our Media segment reflect revenues earned from the distribution of other content, including, but not limited to, scripted, reality and other in-ring programming, as well as theatrical and direct-to-home video releases.

(3) Metrics reflect subscribers who are direct customers of WWE Network and estimated subscribers under licensed partner agreements, which have different economic terms for WWE Network.

	Six Months Ended			
	June 30,		2017	
	2018	% of	2017	% of
Reconciliation of Operating Income to Adjusted OIBDA		Rev		Rev
Operating income	\$ 67.9	20 %	\$ 24.8	10 %
Depreciation and amortization	6.0	2 %	6.0	2 %
Stock-based compensation	14.2	4 %	8.9	3 %
Other adjustments (1)	—	—%	3.2	1 %
Adjusted OIBDA	\$ 88.1	26 %	\$ 42.9	17 %

(1) Other adjustments in the prior year period include certain impairment charges related to our feature films.

Media revenues increased by \$77.6 million, or 30%, in the current year period as compared to the prior year period.

Other revenues increased by \$50.3 million, or 262%, primarily driven by revenues associated with the distribution of certain live in-ring programming content in international markets. Core content rights fees increased by \$12.4 million, or 10%, driven primarily by the contractual increases associated with the distribution agreements of our flagship programs, Raw and SmackDown Live. Media revenues also reflected increased sales of advertising and sponsorships of \$9.3 million, or 41%, across all Media segment platforms. Network revenues, which include revenues generated by WWE Network subscriptions and pay-per-view, increased by \$5.6 million, or 6%, due



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to an increase in paid subscribers. During the period ended June 30, 2018, WWE Network had an average of 1,679,600 paid subscribers, compared to an average of 1,562,700 subscribers in the prior year period. The subscription pricing of WWE Network at June 30, 2018 is \$9.99 per month with no minimum commitment.

Media Adjusted OIBDA as a percentage of revenues increased in the current year period as compared to the prior year period. This increase was largely driven by the increased revenue relative to our cost base, and to a less extent, lower programming expenses driven by the absence of third-party produced content, such as Holy Foley!, which tends to have higher production costs.

## Live Events

The following tables present the performance results and key drivers for our Live Events segment (dollars in millions, except where noted):

	Six Months Ended		Increase	
	June 30,		(decrease)	
	2018	2017		
<b>Revenues</b>				
North American ticket sales	\$ 63.3	\$ 65.9	(4)	%
International ticket sales	13.5	13.9	(3)	%
Advertising and sponsorship	1.1	1.1	—	%
Other (1)	5.2	4.0	30	%
Total revenues	\$ 83.1	\$ 84.9	(2)	%
<b>Operating Metrics (2)</b>				
Total live event attendance	1,062,200	1,146,000	(7)	%
Number of North American events	160	157	2	%
Average North American attendance	5,600	6,100	(8)	%
Average North American ticket price (dollars)	\$ 64.47	\$ 62.71	3	%
Number of international events	29	30	(3)	%
Average international attendance	5,700	6,000	(5)	%
Average international ticket price (dollars)	\$ 78.27	\$ 73.98	6	%

(1) Other revenues within our Live Events segment primarily consists of the sale of travel packages associated with the Company's global live events and commissions earned through secondary ticketing.

(2) Metrics exclude the events for our NXT brand. This is our developmental brand that typically conducts their events in smaller venues with lower ticket prices. We conducted 101 NXT events with paid attendance of 82,000 and average ticket prices of \$46.52 in the current year period as compared to 95 events with paid attendance of 86,400 and average ticket prices of \$40.03 in the prior year period.

