# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### FORM 8-K

#### **CURRENT REPORT**

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

Date of Report (Date of earliest event reported): May 4, 2017

Commission file number 001-16111



(Exact name of registrant as specified in charter)

Georgia

(State or other jurisdiction of incorporation or organization)

58-2567903

(I.R.S. Employer Identification No.)

3350 Lenox Road, Atlanta, Georgia (Address of principal executive offices)

30321

(Zip Code)

Registrant's telephone number, including area code: (770) 829-8000

10 Glenlake Parkway, North Tower, Atlanta, GA 30328

(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):
<ul> <li>□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)</li> <li>□ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)</li> <li>□ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))</li> <li>□ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))</li> </ul>
ndicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
Emerging growth company □
f an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

#### Item 2.02. Results of Operations and Financial Condition

On May 4, 2017, Global Payments Inc. issued a press release announcing its financial results for the quarter endedMarch 31, 2017. A copy of the press release is furnished as Exhibit 99.1 to this Report.

#### Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated May 4, 2017.

#### 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 hereunto duly authorized.

GLOBAL PAYMENTS INC.

Date: May 4, 2017 By: /s/ Cameron M. Bready

Cameron M. Bready

Senior Executive Vice President and Chief Financial Officer

## FOR IMMEDIATE RELEASE



# Global Payments Reports First Quarter Earnings, Increases 2017 Outlook and Refinances Debt Facilities

**ATLANTA, May 4, 2017** -- Global Payments Inc. (NYSE: GPN) today announced results for the first quarter ended March 31, 2017.

"We are off to an exceptional start to 2017, producing double digit organic growth across our markets worldwide in the first quarter," said Jeff Sloan, Chief Executive Officer. "In particular, organic growth in our integrated and vertical markets business accelerated, contributing significantly to our strong performance," Sloan continued. "We have completed the first anniversary of our Heartland partnership, and our combined results underscore our consistency of execution and position us as the leading provider of technology-enabled, software-driven solutions worldwide."

#### First Quarter 2017 Summary

- GAAP revenues were \$919.8 million, compared to \$626.3 million in the first quarter of 2016; diluted earnings per share were\$0.32 compared to \$0.46 in the prior year; and operating margin was 11.4% compared to 15.1% in the first quarter of 2016.
- Adjusted net revenue grew 68% to \$803.9 million, compared to \$479.6 million in the first quarter of 2016.
- Adjusted earnings per share grew 33% to \$0.85, compared to \$0.64 in the first quarter of 2016.
- Adjusted operating margin expanded 110 basis points to 28.5%.

#### 2017 Outlook

"As a result of our strong first quarter performance and progress with Heartland integration efforts, we are increasing our outlook for 2017," stated Cameron Bready, Senior Executive Vice President and Chief Financial Officer. "We now expect adjusted net revenue to range from \$3.38 billion to \$3.46 billion, or growth of 19% to 22% over 2016 and adjusted operating margin to expand by as much as 110 basis

1

points. Adjusted earnings per share are now expected to be in a range of \$3.78 to \$3.95, reflecting growth of 19% to 24% over 2016, which includes the impact of our recent refinancing."

#### **Debt Refinancing**

On May 2, 2017, Global Payments successfully closed an amendment to its credit facility agreement. Under the terms of the amendment, the company increased its aggregate term loan B facilities by \$610 million with the proceeds being used to reduce a portion of the term loan A facilities and outstanding revolving credit facility borrowings. The company's total borrowings remain unchanged as a result of the amendment.

The amendment reduced the interest rate spread on all credit facilities by 50 basis points (subject to adjustment based on an amended leveraged-based pricing grid). Further, the amendment extended the maturities of the term loan A facilities and the revolving credit facility to May 2022.

#### **Capital Allocation**

Global Payments' Board of Directors approved a dividend of \$0.0133 per share payable June 23, 2017 to shareholders of record as of June 9, 2017. This dividend includes the period from December 1, 2016 through March 31, 2017 to reflect the company's transition to a calendar year fiscal period.

