

Edgar Filing: Motorola Solutions, Inc. - Form 10-Q

Motorola Solutions, Inc.  
Form 10-Q  
November 03, 2017  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Form 10-Q

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(Mark One)

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

For the period ended September 30, 2017

or

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

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

Commission file number: 1-7221

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MOTOROLA SOLUTIONS, INC.

(Exact name of registrant as specified in its charter)

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|   |                                      |
|---|--------------------------------------|
| DELAWARE  | 36-1115800                           |
| (State of Incorporation)                            | (I.R.S. Employer Identification No.) |
| 500 W. Monroe Street,                               | 60661                                |
| Chicago, Illinois                                   | (Zip Code)                           |
| (Address of principal executive offices)            |                                      |
| Registrant's telephone number, including area code: |                                      |
| (847) 576-5000                                      |                                      |

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

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

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

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐ Emerging growth company ☐

(Do not check if a smaller reporting company)

If 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. ☐

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

The number of shares outstanding of each of the issuer's classes of common stock as of the close of business on September 30, 2017:

| Class | Number of Shares |
|-------|------------------|
|-------|------------------|

Common Stock; \$.01 Par Value 161,999,802

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Part I—Financial Information  
Condensed Consolidated Statements of Operations  
(Unaudited)

|  | Three Months<br>Ended<br>September 30,<br>2017 |         | Nine Months<br>Ended<br>September 30,<br>2017 |          |
|--|--|---------|---|----------|
| (In millions, except per share amounts)  | 2017   | 2016    | 2017  | 2016     |
| Net sales from products  | \$989  | \$ 920  | \$2,540                                       | \$ 2,423 |
| Net sales from services  | 656  | 612     | 1,883   | 1,732    |
| Net sales  | 1,645  | 1,532   | 4,423   | 4,155    |
| Costs of products sales  | 428  | 398     | 1,167   | 1,124    |
| Costs of services sales  | 423  | 372     | 1,202   | 1,090    |
| Costs of sales   | 851  | 770     | 2,369   | 2,214    |
| Gross margin   | 794  | 762     | 2,054   | 1,941    |
| Selling, general and administrative expenses                                       | 248  | 247     | 725   | 722      |
| Research and development expenditures  | 141  | 137     | 413   | 411      |
| Other charges  | 67   | 37      | 146   | 144      |
| Operating earnings   | 338  | 341     | 770   | 664      |
| Other income (expense):  |  |         |   |          |
| Interest expense, net  | (52 )  | (54 )   | (154 )  | (157 )   |
| Gains (losses) on sales of investments and businesses, net                         | —  | 7       | 3   | (13 )    |
| Other  | —  | (1 )    | (9 )  | (12 )    |
| Total other expense  | (52 )  | (48 )   | (160 )  | (182 )   |
| Net earnings before income taxes   | 286  | 293     | 610   | 482      |
| Income tax expense   | 73   | 100     | 188   | 164      |
| Net earnings   | 213  | 193     | 422   | 318      |
| Less: Earnings attributable to noncontrolling interests                            | 1  | 1       | 2   | 1        |
| Net earnings attributable to Motorola Solutions, Inc.                              | \$212  | \$ 192  | \$420   | \$ 317   |
| Earnings per common share:   |  |         |   |          |
| Basic  | \$1.30   | \$ 1.15 | \$2.57  | \$ 1.85  |
| Diluted  | 1.25   | 1.13    | 2.48  | 1.82     |
| Weighted average common shares outstanding:  |  |         |   |          |
| Basic  | 162.3  | 166.3   | 163.2   | 171.0    |
| Diluted  | 169.0  | 169.6   | 169.3   | 174.0    |
| Dividends declared per share   | \$0.47   | \$ 0.41 | \$1.41  | \$ 1.23  |
| See accompanying notes to condensed consolidated financial statements (unaudited). |  |         |   |          |

Condensed Consolidated Statements of Comprehensive Income  
(Unaudited)

| (In millions)   | Three Months Ended |                 |
|---|--------------------|-----------------|
|   | September 30, 2017 | October 1, 2016 |
| Net earnings  | \$ 213             | \$ 193          |
| Other comprehensive income (loss), net of tax (Note 2):                           |                    |                 |
| Foreign currency translation adjustments  | 46                 | (49 )           |
| Marketable securities   | 1                  | 1               |
| Defined benefit plans   | 26                 | 5               |
| Total other comprehensive income (loss), net of tax                               | 73                 | (43 )           |
| Comprehensive income  | 286                | 150             |
| Less: Earnings attributable to noncontrolling interest                            | 1                  | 1               |
| Comprehensive income attributable to Motorola Solutions, Inc. common shareholders | \$ 285             | \$ 149          |

| (In millions)  | Nine Months Ended  |                 |
|--|--------------------|-----------------|
|  | September 30, 2017 | October 1, 2016 |
| Net earnings   | \$ 422             | \$ 318          |
| Other comprehensive income (loss), net of tax (Note 2):                            |                    |                 |
| Foreign currency translation adjustments   | 127                | (134 )          |
| Marketable securities  | 5                  | 4               |
| Defined benefit plans  | 59                 | 65              |
| Total other comprehensive income (loss), net of tax                                | 191                | (65 )           |
| Comprehensive income   | 613                | 253             |
| Less: Earnings attributable to noncontrolling interest                             | 2                  | 1               |
| Comprehensive income attributable to Motorola Solutions, Inc. common shareholders  | \$ 611             | \$ 252          |
| See accompanying notes to condensed consolidated financial statements (unaudited). |                    |                 |