	Six Months Ended			
	June 30,		2017	
	2018	% of Rev	2017	% of Rev
Reconciliation of Operating Income to Adjusted OIBDA				
Operating income	\$ 16.3	20 %	\$ 20.8	24 %
Depreciation and amortization	—	—%	—	—%
Stock-based compensation	2.0	2 %	1.4	2 %
Other adjustments	—	—%	—	—%
Adjusted OIBDA	\$ 18.3	22 %	\$ 22.2	26 %

Live Events revenues, which include revenues from ticket sales and travel packages, decreased by \$1.8 million, or 2%, in the current year period as compared to the prior year period. Revenues from our North American ticket sales decreased by \$2.6 million, or 4%, as an 8% decline in average attendance, which resulted in a decrease in revenues of \$4.3 million, included the reduced stadium capacity of our annual Royal Rumble event and the absence of two pay-per-view events. This decrease was partially offset by three additional events and the effect of higher average ticket prices, which increased revenues by \$1.6 million. Revenues from our international ticket sales decreased by \$0.4 million, or 3%, as the impact of one fewer event during the current year period was partially offset by a 6% increase in average ticket prices. These decreases were partially offset by an increase in other revenues of \$1.2 million, or 30%, primarily driven by additional revenues from travel packages and our secondary ticketing partnership with StubHub.

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Live Events Adjusted OIBDA as a percentage of revenues decreased in the current year period as compared to the prior year period. This increase was primarily driven by increased production costs during the current year period, and the impact of lower average attendance.

## Consumer Products

The following tables present the performance results and key drivers for our Consumer Products segment (dollars in millions, except where noted):

	Six Months Ended		Increase (decrease)	
	June 30, 2018	2017		
Revenues				
Consumer product licensing	\$ 20.1	\$ 29.5	(32)	%
eCommerce	16.5	16.3	1	%
Venue merchandise	13.6	13.9	(2)	%
Total revenues	\$ 50.2	\$ 59.7	(16)	%
Operating Metrics				
Average eCommerce revenue per order (dollars)	\$ 43.97	\$ 45.73	(4)	%
Number of eCommerce orders	373,600	351,200	6	%
Venue merchandise domestic per capita spending (dollars)	\$ 10.41	\$ 10.20	2	%

	Six Months Ended		% of Rev	
	June 30, 2018	2017		
Reconciliation of Operating Income to Adjusted OIBDA				
Operating income	\$ 10.6	\$ 19.9	21 %	33 %
Depreciation and amortization	—	—	—%	—%
Stock-based compensation	3.2	1.6	6 %	3 %
Other adjustments	—	—	—%	—%

Adjusted OIBDA \$ 13.8 27 % \$ 21.5 36 %

Consumer Products revenues decreased by \$9.5 million, or 16%, in the current year period as compared to the prior year period. Consumer product licensing revenues decreased by \$9.4 million, or 32%, primarily driven by the adoption of ASC Topic 606, which reduced revenues by \$7.9 million due to the timing of revenue recognition. Refer to Note 4, Revenues, to the Consolidated Financial Statements for further details.

Consumer Products Adjusted OIBDA as a percentage of revenues decreased in the current year period as compared to the prior year period. This decrease was driven by a reduction in consumer product licensing revenues due to the adoption of ASC Topic 606, coupled with changes in product mix.

#### Corporate

The remaining unallocated corporate expenses largely relate to corporate administrative functions, including finance, investor relations, community relations, corporate communications, information technology, legal, human resources and our Board of Directors. The Company does not allocate these costs to its business segments, as they do not directly relate to revenue generating activities.

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	Six Months Ended			
	June 30,		2017	
	2018	% of	2017	% of
Reconciliation of Operating Income to Adjusted OIBDA		Rev		Rev
Operating income	\$ (51.8)	(11)%	\$ (50.8)	(13)%
Depreciation and amortization	7.2	2 %	7.2	2 %
Stock-based compensation	3.1	1 %	0.9	0 %
Other adjustments	—	— %	5.6	1 %
Adjusted OIBDA	\$ (41.5)	(9) %	\$ (37.1)	(9) %

(1) Other adjustments in the prior year period include non-recurring legal matters and other contractual obligations.

Corporate Adjusted OIBDA decreased \$4.4 million and remained flat as a percentage of total revenues in the current year period as compared to the prior year period as revenue growth was offset by additional management incentive compensation costs and increased sales and use tax expenses.

## Depreciation and Amortization

(dollars in millions)

	Six Months Ended		
	June 30,		Increase
	2018	2017	(decrease)
Depreciation and amortization	\$ 13.2	\$ 13.2	— %

Depreciation and amortization expense remained flat in the current year period as compared to the prior year period.