#### **Conference Call**

Global Payments' management will host a conference call today, May 4, 2017 at 8:00 a.m. ET to discuss financial results and business highlights. Callers may access the conference call via the investor relations page of the company's website at <a href="https://www.globalpaymentsinc.com">www.globalpaymentsinc.com</a>; or callers in North America may dial 877-674-6428 and callers outside North America may dial 970-315-0457. A replay of the call will be archived on the company's website within two hours of the live call.

#### **Non-GAAP Financial Measures**

Global Payments supplemented revenues, income and earnings per share information determined in accordance with GAAP by providing those measures on an adjusted basis in this earnings release to assist with evaluating performance. In addition to GAAP measures, management uses these non-GAAP measures to focus on the factors the company believes are pertinent to the daily management of our operations.

Reconciliations of the non-GAAP measures to the most directly comparable GAAP measure are included in the schedules to this release.

#### **About Global Payments**

Global Payments Inc. (NYSE: GPN) is a leading worldwide provider of payment technology services that delivers innovative solutions driven by customer needs globally. Our technologies,

partnerships and employee expertise enable us to provide a broad range of products and services that allow our customers to accept all payment types across a variety of distribution channels in many markets around the world.

Headquartered in Atlanta, Georgia with more than 8,500 employees worldwide, Global Payments is a member of the S&P 500 with merchants and partners in 30 countries throughout North America, Europe, the Asia-Pacific region and Brazil. For more information about Global Payments, our *Service. Driven. Commerce* brand and our technologies, please visit <a href="https://www.globalpaymentsinc.com">www.globalpaymentsinc.com</a>.

#### **Forward-Looking Statements**

This announcement and comments made by Global Payments' management during the conference call may contain certain forward-looking statements within the meaning of the "safe-harbor" provisions of the Private Securities Litigation Reform Act of 1995. Statements that are not historical facts, including revenue and earnings estimates and management's expectations regarding future events and developments, are forward-looking statements and are subject to significant risks and uncertainties. Important factors that may cause actual events or results to differ materially from those anticipated by such forward-looking statements include our potential failure to safeguard our data; our ability to maintain Visa and MasterCard registration and financial institution sponsorship; our reliance on financial institutions to provide clearing services in connection with our settlement activities; our potential failure to comply with card network requirements; increased merchant, referral partner or ISO attrition; our ability to increase our share of existing markets and expand into new markets; political, economic and regulatory changes in the foreign countries in which we operate; system interruptions in service; increases in credit card network fees; future performance, integration and conversion of acquired operations; and other risk factors presented in our Transition Report on Form 10-K for the seven months ended December 31, 2016 and any subsequent SEC filings, which we advise you to review. We undertake no obligation to revise any of these statements to reflect future circumstances or the occurrence of unanticipated events.

Investor contact: <a href="mailto:investor.relations@globalpay.com">investor.relations@globalpay.com</a>

Isabel Janci 770-829-8478 Media contact: <a href="mailto:media.relations@globalpay.com">media.relations@globalpay.com</a>

Amy Corn 770-829-8755

# SCHEDULE 1 UNAUDITED GAAP CONSOLIDATED STATEMENTS OF INCOME GLOBAL PAYMENTS INC. AND SUBSIDIARIES (In thousands, except per share data)

		Three Months Ended					
	Ma	rch 31, 2017	Ма	rch 31, 2016	% Change		
Revenues	\$	919,762	\$	626,259	46.9 %		
Operating expenses:							
Cost of service		455,936		248,187	83.7 %		
Selling, general and administrative		358,856		283,499	26.6 %		
	_	814,792	_	531,686	53.2 %		
Operating income		104,970		94,573	11.0 %		
Interest and other income		1,607		1,282	25.4 %		
Interest and other expense		(41,297)		(13,075)	215.8 %		
	_	(39,690)		(11,793)	236.6 %		
Income before income taxes		65,280		82,780	(21.1)%		
Provision for income taxes		(12,321)		(19,333)	(36.3)%		
Net income		52,959		63,447	(16.5)%		
Less: Net income attributable to noncontrolling interests, net of income tax		(4,146)		(3,536)	17.3 %		
Net income attributable to Global Payments	\$	48,813	\$	59,911	(18.5)%		
Earnings per share attributable to Global Payments:							
Basic	\$	0.32	\$	0.46	(30.4)%		
Diluted	\$	0.32	\$	0.46	(30.4)%		
Weighted-average number of shares outstanding:							
Basic		152,304		129,268			
Diluted		153,255		130,137			