## Condensed Consolidated Balance Sheets

(In millions, except par value)

September 30, December 31,  
2017 2016  
(Unaudited)

## ASSETS

|                                    |          |          |
|------------------------------------|----------|----------|
| Cash and cash equivalents          | \$ 653   | \$ 967   |
| Restricted cash                    | 64       | 63       |
| Total cash and cash equivalents    | 717      | 1,030    |
| Accounts receivable, net           | 1,382    | 1,410    |
| Inventories, net                   | 364      | 273      |
| Other current assets               | 873      | 755      |
| Total current assets               | 3,336    | 3,468    |
| Property, plant and equipment, net | 889      | 789      |
| Investments                        | 249      | 238      |
| Deferred income taxes              | 2,115    | 2,219    |
| Goodwill                           | 932      | 728      |
| Intangible assets, net             | 896      | 821      |
| Other assets                       | 201      | 200      |
| Total assets                       | \$ 8,618 | \$ 8,463 |

## LIABILITIES AND STOCKHOLDERS' EQUITY

|   |          |          |
|---|----------|----------|
| Current portion of long-term debt                             | \$ 47    | \$ 4     |
| Accounts payable  | 473      | 553      |
| Accrued liabilities   | 2,043    | 2,111    |
| Total current liabilities                                     | 2,563    | 2,668    |
| Long-term debt  | 4,423    | 4,392    |
| Other liabilities   | 2,450    | 2,355    |
| Stockholders' Equity  |          |          |
| Preferred stock, \$100 par value                              | —        | —        |
| Common stock, \$.01 par value:                                | 2        | 2        |
| Authorized shares: 600.0                                      |          |          |
| Issued shares: 9/30/17—162.4; 12/31/16—165.5                  |          |          |
| Outstanding shares: 9/30/17—162.0; 12/31/16—164.7             |          |          |
| Additional paid-in capital                                    | 313      | 203      |
| Retained earnings   | 981      | 1,148    |
| Accumulated other comprehensive loss                          | (2,126)  | (2,317)  |
| Total Motorola Solutions, Inc. stockholders' equity (deficit) | (830)    | (964)    |
| Noncontrolling interests                                      | 12       | 12       |
| Total stockholders' equity (deficit)                          | (818)    | (952)    |
| Total liabilities and stockholders' equity                    | \$ 8,618 | \$ 8,463 |

See accompanying notes to condensed consolidated financial statements (unaudited).

Condensed Consolidated Statement of Stockholders' Equity  
(Unaudited)

| (In millions)  | Shares | Common<br>Stock and<br>Additional<br>Paid-in<br>Capital | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Retained<br>Earnings | Noncontrolling<br>Interests |
|--|--------|---|--|----------------------|-----------------------------|
| Balance as of December 31, 2016                      | 165.5  | \$ 205  | \$ (2,317 )  | \$ 1,148             | \$ 12                       |
| Net earnings   |        |   |  | 420                  | 2                           |
| Other comprehensive income                           |        |   | 191  |                      |                             |
| Issuance of common stock and stock options exercised | 1.2    | 61  |  |                      |                             |
| Share repurchase program                             | (4.3 ) |   |  | (358 )               |                             |
| Share-based compensation expense                     |        | 49  |  |                      |                             |
| Dividends declared                                   |        |   |  | (229 )               | (2 )                        |
| Balance as of September 30, 2017                     | 162.4  | \$ 315  | \$ (2,126 )  | \$ 981               | \$ 12                       |

See accompanying notes to condensed consolidated financial statements (unaudited).

Condensed Consolidated Statements of Cash Flows  
(Unaudited)