## Interest Expense

(dollars in millions)

	Six Months Ended			
	June 30, 2018	2017	Increase (decrease)	
Interest expense	\$ 8.2	\$ 7.2	14	%

Interest expense relates primarily to interest and amortization associated with our convertible notes, our debt facilities, assumed mortgage and aircraft financing. Additionally, interest due relating to non-income tax filings is recorded as interest expense.

#### Loss on Equity Investment

(dollars in millions)

	Six Months Ended			
	June 30, 2018	2017	Increase (decrease)	
Loss on equity investment	\$ 3.0	\$ —	100	%

During the second quarter of 2018, the Company recorded an impairment charge of \$3.0 million to write off an equity investment in a mobile video publishing business due to issues of the underlying investee company.

#### Investment Income and Other Expense, Net

(dollars in millions)

	Six Months Ended			
	June 30, 2018	2017	Increase (decrease)	

Investment income, net	\$ 2.8	\$ 1.7	65	%
Other income (expense), net	\$ —	\$ —	—	%

Investment income, net increased by \$1.1 million, or 65%, in the current year period as compared to the prior year period, primarily driven by an increase in income from our short-term investment instruments. Other income, net is primarily comprised of losses on the sale of assets, mostly offset by rental and other non-operating income.

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## Income Taxes

(dollars in millions)

	Six Months Ended		Increase (decrease)	
	June 30, 2018	2017		
Provision for income taxes	\$ 9.8	\$ 3.2	206	%
Effective tax rate	28 %	35 %		

The effective tax rate was 28% in the current year period as compared to 35% in the prior year period. The reduction in the effective tax rate in the current year period was primarily driven by the reduction of the federal corporate income tax rate as a result of the Tax Cuts and Jobs Act of 2017 (the "Tax Act"), which was enacted on December 22, 2017.

During the third quarter of 2018, in connection with the vesting of the Company's annual stock-based awards, we expect to recognize an income tax benefit between \$20 million and \$25 million, as compared to \$1.6 million during the prior year period. This benefit results from the difference between the deduction the Company receives for tax purposes and the compensation cost recognized in the Company's financial statements related to these awards. The increase in the tax benefit during the current year is driven by the increase in the Company's stock price between when the Company granted the awards and the vesting date in the third quarter of 2018. We expect this benefit to have a significant impact on our effective tax rate during the nine months ended September 30, 2018.



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### Liquidity and Capital Resources

We had cash and cash equivalents and short-term investments of \$341.6 million and \$297.4 million as of June 30, 2018 and December 31, 2017, respectively. Our short-term investments consist primarily of U.S. Treasury securities, corporate bonds, municipal bonds, including pre-refunded municipal bonds, and government agency bonds. Our debt balance totaled \$213.7 million and \$213.5 million as of June 30, 2018 and December 31, 2017, respectively, and includes the carrying value of \$180.4 million and \$177.9 million related to our convertible senior notes due 2023 as of June 30, 2018 and December 31, 2017, respectively.

We believe that our existing cash and cash equivalents and investment balances and cash generated from operations will be sufficient to meet our operating requirements for at least the next twelve months, inclusive of dividend payments, debt service, film and television production activities and capital expenditures. In addition, on June 26, 2018, we announced five-year agreements with USA Network and Fox Sports effective October 1, 2019 for the domestic distribution of our flagship programs, Raw and Smackdown Live, which will provide future ongoing liquidity to the Company through the generation of content rights fees. As it relates to our Convertible Notes which are currently convertible, we believe that if note holders elected to convert their notes within the next twelve months, the Company has sufficient means to settle the Convertible Notes using any combination of existing cash and cash equivalents and investment balances, cash generated from operations, borrowings under our Revolving Credit Facility or through the issuance of shares.

### Borrowing Capacity

In December 2016, the Company entered into an amended and restated \$100.0 million senior unsecured revolving credit facility with a syndicated group of banks, with JPMorgan Chase Bank, N.A. acting as Administrative Agent (the "Revolving Credit Facility"). The Revolving Credit Facility has a maturity date of July 29, 2021. As of June 30, 2018, the Company was in compliance with the provisions of our Revolving Credit Facility, there were no amounts outstanding, and the Company had available capacity under the terms of the facility of \$100.0 million.