### SCHEDULE 2 NON-GAAP FINANCIAL MEASURES (UNAUDITED) GLOBAL PAYMENTS INC. AND SUBSIDIARIES

(In thousands, except per share data)

		Three Months Ended						
	Marc	March 31, 2017		rch 31, 2016	% Change			
Adjusted net revenue	\$	803,879	\$	479,599	67.6%			
Adjusted operating income	\$	228,749	\$	131,635	73.8%			
Adjusted net income	\$	130,034	\$	83,547	55.6%			
Adjusted EPS:	\$	0.85	\$	0.64	32.8%			

See Schedule 6 for a reconciliation of each non-GAAP financial measure to the most comparable GAAP measure and Schedule 8 for a discussion of non-GAAP financial

### **SCHEDULE 3** SEGMENT INFORMATION (UNAUDITED) GLOBAL PAYMENTS INC. AND SUBSIDIARIES

(In thousands)

March	31, 2017	7		March :	31, 20	016	% Change						
·P	Non-GAAP <sup>1</sup>			GAAP Non-GAAP <sup>1</sup> GAAP					Non-G	AAP1			
87,044	\$	597,482	\$	427,860	\$	297,957	(	60.6 %		100.5%			

	 GAAP	 Non-GAAP <sup>1</sup>		GAAP		Non-GAAP <sup>1</sup>	GAAP	Non-GAAP <sup>1</sup>		
Revenues:										
North America	\$ 687,044	\$ 597,482	\$	427,860	\$	297,957	60.6 %	100.5%		
Europe	165,549	139,228		144,119		127,362	14.9 %	9.3%		
Asia-Pacific	67,169	67,169		54,280 626,259		54,280		54,280	23.7 %	23.7%
	\$ 919,762	\$ 803,879	\$			479,599	46.9 %	67.6%		
Operating income:										
North America	\$ 94,083	\$ 172,377	\$	65,190	\$	78,649	44.3 %	119.2%		
Europe	54,507	63,908		55,778		61,638	(2.3)%	3.7%		
Asia-Pacific	19,754	20,970	14,559			16,597	35.7 %	26.3%		
Corporate	(63,374)	(28,506)		(40,954)		(25,249)	54.7 %	12.9%		
	\$ 104,970	\$ 228,749	\$	94,573	\$	131,635	11.0 %	73.8%		

Three Months Ended

<sup>&</sup>lt;sup>1</sup> See Schedule 7 for a reconciliation of adjusted net revenue and adjusted operating income by segment to the most comparable GAAP measures and Schedule 8 for a discussion of non-GAAP financial measures.

# SCHEDULE 4 UNAUDITED CONSOLIDATED BALANCE SHEETS GLOBAL PAYMENTS INC. AND SUBSIDIARIES (In thousands, except share data)

	Ma	arch 31, 2017	Dec	ember 31, 2016
100770				
ASSETS				
Current assets:	\$	1 261 245	\$	1 160 770
Cash and cash equivalents	Ф	1,261,845	Ф	1,162,779
Accounts receivable, net of allowances for doubtful accounts of \$1,280 and \$1,092 respectively		264,042		275,03
Claims receivable, net of allowances for doubtful accounts of \$5,740 and \$5,786, respectively		7,961		8,20
Settlement processing assets		751,509		1,546,85
Prepaid expenses and other current assets		113,823		123,13
Total current assets Goodwill		2,399,180		3,116,00
		4,859,387		4,807,59
Other intangible assets, net		1,997,420		2,085,29
Property and equipment, net		551,951		526,37
Deferred income taxes		15,838		15,78
Other		135,940		113,29
Total assets	\$	9,959,716	\$	10,664,35
LIABILITIES AND EQUITY				
Current liabilities:				
Settlement lines of credit	\$	276,403	\$	392,07
Current portion of long-term debt		179,004		177,78
Accounts payable and accrued liabilities		824,319		804,88
Settlement processing obligations		813,136		1,477,21
Total current liabilities		2,092,862		2,851,95
Long-term debt		4,221,258		4,260,82
Deferred income taxes		636,908		676,47
Other noncurrent liabilities		132,397		95,75
Total liabilities		7,083,425		7,885,00
Commitments and contingencies				
Equity:				
Preferred stock, no par value; 5,000,000 shares authorized and none issued		_		_
Common stock, no par value; 200,000,000 shares authorized; 152,502,543 issued and outstanding at March 31, 2017 and 152,185,616 issued and outstanding at December 31, 2016		_		_
Paid-in capital		1,826,166		1,816,27
Retained earnings		1,192,519		1,137,23
Accumulated other comprehensive loss		(287,806)		(322,71
Total Global Payments shareholders' equity		2,730,879		2,630,79
Noncontrolling interests		145,412		148,55
Fotal equity		2,876,291		2,779,34
Total liabilities and equity	\$	9,959,716	\$	10,664,35