| (In millions)  | Nine Months<br>Ended  |                    |
|--|-----------------------|--------------------|
|  | September 30,<br>2017 | October 1,<br>2016 |
| Operating  |                       |                    |
| Net earnings attributable to Motorola Solutions, Inc.  | \$420                 | \$ 317             |
| Earnings attributable to noncontrolling interests  | 2                     | 1                  |
| Net earnings   | 422                   | 318                |
| Adjustments to reconcile Net earnings to Net cash provided by operating activities:  |                       |                    |
| Depreciation and amortization  | 254                   | 220                |
| Non-cash other charges   | 29                    | 43                 |
| Non-U.S. pension settlement loss   | 46                    | —                  |
| Share-based compensation expense   | 49                    | 52                 |
| Losses (gains) on sales of investments and businesses, net   | (3 )                  | 13                 |
| Deferred income taxes  | 99                    | 143                |
| Changes in assets and liabilities, net of effects of acquisitions, dispositions, and foreign currency translation adjustments: |                       |                    |
| Accounts receivable  | 81                    | 245                |
| Inventories  | (83 )                 | —                  |
| Other current assets   | (142 )                | (102 )             |
| Accounts payable and accrued liabilities   | (178 )                | (224 )             |
| Other assets and liabilities   | 11                    | (56 )              |
| Net cash provided by operating activities  | 585                   | 652                |
| Investing  |                       |                    |
| Acquisitions and investments, net  | (383 )                | (1,215 )           |
| Proceeds from sales of investments and businesses, net   | 174                   | 637                |
| Capital expenditures   | (206 )                | (211 )             |
| Proceeds from sales of property, plant and equipment   | —                     | 68                 |
| Net cash used for investing activities   | (415 )                | (721 )             |
| Financing  |                       |                    |
| Repayment of debt  | (15 )                 | (3 )               |
| Net proceeds from issuance of debt   | —                     | 673                |
| Proceeds from financing through capital leases   | 7                     | —                  |
| Issuance of common stock   | 61                    | 80                 |
| Purchase of common stock   | (358 )                | (728 )             |
| Payment of dividends   | (230 )                | (213 )             |
| Payment of dividend to non-controlling interest  | (2 )                  | —                  |
| Net cash used for financing activities   | (537 )                | (191 )             |
| Effect of exchange rate changes on cash and cash equivalents   | 54                    | (33 )              |
| Net decrease in cash and cash equivalents  | (313 )                | (293 )             |
| Cash and cash equivalents, beginning of period   | 1,030                 | 1,980              |
| Cash and cash equivalents, end of period   | \$717                 | \$ 1,687           |
| Supplemental Cash Flow Information   |                       |                    |
| Cash paid during the period for:   |                       |                    |
| Interest, net  | \$146                 | \$ 152             |
| Income and withholding taxes, net of refunds   | 83                    | 62                 |
| See accompanying notes to condensed consolidated financial statements (unaudited).   |                       |                    |





Notes to Condensed Consolidated Financial Statements

(Dollars in millions, except as noted)

(Unaudited)

1. Basis of Presentation

The condensed consolidated financial statements as of September 30, 2017 and for the three and nine months ended September 30, 2017 and October 1, 2016 include, in the opinion of management, all adjustments (consisting of normal recurring adjustments and reclassifications) necessary to present fairly the condensed consolidated balance sheets, statements of operations, statements of comprehensive income, statement of stockholders' equity, and statements of cash flows of Motorola Solutions, Inc. ("Motorola Solutions" or the "Company") for all periods presented.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") have been condensed or omitted. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Form 10-K for the year ended December 31, 2016. The results of operations for the three and nine months ended September 30, 2017 are not necessarily indicative of the operating results to be expected for the full year.

The preparation of financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Recent Developments

On July 28, 2017, the Company announced its intention to purchase Plant Holdings, Inc., the parent company of Airbus DS Communications. This acquisition will expand the Company's software portfolio in the Command Center with additional solutions for Next Generation 9-1-1.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers." This new standard will replace the existing revenue recognition guidance in U.S. GAAP. The core principle of the ASU is the recognition of revenue for the transfer of goods and services equal to the amount an entity expects to receive for those goods and services. This ASU requires additional disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and estimates and changes in those estimates. In August 2015, the FASB issued ASU No. 2015-14, "Revenue from Contracts with Customers: Deferral of the Effective Date" that delayed the effective date of ASU No. 2014-09 by one year to January 1, 2018, as the Company's annual reporting period begins after December 15, 2017.

The Company has continued to analyze the impact of the new standard on its financial results based on an inventory of the Company's current contracts with customers. The Company has obtained an understanding of the new standard and currently believes that it will retain much of the same accounting treatment used to recognize revenue under current standards. Revenue on a significant portion of the Company's contracts is currently recognized under percentage of completion accounting applying a cost-to-cost method, including contracts for radio network deployments based on the ASTRO P25, TETRA, and LTE technologies, as well as certain offerings within its Smart Public Safety Solutions requiring significant integration (collectively "network integration contracts").

Under the new standard, the Company must identify the distinct promises to transfer goods and/or services within its contracts using certain factors. For network integration contracts, the Company has considered the factors used to determine whether promises made in the contract are distinct and determined that devices and accessories represent distinct goods. Accordingly, adoption of the new standard will impact the Company's network integration contracts that include devices and accessories, with the resulting impact being revenue recognized earlier as control of the devices and accessories transfers to the customer at a point in time rather than over time. For the remaining promised goods and services within the Company's network integration contracts, it will continue to recognize revenue on these contracts using a cost-to-cost method based on the continuous transfer of control to the customer over time. Transfer of control in the Company's contracts is demonstrated by creating a customized asset for customers, in conjunction with contract terms which provide the right to receive payment for goods and services.