### Debt Summary

In December 2016, the Company issued \$200.0 million aggregate principal amount of 3.375% convertible senior notes (the "Convertible Notes") due December 15, 2023, and in January 2017, we issued an additional \$15.0 million aggregate principal amount of Convertible Notes after partial exercise of an over-allotment option. The sale of the Convertible Notes resulted in \$208.4 million in net proceeds to WWE after deducting the initial purchasers' discount and estimated offering expenses. Proceeds from the Convertible Notes were used, in part, to pay for the cost of a convertible note hedge of \$36.7 million, which were partially offset by proceeds received from the sale of warrants of \$21.0 million. See Note 13, Convertible Debt, and Note 5, Earnings Per Share, in the Notes to Consolidated Financial Statements for further information on the Convertible Notes, including the dilutive nature of the Convertible Notes.

In September 2016, the Company acquired land and a building located in Stamford, Connecticut adjacent to our production facility. In connection with the acquisition, we assumed future obligations under a loan agreement, in the principal amount of \$23.0 million, which loan is secured by a mortgage on the property. Pursuant to the loan agreement, since the assets of WWE Real Estate, a subsidiary of the Company, represent collateral for the underlying mortgage, these assets will not be available to satisfy debts and obligations due to any other creditors of the Company.

As of June 30, 2018 and December 31, 2017, the amounts outstanding of the mortgage were \$23.0 million and \$23.0 million, respectively.

In 2013, the Company entered into a \$31.6 million promissory note (the "Aircraft Note") with Citizens Asset Finance, Inc., for the purchase of a 2007 Bombardier Global 5000 aircraft and refurbishments. In August 2017, the Aircraft Note was assigned to Fifth Third Equipment Finance Company. The Aircraft Note is secured by a first priority perfected security interest in the purchased aircraft. As of June 30, 2018 and December 31, 2017, the amounts outstanding under the Aircraft Note were \$10.3 million and \$12.6 million, respectively.

#### Cash Flows from Operating Activities

Cash generated from operating activities was \$76.8 million in the six months ended June 30, 2018, as compared to \$13.8 million for the corresponding period in the prior year. The \$63.0 million increase in the current year period was driven the \$29.2 million increase in Adjusted OIBDA and favorable changes in working capital partially due to accrued management incentive compensation and the timing of feature film production.

In the current year period, we spent \$0.6 million on feature film production activities, as compared to \$7.8 million in the prior year period. We received incentives of \$1.2 million related to feature film production in the current year period, as compared to \$0.4 million received in the prior year period. We anticipate spending between \$5 million and \$10 million on feature film production activities during the remainder of the current year.

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In the current year period, we received \$0.6 million of non-film related incentives associated with television production activities, as compared to \$2.2 million received in the prior year period. We anticipate receiving approximately \$10 million to \$15 million of non-film related incentives during the remainder of the year.

In the current year period, we spent \$14.4 million to produce non-live event programming for television, including Total Bellas Season 3, Total Divas Season 7 and Miz & Mrs., and various programs for WWE Network, as compared to \$7.6 million in the prior year period, which including programming for television, including Total Bellas Season 2 and Total Divas Season 7, and WWE Network programming, including our UK Championship Tournament. We anticipate spending approximately \$5 million to \$15 million to produce additional non-live event content during the remainder of the current year.

Our accounts receivable represent a significant portion of our current assets and relate principally to a limited number of distributors and licensees. At June 30, 2018, our two largest receivable balances from customers were 33% and 14% of our gross accounts receivable. Changes in the financial condition or operations of our distributors, customers or licensees may result in increased delayed payments or non-payments which would adversely impact our cash flows from operating activities and/or our results of operations.

### Cash Flows from Investing Activities

Cash used in investing activities was \$39.6 million in the six months ended June 30, 2018, as compared to \$87.6 million in the prior year period. During the current year period, we purchased \$64.5 million of short-term investments and received proceeds from the maturities of our investments of \$36.2 million, as compared to purchases of \$88.7 million and proceeds of \$13.7 million in the prior year period. Capital expenditures for the remainder of the current year are estimated to range between \$20 million and \$30 million.