# SCHEDULE 5 UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS GLOBAL PAYMENTS INC. AND SUBSIDIARIES

(In thousands)

	Three Months Ended					
	Mar	ch 31, 2017	March 31, 2016			
Cash flows from operating activities:						
Net income	\$	52,959	63,447			
Adjustments to reconcile net income to net cash provided by operating activities:						
Depreciation and amortization of property and equipment		24,984	18,767			
Amortization of acquired intangibles		84,049	20,545			
Share-based compensation expense		8,816	7,047			
Provision for operating losses and bad debts		13,482	6,553			
Amortization of capitalized customer acquisition costs		8,948	_			
Deferred income taxes		(19,391)	(2,328			
Other, net		4,692	2,598			
Changes in operating assets and liabilities, net of the effects of acquisitions:						
Accounts receivable		11,929	52,461			
Claims receivable		(6,557)	(4,970			
Settlement processing assets and obligations, net		122,948	66,233			
Prepaid expenses and other assets		4,644	(12,587			
Capitalized customer acquisition costs		(4,559)	_			
Accounts payable and other liabilities		(12,979)	(9,553			
Net cash provided by operating activities		293,965	208,213			
Cash flows from investing activities:						
Capital expenditures		(46,219)	(24,367			
Other, net		(422)	(74			
Net cash used in investing activities		(46,641)	(24,441			
Cash flows from financing activities:						
Net payments on settlement lines of credit		(117,789)	(135,071			
Proceeds from long-term debt		149,000	142,000			
Repayments of long-term debt		(189,732)	(157,000			
Payment of debt issuance costs		(896)	(2,099			
Repurchase of common stock		_	(2,901			
Proceeds from stock issued under share-based compensation plans		1,149	179			
Common stock repurchased - share-based compensation plans		(167)	(527			
Distributions to noncontrolling interests		(8)	(4,740			
Dividends paid		(1,522)	(1,293			
Net cash used in financing activities		(159,965)	(161,452			
Effect of exchange rate changes on cash		11,707	17,849			
Increase in cash and cash equivalents	<u> </u>	99,066	40,169			
Cash and cash equivalents, beginning of the period		1,162,779	587,751			
Cash and cash equivalents, beginning of the period	\$		627,920			

## SCHEDULE 6 RECONCILIATION OF NON-GAAP FINANCIAL MEASURES TO GAAP MEASURES (UNAUDITED)

THREE MONTHS ENDED MARCH 31, 2017 AND 2016 GLOBAL PAYMENTS INC. AND SUBSIDIARIES

(In thousands, except per share data)

Three Months Ended March 31, 2017

evenue Earnings Income Taxes on tments1 Adjustments2 Adjustments3 No.