In addition, the standard may generally cause issuers to accelerate revenue recognition in contracts which were previously limited by software revenue recognition rules. While the Company has contracts which fall under these rules in the current standard, it has not historically deferred significant amounts of revenue under these rules as many arrangements are single-element software arrangements or sales of software with a tangible product which falls out of the scope of the current software rules. Based on the contracts currently in place, the Company does not anticipate a significant acceleration of revenue upon applying the new standard to its current contracts under these fact patterns. The new standard also requires the concept of transfer of control to determine whether an entity must present revenue from providing goods or services at the gross amount billed to a customer (as a principal) or at the net amount retained (as an agent). Therefore, an entity must assess whether it controls the goods or services provided to a customer before they are transferred. The new standard provides three indicators to assist entities in determining control. Under the current standard,

eight indicators (including the three indicators under the new standard) exist to evaluate whether an entity should present revenue gross as a principal or net as an agent. Historically, the Company presented transactions that involved a third-party sales representative on a net basis. After considering the control concept and remaining three indicators under the new standard, the Company has determined that it is the principal in contracts that involve a third-party sales representative. Thus, upon adoption of the new standard the Company will present associated revenues on a gross basis, with the affect being an equal increase to selling, general and administrative expenses.

Under current accounting standards, the Company expenses sales commissions as incurred. However, under ASU No. 2014-09, the Company will capitalize sales commissions as incremental costs to obtain a contract. Such costs will be classified as a contract asset and amortized over a period that approximates the timing of revenue recognition on the underlying contracts.

The Company continues to evaluate the impact of ASU No. 2014-09 on its financial results and prepare for the adoption of the standard on January 1, 2018, including readying its internal processes and control environment for new requirements, particularly around enhanced disclosures, under the new standard. The standard allows for both retrospective and modified retrospective methods of adoption. The Company expects to adopt this standard under the modified retrospective method of adoption, which recognizes the cumulative effect of transition as an adjustment to retained earnings for contracts that are not completed as of the adoption date, without restating prior period financial statements.

In February 2016, the FASB issued ASU No. 2016-02, "Leases," which amends existing guidance to require lessees to recognize assets and liabilities on the balance sheet for the rights and obligations created by long-term leases and to disclose additional quantitative and qualitative information about leasing arrangements. The ASU is effective for the Company on January 1, 2019 and interim periods within that reporting period. The ASU prescribes the use of a modified retrospective method upon adoption, which requires all prior periods presented in the financial statements to be restated, with a cumulative adjustment to retained earnings as of the beginning of the earliest period presented. The Company is in the process of assessing the impact of this ASU on its consolidated financial statements and footnote disclosures.

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 clarifies eight specific cash flow issues in an effort to reduce diversity in practice in how certain transactions are classified within the statement of cash flows. This ASU is effective for the Company on January 1, 2018 with early adoption permitted. The Company intends to adopt this ASU on January 1, 2018. Upon adoption, the ASU requires a retrospective application unless it is determined that it is impractical to do so, in which case it must be retrospectively applied at the earliest date practical. Upon adoption, the Company does not anticipate significant changes to the Company's existing accounting policies or presentation of the Statement of Cash Flows.

In October 2016, the FASB issued ASU No. 2016-16, "Accounting for Income Taxes: Intra-Entity Asset Transfers of Assets Other than Inventory," as part of the Board's simplification initiative aimed at reducing complexity in accounting standards. This ASU eliminates the current application of deferring the income tax effect of intra-entity asset transfers, other than inventory, until the transferred asset is sold to a third party or otherwise recovered through use and will require entities to recognize tax expense when the transfer occurs. The guidance will be effective for the Company on January 1, 2018 and interim periods within that reporting period; early adoption permitted. The Company intends to adopt the ASU on January 1, 2018. The ASU requires a modified retrospective application with a cumulative-effect adjustment recorded in retained earnings as of the beginning of the period of adoption. The Company continues to assess the impact of this ASU but anticipates that the impact will be immaterial based on existing deferred taxes from intra-entity asset transfers other than inventory.

In November 2016, the FASB issued ASU No. 2016-18, "Statement of Cash Flows (Topic 230): Restricted Cash," which requires that the statement of cash flows explain the change during the period in total cash, which is inclusive of cash and cash equivalents and amounts generally described as restricted cash or restricted cash equivalents. Restricted cash and restricted cash equivalents will be included with cash and cash equivalents when reconciling the beginning of period and end of period balances on the statement of cash flows upon adoption of this standard. The ASU is effective for the Company on January 1, 2018 with early adoption permitted. The Company intends to adopt the ASU on January 1, 2018. Upon adoption, the ASU requires retrospective application. The Company does not

anticipate significant changes to the Company's financial statements and related disclosures from adoption of the ASU.

In March 2017, the FASB issued ASU No. 2017-07, "Compensation - Retirement Benefits (Topic 715) - Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost." The amendments in this update require that an employer disaggregate the service cost component from the other components of net periodic cost (benefit) and report that component in the same line item as other compensation costs arising from services rendered by employees during the period. The other components of net periodic cost (benefit) are required to be presented in the statement of operations separately from the service cost component and outside of operating earnings. The amendment also allows for the service cost component of net periodic cost (benefit) to be eligible for capitalization when applicable. The guidance will be effective for the Company on January 1, 2018 and interim periods within that reporting period; early adoption is permitted. The guidance on the income statement presentation of the components of net periodic cost (benefit) must be applied retrospectively, while the guidance limiting the capitalization of net periodic cost (benefit) in assets to the service cost component must be applied prospectively. The Company intends to adopt this ASU on January 1, 2018. Upon adoption, the Company plans to update the presentation of net periodic cost (benefit) accordingly, noting all components of the Company's net periodic cost (benefit), with the exception of the service cost component, will be presented outside of operating earnings. The estimated impact of adoption of the ASU will be a reclassification of certain components of net periodic benefit from operating earnings to other income (expense) in the amount of approximately \$15 million and \$29 million for the years ended December 31, 2017 and December 31, 2016, respectively.