### Cash Flows from Financing Activities

Cash used in financing activities was \$20.1 million for the six months ended June 30, 2018, as compared to \$5.3 million in the prior year period. During the prior year quarter, we received \$13.4 million in net proceeds related to the sale of the Convertible Notes, less associated bond hedge and warrant transactions. The Company made dividend payments of \$18.5 million and \$18.3 million during the six months ended June 30, 2018 and 2017, respectively.

During the third quarter of 2018, the Company expects to pay approximately \$50 million as a result of directly withholding shares for tax-withholding purposes associated with the vesting of employee equity awards, as compared to \$9.2 million during the prior year period. The increase during the current year is driven by the increased value of shares vesting, primarily driven by the significant increase in the Company's stock price.

### Contractual Obligations

There have been no significant changes to our contractual obligations that were previously disclosed in our Report on Form 10-K for the fiscal year ended December 31, 2017.

### Application of Critical Accounting Policies

There have been no significant changes to our critical accounting policies that were previously disclosed in our Report on Form 10-K for our fiscal year ended December 31, 2017 or in the methodology used in formulating these significant judgments and estimates that affect the application of these policies. Refer to Note 4, Revenues, to the

Consolidated Financial Statements for updates to our consumer product licensing and feature film revenue recognition policies, which includes a discussion of the revenue estimation process.

#### Recent Accounting Pronouncements

The information set forth under Note 2 to the Consolidated Financial Statements under the caption “Recent Accounting Pronouncements” is incorporated herein by reference.

#### Cautionary Statement for Purposes of the “Safe Harbor” Provisions of the Private Securities Litigation Reform Act of 1995

The Private Securities Litigation Reform Act of 1995 provides a “safe harbor” for certain statements that are forward-looking and are not based on historical facts. When used in this Form 10-Q and our other SEC filings, our press releases and comments made in earnings calls, investor presentations or otherwise to the public, the words “may,” “will,” “could,” “anticipate,” “plan,” “continue,” “project,” “intend,” “estimate,” “believe,” “expect” and similar expressions are used to identify forward-looking statements, although not all forward-looking statements contain such words. These statements relate to our future plans, objectives, expectations and intentions and are not historical facts and accordingly involve known and unknown risks and uncertainties and other factors that may cause the actual results or the performance by us to be materially different from future results or performance expressed or implied by such forward-looking statements. The following factors, among others, could cause actual results to differ materially from those contained in forward-looking statements made in this Form 10-Q and our other SEC filings, in press releases, earnings calls and other

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statements made by our authorized officers: (i) risks relating to entering, maintaining and renewing major distribution agreements; (ii) risks relating to WWE Network, including the risk that we are unable to attract, retain and renew subscribers; (iii) our need to continue to develop creative and entertaining programs and events; (iv) our need to retain or continue to recruit key performers; (v) the risk of a decline in the popularity of our brand of sports entertainment, including as a result of changes in the social and political climate; (vi) the possible unexpected loss of the services of Vincent K. McMahon; (vii) possible adverse changes in the regulatory atmosphere and related private sector initiatives; (viii) the highly competitive, rapidly changing and increasingly fragmented nature of the markets in which we operate and/or our inability to compete effectively, especially against competitors with greater financial resources or marketplace presence; (ix) uncertainties associated with international markets; (x) our difficulty or inability to promote and conduct our live events and/or other businesses if we do not comply with applicable regulations; (xi) our dependence on our intellectual property rights, our need to protect those rights, and the risks of our infringement of others' intellectual property rights; (xii) risks relating to the complexity of our rights agreements across distribution mechanisms and geographical areas; (xiii) the risk of substantial liability in the event of accidents or injuries occurring during our physically demanding events including, without limitation, claims relating to CTE; (xiv) exposure to risks relating to large public events as well as travel to and from such events; (xv) risks inherent in our feature film business; (xvi) a variety of risks as we expand into new or complementary businesses and/or make strategic investments and/or acquisitions; (xvii) risks related to our computer systems and online operations; (xviii) risks relating to privacy norms and regulations; (xix) risks relating to a possible decline in general economic conditions and disruption in financial markets; (xx) risks relating to our accounts receivable; (xxi) risks relating to our indebtedness; (xxii) potential substantial liabilities if litigation is resolved unfavorably; (xxiii) our potential failure to meet market expectations for our financial performance; (xxiv) through his beneficial ownership of a substantial majority of our Class B common stock, our controlling stockholder, Vincent K. McMahon, exercises control over our affairs, and his interests may conflict with the holders of our Class A common stock; (xxv) a substantial number of shares are eligible for sale by Mr. McMahon and members of his family or trusts established for their benefit, and the sale, or the perception of possible sales, of those shares could lower our stock price; and (xxvi) risks related to the relatively small public "float" of our Class A common stock. In addition, our dividend is dependent on a number of factors, including, among other things, our liquidity and historical and projected cash flow, strategic plan (including alternative uses of capital), our financial results and condition, contractual and legal restrictions on the payment of dividends (including under our revolving credit facility), general economic and competitive conditions and such other factors as our Board of Directors may consider relevant. Forward-looking statements made by the Company speak only as of the date made, are subject to change without any obligation on the part of the Company to update or revise them, and undue reliance should not be placed on these statements. For more information about risks and uncertainties associated with the Company's business, please refer to the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors" sections of this Form 10-Q and our other SEC filings, including, but not limited to, our annual report on Form 10-K.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no significant changes to our market risk factors that were previously disclosed in our Report on Form 10 K for our fiscal year ended December 31, 2017.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chairman of the Board and Chief Executive Officer and our Chief Financial Officer, evaluated our disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Securities Exchange Act of 1934, as amended). Based on that evaluation, our Chairman of the Board and Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 30, 2018.