	GAAP		Net Revenue Adjustments <sup>1</sup>		Earnings Adjustments <sup>2</sup>		Income Taxes on Adjustments <sup>3</sup>		Non-GAAP
Revenues	\$ 919,762	\$	(115,883)	\$	_	\$	_	\$	803,879
Operating income	\$ 104,970	\$	_	\$	123,779	\$	-	\$	228,749
Net income attributable to Global Payments	\$ 48,813	\$	_	\$	121,992	\$	(40,771)	\$	130,034
Diluted earnings per share attributable to Global Payments	\$ 0.32							\$	0.85
		Three Months Ended March 31, 2016							
	GAAP		Net Revenue Adjustments <sup>1</sup>		Earnings Adjustments <sup>2</sup>		Income Taxes on Adjustments <sup>3</sup>		Non-GAAP
Revenues	\$ 626,259	\$	(146,660)	\$	_	\$	_	\$	479,599
Operating income	\$ 94,573	\$	_	\$	37,062	\$	-	\$	131,635
Net income attributable to Global Payments	\$ 59,911	\$	_	\$	35,996	\$	(12,360)	\$	83,547
Diluted earnings per share attributable to Global Payments	\$ 0.46							\$	0.64

Represents adjustments to revenues for gross-up related payments (included in operating expenses) associated with certain lines of business to reflect economic benefits to the company.

Earnings adjustments to operating income for the three months ended March 31, 2016 include \$21.1 million and \$16.0 million in cost of service and selling, general and administrative expenses, respectively. Adjustments to cost of service represent amortization of acquired intangibles of \$21.1 million. Adjustments to selling, general and administrative expenses include share-based compensation expense of \$7.0 million, merger-related costs of \$8.7 million and \$0.3 million of other adjustments.

See "Non-GAAP Financial Measures" discussion on Schedule 8.

<sup>&</sup>lt;sup>2</sup>Earnings adjustments to operating income for the three months ended March 31, 2017 include \$86.3 million and \$37.5 million in cost of service and selling, general and administrative expenses, respectively. Adjustments to cost of service include amortization of acquired intangibles of \$84.6 million and employee termination expenses of \$1.7 million. Adjustments to selling, general and administrative expenses include share-based compensation expense of \$8.8 million, merger-related costs of \$26.1 million, and employee termination expenses of \$2.6 million.

<sup>&</sup>lt;sup>3</sup> Income taxes on adjustments reflect the tax effect of earnings adjustments to income before income taxes. The tax rate used in determining the tax impact of earnings adjustments is either the jurisdictional statutory rate in effect at the time of the adjustment or the jurisdictional expected annual effective tax rate for the period, depending on the nature and timing of the adjustment.

<sup>&</sup>lt;sup>4</sup>Adjusted EPS is calculated by dividing adjusted net income attributable to Global Payments by the diluted weighted-average number of shares outstanding.

## SCHEDULE 7 RECONCILIATION OF SEGMENT NON-GAAP FINANCIAL MEASURES TO GAAP MEASURES (UNAUDITED)

THREE MONTHS ENDED MARCH 31, 2017 AND 2016

GLOBAL PAYMENTS INC. AND SUBSIDIARIES

(In thousands, except per share data)

	Three Months Ended March 31, 2017									Three Months Ended March 31, 2016																									
		GAAP		et Revenue djustments <sup>1</sup>	A	Earnings Adjustments <sup>2</sup>	Ν	Ion-GAAP		GAAP		GAAP		GAAP		GAAP		GAAP		GAAP		GAAP		GAAP		GAAP						Earnings Adjustments <sup>2</sup>	١	Non-GAAP	
Revenues:																																			
North America	\$	687,044	\$	(89,562)	\$	_	\$	597,482	\$	427,860	\$	(129,903)	\$	_	\$	297,957																			
Europe		165,549		(26,321)		_		139,228		144,119		(16,757)		_		127,362																			
Asia-Pacific		67,169		_		_		67,169		54,280		_		_		54,280																			
	\$	919,762	\$	(115,883)	\$	_	\$	803,879	\$	626,259	\$	(146,660)	\$	_	\$	479,599																			
Operating income:																																			
North America	\$	94,083	\$	_	\$	78,294	\$	172,377	\$	65,190	\$	_	\$	13,459	\$	78,649																			
Europe		54,507		_		9,401		63,908		55,778		_		5,860		61,638																			
Asia-Pacific		19,754		_		1,216		20,970		14,559		_		2,038		16,597																			
Corporate		(63,374)		_		34,868		(28,506)		(40,954)		_		15,705		(25,249)																			
	\$	104,970	\$	_	\$	123,779	\$	228,749	\$	94,573	\$	_	\$	37,062	\$	131,635																			

<sup>&</sup>lt;sup>1</sup>Represents adjustments to revenues for gross-up related payments (included in operating expenses) associated with certain lines of business to reflect economic benefits to the company.