In August 2017, the FASB issued ASU No. 2017-12 "Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities," which is intended to simplify the application of hedge accounting and better portray the economic results of risk management strategies in the consolidated financial statements. The ASU expands and refines hedge accounting for both financial and non-financial risk components, aligns the recognition and presentation of the effects of hedging instruments and hedge items in the financial statements, and includes certain targeted improvements to ease the application of current guidance related to the assessment of hedge effectiveness. The ASU is effective for the Company on January 1, 2019 with adoption permitted immediately in any interim or annual period (including the current period). The Company is currently assessing the impact of this ASU, including transition elections and required elections, on its consolidated financial statements and the timing of adoption.

## 2. Other Financial Data

### Statements of Operations Information

#### Other Charges (Income)

Other charges (income) included in Operating earnings consist of the following:

|   | Three Months<br>Ended<br>September 30,<br>2017 |       | Nine Months<br>Ended<br>October 1,<br>2016 |        |
|---|--|-------|--|--------|
|   | 2017   | 2016  | 2017                                       | 2016   |
| Other charges:                            |  |       |  |        |
| Intangibles amortization (Note 13)        | \$ 39  | \$ 31 | \$ 112                                     | \$ 83  |
| Reorganization of business (Note 12)      | 6  | 6     | 22   | 28     |
| Building impairment                       | —  | —     | 8  | 17     |
| Non-U.S. pension settlement loss (Note 6) | 21   | —     | 46   | —      |
| Asset impairment                          | 1  | —     | 1  | —      |
| Gain on legal settlements                 | —  | —     | (44 )                                      | —      |
| Impairment of corporate aircraft          | —  | —     | —  | 3      |
| Acquisition-related transaction fees      | —  | —     | 1  | 13     |
|   | \$ 67  | \$ 37 | \$ 146                                     | \$ 144 |

During the nine months ended September 30, 2017, the Company recognized a net gain of \$44 million related to legal settlements. Of this amount, \$42 million relates to the recovery, through legal procedures to seize and liquidate assets, of financial receivables owed to the Company by a former customer of its legacy Networks business. The net gain of \$42 million was based on \$52 million of proceeds received, net \$10 million of fees owed to third parties for their involvement in the recovery.

During the nine months ended September 30, 2017 and October 1, 2016, the Company recognized \$8 million and \$17 million, respectively, of building impairments related to the sale of its Basingstoke building and Schaumburg campus, respectively.

During the nine months ended October 1, 2016, the Company expensed \$13 million of transaction fees related to the acquisition of Airwave.

# Other Income (Expense)

Interest expense, net, and Other, both included in Other income (expense), consist of the following:

|   | Three Months<br>Ended<br>September 30,<br>2017 |          | Nine Months<br>Ended<br>September 30,<br>2017 |           |
|---|--|----------|---|-----------|
|   | October 1,<br>2016                             |          | October 1,<br>2016                            |           |
| Interest income (expense), net:               |  |          |   |           |
| Interest expense                              | \$ (55 )                                       | \$ (58 ) | \$ (164 )                                     | \$ (169 ) |
| Interest income                               | 3  | 4        | 10  | 12        |
|   | \$ (52 )                                       | \$ (54 ) | \$ (154 )                                     | \$ (157 ) |
| Other:  |  |          |   |           |
| Investment impairments                        | —  | (2 )     | —   | (2 )      |
| Foreign currency gain (loss)                  | \$ (7 )  | \$ 7     | \$ (29 )                                      | \$ 34     |
| Gain (loss) on derivative instruments         | 3  | (11 )    | 14  | (41 )     |
| Gains on equity method investments            | 1  | —        | 1   | 2         |
| Realized foreign currency loss on acquisition | —  | —        | —   | (10 )     |
| Other   | 3  | 5        | 5   | 5         |
|   | \$ —   | \$ (1 )  | \$ (9 )                                       | \$ (12 )  |

During the three and nine months ended September 30, 2017, the Company recognized foreign currency losses of \$7 million and \$29 million, respectively, primarily driven by the British pound, partially offset by gains of \$3 million and \$14 million, respectively, on derivative instruments put in place to minimize the foreign exchange risk related to currency fluctuations.

During the three and nine months ended October 1, 2016, the Company recognized foreign currency gains of \$7 million and \$34 million, respectively, primarily driven by the British pound, partially offset by losses of \$11 million and \$41 million, respectively, on derivative instruments put in place to minimize the foreign exchange risk related to currency fluctuations.

During the nine months ended October 1, 2016, the Company realized a \$10 million foreign currency loss on currency purchased and held in anticipation of the acquisition of Airwave.