Our management, including our Chairman of the Board and Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system's objectives will be met. Further, because of inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

#### Changes in Internal Control Over Financial Reporting

Beginning January 1, 2018, we implemented the new revenue standard pursuant to Financial Accounting Standards Board, Accounting Standards Codification Topic 606, Revenue from Contracts with Customers. Although the new revenue standard is expected to have an immaterial impact on our ongoing net income, we did implement changes to our processes related to revenue recognition and the control activities within them. These included the development of new policies based on the five-step model provided in the new revenue standard, new training, ongoing contract review requirements, and gathering of information provided for the disclosures required in our SEC interim and annual filings. There were no other changes in our internal control over financial reporting that occurred during the quarter ended June 30, 2018, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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## PART II. OTHER INFORMATION

## Item 1. Legal Proceedings

On October 23, 2014, a lawsuit was filed in the U. S. District Court for the District of Oregon, entitled William Albert Haynes III, on behalf of himself and others similarly situated, v. World Wrestling Entertainment, Inc. This complaint was amended on January 30, 2015 and alleged that the Company ignored, downplayed, and/or failed to disclose the risks associated with traumatic brain injuries suffered by WWE’s performers and seeks class action status. On March 31, 2015, the Company filed a motion to dismiss the first amended class action complaint in its entirety or, if not dismissed, to transfer the lawsuit to the U.S. District Court for the District of Connecticut. Without addressing the merits of the Company's motion to dismiss, the Court transferred the case to Connecticut on June 25, 2015. The plaintiffs filed an objection to such transfer, which was denied on July 27, 2015. On January 16, 2015, a second lawsuit was filed in the U.S. District Court for the Eastern District of Pennsylvania, entitled Evan Singleton and Vito LoGrasso, individually and on behalf of all others similarly situated, v. World Wrestling Entertainment, Inc., alleging many of the same allegations as Haynes. On February 27, 2015, the Company moved to transfer venue to the U.S. District Court for the District of Connecticut due to forum-selection clauses in the contracts between WWE and the plaintiffs and that motion was granted on March 23, 2015. The plaintiffs filed an amended complaint on May 22, 2015 and, following a scheduling conference in which the court ordered the plaintiffs to cure various pleading deficiencies, the plaintiffs filed a second amended complaint on June 15, 2015. On June 29, 2015, WWE moved to dismiss the second amended complaint in its entirety. On April 9, 2015, a third lawsuit was filed in the U. S. District Court for the Central District of California, entitled Russ McCullough, a/k/a “Big Russ McCullough,” Ryan Sakoda, and Matthew R. Wiese a/k/a “Luther Reigns,” individually and on behalf of all others similarly situated, v. World Wrestling Entertainment, Inc., asserting similar allegations to Haynes. The Company again moved to transfer the lawsuit to Connecticut due to forum-selection clauses in the contracts between WWE and the plaintiffs, which the California court granted on July 10, 2015. On September 21, 2015, the plaintiffs amended this complaint, and, on November 16, 2015, the Company moved to dismiss the amended complaint. Each of these suits seeks unspecified actual, compensatory and punitive damages and injunctive relief, including ordering medical monitoring. The Haynes and McCullough cases purport to be class actions. On February 18, 2015, a lawsuit was filed in Tennessee state court and subsequently removed to the U.S. District Court for the Western District of Tennessee, entitled Cassandra Frazier, individually and as next of kin to her deceased husband, Nelson Lee Frazier, Jr., and as personal representative of the Estate of Nelson Lee Frazier, Jr. Deceased, v. World Wrestling Entertainment, Inc. A similar suit was filed in the U. S. District Court for