Earnings adjustments to operating income for the three months ended March 31, 2016 include \$21.1 million and \$16.0 million in cost of service and selling, general and administrative expenses, respectively. Adjustments to cost of service represent amortization of acquired intangibles of \$21.1 million. Adjustments to selling, general and administrative expenses include share-based compensation expense of \$7.0 million, merger-related costs of \$8.7 million and \$0.3 million of other adjustments.

See "Non-GAAP Financial Measures" discussion on Schedule 8.

<sup>&</sup>lt;sup>2</sup>Earnings adjustments to operating income for the three months ended March 31, 2017 include \$86.3 million and \$37.5 million in cost of service and selling, general and administrative expenses, respectively. Adjustments to cost of service include amortization of acquired intangibles of \$84.6 million and employee termination expenses of \$1.7 million. Adjustments to selling, general and administrative expenses include share-based compensation expense of \$8.8 million, merger-related costs of \$26.1 million, and employee termination expenses of \$2.6 million.

## SCHEDULE 8 OUTLOOK SUMMARY (UNAUDITED)

GLOBAL PAYMENTS INC. AND SUBSIDIARIES

(In billions, except per share data)

	2016 Actual	2017 Outlook	% Change
Revenues:			
GAAP revenue	\$3.37	\$3.81 to \$3.89	13% to 15%
Adjustments <sup>1</sup>	(0.53)	(0.43)	
Adjusted net revenue	\$2.84	\$3.38 to \$3.46	19% to 22%
Earnings Per Share ("EPS"):			
GAAP diluted EPS	\$1.37	\$1.91 to \$2.08	39% to 52%
Acquisition-related amortization expense, share-based compensation expense and other items <sup>2</sup>	1.82	1.87	
Adjusted EPS	\$3.19	\$3.78 to \$3.95	19% to 24%

<sup>&</sup>lt;sup>1</sup>Represents adjustments to revenues for gross-up related payments (included in operating expenses) associated with certain lines of business to reflect economic benefits to the company.

#### **NON-GAAP FINANCIAL MEASURES**

Global Payments supplements revenues, income and earnings per share ("EPS") information determined in accordance with U.S. GAAP by providing these measures with certain adjustments (such measures being non-GAAP financial measures) in this document to assist with evaluating our performance. In addition to GAAP measures, management uses these non-GAAP financial measures to focus on the factors the company believes are pertinent to the daily management of our operations. Management believes adjusted net revenue more closely reflects the economic benefits to the company's core business and allows for better comparisons with industry peers. Management uses these non-GAAP financial measures, together with other metrics, to set goals for and measure the performance of the business and to determine incentive compensation. Adjusted net revenue, adjusted operating income, adjusted net income and adjusted EPS should be considered in addition to, and not as substitutes for, revenues, operating income, net income and EPS determined in accordance with GAAP. The non-GAAP financial measures reflect management's judgment of particular items, and may not be comparable to similarly titled measures reported by other companies.

Adjusted net revenue excludes gross-up related payments associated with certain lines of business to reflect economic benefits to the company. On a GAAP basis, these payments are presented gross in both revenues and operating expenses.

Adjusted operating income, adjusted net income and adjusted EPS exclude acquisition-related amortization expense, share-based compensation and certain other items specific to each reporting period as more fully described in the accompanying reconciliations in Schedules 6 and 7. The tax rate used in determining the net income impact of earnings adjustments is either the jurisdictional statutory rate in effect at the time of the adjustment or the jurisdictional expected annual effective tax rate for the period, depending on the nature and timing of the adjustment.

<sup>&</sup>lt;sup>2</sup> Adjustments to Calendar 2016 GAAP diluted EPS include acquisition related amortization expense of \$1.17, share-based compensation expense of \$0.14 and net other items of \$0.51, including merger-related costs of \$0.62 and a \$0.16 adjustment to remove a gain on the sale of membership interests in Visa Europe.