# Earnings Per Common Share

The computation of basic and diluted earnings per common share is as follows:

|  | Amounts attributable to Motorola<br>Solutions, Inc. common stockholders |         |   |         |
|--|---|---------|---|---------|
|  | Three Months<br>Ended<br>September 30,<br>2017                          |         | Nine Months<br>Ended<br>September 30,<br>2017 |         |
|  | October 1,<br>2016  |         | October 1,<br>2016                            |         |
| Basic earnings per common share:                   |   |         |   |         |
| Earnings   | \$212   | \$ 192  | \$ 420  | \$ 317  |
| Weighted average common shares outstanding         | 162.3   | 166.3   | 163.2   | 171.0   |
| Per share amount                                   | \$1.30  | \$ 1.15 | \$ 2.57                                       | \$ 1.85 |
| Diluted earnings per common share:                 |   |         |   |         |
| Earnings   | \$212   | \$ 192  | \$ 420  | \$ 317  |
| Weighted average common shares outstanding         | 162.3   | 166.3   | 163.2   | 171.0   |
| Add effect of dilutive securities:                 |   |         |   |         |
| Share-based awards                                 | 3.4   | 2.4     | 3.3   | 2.5     |
| Senior Convertible Notes                           | 3.3   | 0.9     | 2.8   | 0.5     |
| Diluted weighted average common shares outstanding | 169.0   | 169.6   | 169.3   | 174.0   |
| Per share amount                                   | \$1.25  | \$ 1.13 | \$ 2.48                                       | \$ 1.82 |





In the computation of diluted earnings per common share for the three months ended September 30, 2017, the assumed exercise of 2.0 million options, including 1.7 million subject to market-based contingent stock agreements, were excluded because their inclusion would have been antidilutive. For the nine months ended September 30, 2017, the assumed exercise of 2.3 million options, including 1.9 million subject to market-based contingent stock agreements, were excluded because their inclusion would have been antidilutive.

For the three months ended October 1, 2016, the assumed exercise of 2.5 million options, including 1.8 million subject to market-based contingent stock agreements, were excluded because their inclusion would have been antidilutive. For the nine months ended October 1, 2016, the assumed exercise of 2.9 million options and 0.4 million RSUs, including 2.0 million subject to market-based contingent stock agreements, were excluded because their inclusion would have been antidilutive.

On August 25, 2015, the Company issued \$1.0 billion of 2% Senior Convertible Notes which mature in September 2020 (the "Senior Convertible Notes"). The notes became fully convertible as of August 25, 2017. In the event of conversion, the Company intends to settle the principal amount of the Senior Convertible Notes in cash. Because of the Company's intention to settle the par value of the Senior Convertible Notes in cash upon conversion, only the number of shares that would be issuable (under the treasury stock method of accounting for share dilution) are included in our computation of diluted earnings per share. The conversion price is adjusted for dividends declared through the date of settlement. Diluted earnings per share has been calculated based upon the amount by which the average stock price exceeds the conversion price.

For the three and nine months ended September 30, 2017, the dilutive impact of the Senior Convertible Notes was 3.3 million shares and 2.8 million shares, respectively. For the three and nine months ended October 1, 2016, the dilutive impact of the Senior Convertible Notes was 0.9 million shares and 0.5 million shares, respectively.

#### Balance Sheet Information

##### Accounts Receivable, Net

Accounts receivable, net, consists of the following:

|  | September 30,<br>2017 | December 31,<br>2016 |
|--|-----------------------|----------------------|
| Accounts receivable                              | \$ 1,420              | \$ 1,454             |
| Less allowance for doubtful accounts (38 ) (44 ) |                       |                      |
|  | \$ 1,382              | \$ 1,410             |

##### Inventories, Net

Inventories, net, consist of the following:

|  | September 30,<br>2017 | December 31,<br>2016 |
|--|-----------------------|----------------------|
| Finished goods                           | \$ 178                | \$ 151               |
| Work-in-process and production materials | 315                   | 253                  |
|  | 493                   | 404                  |
| Less inventory reserves (129 ) (131 )    |                       |                      |
|  | \$ 364                | \$ 273               |

As a result of our Enterprise Resource Planning ("ERP") system implementation in the second quarter of 2017, the Company maintained higher inventory levels to ensure it continued to meet customer demand over the implementation period.

##### Other Current Assets

Other current assets consist of the following:

|  | September 30,<br>2017 | December 31,<br>2016 |
|--|-----------------------|----------------------|
| Available-for-sale securities            | \$ —                  | \$ 46                |
| Costs and earnings in excess of billings | 595                   | 495                  |
| Tax-related refunds receivable           | 144                   | 90                   |
| Other                                    | 134                   | 124                  |
|  | \$ 873                | \$ 755               |



## Property, Plant and Equipment, Net

Property, plant and equipment, net, consists of the following:

|                               | September 30, 2017 | December 31, 2016 |
|-------------------------------|--------------------|-------------------|
| Land                          | \$ 11              | \$ 12             |
| Building                      | 282                | 306               |
| Machinery and equipment       | 2,153              | 1,921             |
|                               | 2,446              | 2,239             |
| Less accumulated depreciation | (1,557 )           | (1,450 )          |
|                               | \$ 889             | \$ 789            |

Depreciation expense for the three months ended September 30, 2017 and October 1, 2016 was \$49 million and \$45 million, respectively. Depreciation expense for the nine months ended September 30, 2017 and October 1, 2016 was \$142 million and \$137 million, respectively.