the Northern District of Texas entitled Michelle James, as mother and next friend of Matthew Osborne, minor child, and Teagan Osborne, a minor child v. World Wrestling Entertainment, Inc. These lawsuits contain many of the same allegations as the other lawsuits alleging traumatic brain injuries and further allege that the injuries contributed to these former talents’ deaths. WWE moved to transfer the Frazier and Osborne lawsuits to the U.S. District Court for the District of Connecticut based on forum-selection clauses in the decedents’ contracts with WWE, which motions were granted by the respective courts. On November 23, 2015, amended complaints were filed in Frazier and Osborne, which the Company moved to dismiss on December 16, 2015 and December 21, 2015, respectively. On November 10, 2016, the Court granted the Company’s motions to dismiss the Frazier and Osborne lawsuits in their entirety. On June 29, 2015, the Company filed a declaratory judgment action in the U. S. District Court for the District of Connecticut entitled World Wrestling Entertainment, Inc. v. Robert Windham, Thomas Billington, James Ware, Oreal Perras and various John and Jane Does seeking a declaration against these former performers that their threatened claims related to alleged traumatic brain injuries and/or other tort claims are time-barred. On September 21, 2015, the defendants filed a motion to dismiss this complaint, which the Company opposed. The Court previously ordered a stay of discovery in all cases pending decisions on the motions to

dismiss. On January 15, 2016, the Court partially lifted the stay and permitted discovery only on three issues in the case involving Singleton and LoGrasso. Such discovery was completed by June 1, 2016. On March 21, 2016, the Court issued a memorandum of decision granting in part and denying in part the Company's motions to dismiss the Haynes, Singleton/LoGrasso, and McCullough lawsuits. The Court granted the Company's motions to dismiss the Haynes and McCullough lawsuits in their entirety and granted the Company's motion to dismiss all claims in the Singleton/LoGrasso lawsuit except for the claim of fraud by omission. On March 22, 2016, the Court issued an order dismissing the Windham lawsuit based on the Court's memorandum of decision on the motions to dismiss. On April 4, 2016, the Company filed a motion for reconsideration with respect to the Court's decision not to dismiss the fraud by omission claim in the Singleton/LoGrasso lawsuit and, on April 5, 2016, the Company filed a motion for reconsideration with respect to the Court dismissal of the Windham lawsuit. On July 21, 2016, the Court denied the Company's motion in the Singleton/LoGrasso lawsuit and granted in part the Company's motion in the Windham lawsuit. On April 20, 2016, the plaintiffs filed notices of appeal of the Haynes and McCullough lawsuits. On April 27, 2016, the Company moved to dismiss the appeals for lack of appellate jurisdiction, which motions were granted, and the appeals were dismissed with leave to appeal upon the resolution of all of the consolidated cases. The Company filed a motion for summary judgment on the sole remaining claim in the Singleton/LoGrasso lawsuit, which was granted on March 28, 2018. The Company also filed a motion for judgment on the pleadings against the Windham defendants. Lastly, on July 18, 2016, a lawsuit was filed in the U.S. District Court for the District of Connecticut, entitled Joseph M. Laurinaitis, et al. vs. World Wrestling Entertainment, Inc. and Vincent K. McMahon, individually and as the trustee of certain trusts. This lawsuit contains many of the same allegations as the other lawsuits alleging traumatic brain injuries and further alleges, among other things, that the plaintiffs were misclassified as independent contractors rather than employees denying them, among other things, rights and benefits under the Occupational Safety and Health Act (OSHA), the National Labor Relations Act (NLRA), the Family and Medical Leave Act (FMLA), federal tax law, and various state Worker's Compensation laws. This lawsuit also alleges that the booking contracts and other agreements between the plaintiffs and the Company are unconscionable and should be declared void, entitling the plaintiffs to certain damages relating to the Company's use of their intellectual property. The lawsuit alleges