## Investments

Investments consist of the following:

| September 30, 2017  | Cost Basis | Unrealized Gains | Investments |
|---|------------|------------------|-------------|
| Available-for-sale securities:                                      |            |                  |             |
| Government, agency, and government-sponsored enterprise obligations | \$ 5       | \$ —             | \$ 5        |
| Corporate bonds   | 2          | —                | 2           |
| Common stock  | 5          | 8                | 13          |
|   | 12         | 8                | 20          |
| Other investments   | 215        | —                | 215         |
| Equity method investments   | 14         | —                | 14          |
|   | \$ 241     | \$ 8             | \$ 249      |
| December 31, 2016   | Cost Basis | Unrealized Gains | Investments |
| Available-for-sale securities:                                      |            |                  |             |
| Government, agency, and government-sponsored enterprise obligations | \$ 51      | \$ —             | \$ 51       |
| Corporate bonds   | 5          | —                | 5           |
|   | 56         | —                | 56          |
| Other investments   | 211        | —                | 211         |
| Equity method investments   | 17         | —                | 17          |
|   | \$ 284     | \$ —             | \$ 284      |
| Less: current portion of available-for-sale securities              |            |                  | 46          |
|   |            |                  | \$ 238      |

Other investments include strategic investments in non-public technology-driven startup companies recorded at cost of \$74 million and \$76 million, and insurance policies recorded at their cash surrender value of \$141 million and \$135 million, at September 30, 2017 and December 31, 2016, respectively.

During the three months ended September 30, 2017, Gains on the sale of investments and businesses was de minimus, compared to gains of \$7 million during the three months ended October 1, 2016. During the nine months ended September 30, 2017, the Company recognized Gains on the sale of investments and businesses of \$3 million, compared to losses of \$13 million during the nine months ended October 1, 2016, of which, \$19 million was associated with the sale of United Kingdom treasury securities, partially offset by gains of \$6 million.

## Other Assets

Other assets consist of the following:

|                             | September 30,<br>2017 | December 31,<br>2016 |
|-----------------------------|-----------------------|----------------------|
| Long-term receivables       | 24                    | 49                   |
| Defined benefit plan assets | 138                   | 102                  |
| Other                       | 39                    | 49                   |
|                             | \$ 201                | 200                  |

## Accrued Liabilities

Accrued liabilities consist of the following:

|  | September 30,<br>2017 | December 31,<br>2016 |
|--|-----------------------|----------------------|
| Deferred revenue                         | \$ 469                | \$ 439               |
| Compensation                             | 232                   | 250                  |
| Billings in excess of costs and earnings | 408                   | 434                  |
| Tax liabilities                          | 168                   | 111                  |
| Dividend payable                         | 76                    | 77                   |
| Trade liabilities                        | 154                   | 180                  |
| Other                                    | 536                   | 620                  |
|  | \$ 2,043              | \$ 2,111             |

## Other Liabilities

Other liabilities consist of the following:

|                                  | September 30,<br>2017 | December 31,<br>2016 |
|----------------------------------|-----------------------|----------------------|
| Defined benefit plans            | \$ 1,797              | \$ 1,799             |
| Deferred revenue                 | 158                   | 115                  |
| Unrecognized tax benefits        | 40                    | 39                   |
| Deferred income taxes            | 142                   | 121                  |
| Deferred consideration (Note 13) | 82                    | 72                   |
| Other                            | 231                   | 209                  |
|                                  | \$ 2,450              | \$ 2,355             |

## Stockholders' Equity

Share Repurchase Program: Through a series of actions, the Board of Directors has authorized the Company to repurchase in the aggregate up to \$14.0 billion of its outstanding shares of common stock (the "share repurchase program"). The share repurchase program does not have an expiration date.

During the nine months ended September 30, 2017, the Company paid an aggregate of \$358 million, including transaction costs, to repurchase approximately 4.3 million shares at an average price of \$83.22 per share. As of September 30, 2017, the Company had used approximately \$12.2 billion of the share repurchase authority, including transaction costs, to repurchase shares, leaving \$1.8 billion of authority available for future repurchases.

Payment of Dividends: During the three months ended September 30, 2017 and October 1, 2016, the Company paid \$76 million and \$70 million, respectively, in cash dividends to holders of its common stock. During the nine months ended September 30, 2017 and October 1, 2016, the Company paid \$230 million and \$213 million, respectively, in cash dividends to holders of its common stock.