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claims for violation of RICO, unjust enrichment, and an accounting against Mr. McMahon. The Company and Mr. McMahon moved to dismiss this complaint on October 19, 2016. On November 9, 2016, the Laurinaitis plaintiffs filed an amended complaint. On December 23, 2016, the Company and Mr. McMahon moved to dismiss the amended complaint. On September 29, 2017, the Court issued an order on the motion to dismiss pending in the Laurinaitis case and on the motion for judgment on the pleadings pending in the Windham case. The Court reserved judgment on the pending motions and ordered that within thirty-five (35) days of the date of the order the Laurinaitis plaintiffs and the Windham defendants file amended pleadings that comply with the Federal Rules of Civil Procedure. The Court further ordered that each of the Laurinaitis plaintiffs and the Windham defendants submit to the Court for in camera review affidavits signed and sworn under penalty of perjury setting forth facts within each plaintiff's or declaratory judgment-defendant's personal knowledge that form the factual basis of their claim or defense. On November 3, 2017, the Laurinaitis plaintiffs filed a second amended complaint. The Company and Mr. McMahon believe that the second amended complaint fails to comply with the Court's September 29, 2017 order and otherwise remains legally defective for all of the reasons set forth in their motion to dismiss the amended complaint. Also on November 3, 2017, the Windham defendants filed a second answer. The Company does not know if the Laurinaitis Plaintiffs and Windham Defendants submitted the affidavits required under the Court's September 29, 2017 order. On November 17, 2017, the Company and Mr. McMahon filed a response that, among other things, urged the Court to grant the motion for judgment on the pleadings against the Windham defendants and dismiss the Laurinaitis plaintiffs' complaint with prejudice and award sanctions against the Laurinaitis plaintiffs' counsel because the amended pleadings fail to comply with the Court's September 29, 2017 order and the Federal Rules of Civil Procedure. The Company believes all claims and threatened claims against the Company in these various lawsuits are being prompted by the same plaintiffs' lawyer and are without merit. The Company intends to continue to defend itself against these lawsuits vigorously.

In addition to the foregoing, from time to time we become a party to other lawsuits and claims. By its nature, the outcome of litigation is not known, but the Company does not currently expect this ordinary course litigation to have a material adverse effect on our financial condition, results of operations or liquidity.

## Item 1A. Risk Factors

We do not believe there have been any material changes to the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2017.

## Item 6. Exhibits

## (a) Exhibits:

## Exhibit

No.	Description of Exhibit
10.4A*	<u>First Amendment to Amended and Restated Employment Agreement with Vincent K. McMahon, effective as of April 3, 2018 (filed herewith).</u>

- 31.1 Certification by Vincent K. McMahon pursuant to Section 302 of Sarbanes-Oxley Act of 2002 (filed herewith).
- 31.2 Certification by George A. Barrios pursuant to Section 302 of Sarbanes-Oxley Act of 2002 (filed herewith).
- 32.1 Certification by Vincent K. McMahon and George A. Barrios pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

\* Indicates management contract or compensatory plan or arrangement.

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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, thereto duly authorized.

World Wrestling Entertainment, Inc.

(Registrant)

Dated: July 26, 2018 By: /s/ GEORGE A. BARRIOS  
George A. Barrios  
Co-President  
(principal financial officer and authorized  
signatory)

By: /s/ MARK KOWAL  
Mark Kowal  
Chief Accounting Officer and  
Senior Vice President, Controller  
(principal accounting officer and authorized  
signatory)