## Accumulated Other Comprehensive Loss

The following table displays the changes in Accumulated other comprehensive loss, including amounts reclassified into income, and the affected line items in the condensed consolidated statements of operations during the three and nine months ended September 30, 2017 and October 1, 2016:

|   | Three Months Ended |                 | Nine Months Ended  |                 |
|---|--------------------|-----------------|--------------------|-----------------|
|   | September 30, 2017 | October 1, 2016 | September 30, 2017 | October 1, 2016 |
| <b>Foreign Currency Translation Adjustments:</b>  |                    |                 |                    |                 |
| Balance at beginning of period  | \$(413 )           | \$(351 )        | \$(494 )           | \$(266 )        |
| Other comprehensive income (loss) before reclassification adjustment                                    | 49                 | (47 )           | 133                | (131 )          |
| Tax expense   | (3 )               | (2 )            | (6 )               | (3 )            |
| Other comprehensive income (loss), net of tax   | 46                 | (49 )           | 127                | (134 )          |
| Balance at end of period  | \$(367 )           | \$(400 )        | \$(367 )           | \$(400 )        |
| <b>Available-for-Sale Securities:</b>   |                    |                 |                    |                 |
| Balance at beginning of period  | \$4                | \$—             | \$—                | \$(3 )          |
| Other comprehensive income (loss) before reclassification adjustment                                    | 1                  | 1               | 8                  | (1 )            |
| Tax (expense) benefit   | —                  | —               | (3 )               | 1               |
| Other comprehensive income before reclassification adjustment, net of tax                               | 1                  | 1               | 5                  | —               |
| Reclassification adjustment into Gains (losses) on sales of investments and businesses, net             | —                  | —               | —                  | 6               |
| Tax benefit   | —                  | —               | —                  | (2 )            |
| Reclassification adjustment into Gains (losses) on sales of investments and businesses, net of tax      | —                  | —               | —                  | 4               |
| Other comprehensive income, net of tax  | 1                  | 1               | 5                  | 4               |
| Balance at end of period  | \$5                | \$1             | \$5                | \$1             |
| <b>Defined Benefit Plans:</b>   |                    |                 |                    |                 |
| Balance at beginning of period  | (1,790 )           | (1,537 )        | \$(1,823 )         | \$(1,597 )      |
| Other comprehensive income (loss) before reclassification adjustment                                    | (4 )               | —               | (15 )              | 53              |
| Tax expense   | —                  | —               | —                  | (16 )           |
| Other comprehensive income (loss) before reclassification adjustment, net of tax                        | (4 )               | —               | (15 )              | 37              |
| Reclassification adjustment - Actuarial net losses into Selling, general, and administrative expenses   | 17                 | 13              | 49                 | 40              |
| Reclassification adjustment - Prior service benefits into Selling, general, and administrative expenses | (4 )               | (7 )            | (12 )              | (20 )           |
| Reclassification adjustment - Non-U.S. pension settlement loss into Other charges                       | 21                 | —               | 46                 | —               |
| Tax expense (benefit)   | (4 )               | (1 )            | (9 )               | 8               |
| Reclassification adjustment into Operating earnings, net of tax   | 30                 | 5               | 74                 | 28              |
| Other comprehensive income, net of tax  | 26                 | 5               | 59                 | 65              |
| Balance at end of period  | \$(1,764 )         | \$(1,532 )      | \$(1,764 )         | \$(1,532 )      |
| Total Accumulated other comprehensive loss  | \$(2,126 )         | \$(1,931 )      | \$(2,126 )         | \$(1,931 )      |

### 3. Debt and Credit Facilities

As of September 30, 2017, the Company had a \$2.2 billion syndicated, unsecured revolving credit facility scheduled to mature in April 2022, which can be used for borrowing and letters of credit (the "2017 Motorola Solutions Credit Agreement"). The 2017 Motorola Solutions Credit Agreement includes a \$500 million letter of credit sub-limit with \$450 million of fronting commitments. Borrowings under the facility bear interest at the prime rate plus the applicable margin, or at a spread above the London Interbank Offered Rate, at the Company's option. An annual facility fee is payable on the undrawn amount of the credit line. The interest rate and facility fee are subject to adjustment if the Company's credit rating changes. The Company must comply with certain customary covenants including a maximum leverage ratio, as defined in the 2017 Motorola Solutions Credit Agreement. The Company was in compliance with its financial covenants as of September 30, 2017. During the quarter ended September 30, 2017, the Company had borrowings and repayments of \$150 million under the 2017 Motorola Solutions Credit Agreement. Such borrowings were used to purchase Kodiak Networks, and were repaid using cash from operations within the quarter.

On August 25, 2015, the Company entered into an agreement with Silver Lake Partners to issue \$1.0 billion of 2% Senior Convertible Notes which mature in September 2020. The notes became fully convertible as of August 25, 2017. The notes are convertible based on a conversion rate of 14.7476, as may be adjusted for dividends declared, per \$1,000 principal amount (which is currently equal to a conversion price of \$67.81 per share). In the event of conversion, the notes may be settled in either cash or stock, at the Company's discretion. The Company intends to settle the principal amount of the Senior Convertible Notes in cash.

### 4. Risk Management

#### Foreign Currency Risk

As of September 30, 2017, the Company had outstanding foreign exchange contracts with notional amounts totaling \$541 million, compared to \$717 million outstanding at December 31, 2016. The Company does not believe these financial instruments should subject it to undue risk due to foreign exchange movements because gains and losses on these contracts should generally offset gains and losses on the underlying assets, liabilities and transactions.

The following table shows the five largest net notional amounts of the positions to buy or sell foreign currency as of September 30, 2017, and the corresponding positions as of December 31, 2016:

| Net Buy (Sell) by Currency | Notional Amount    |                   |
|----------------------------|--------------------|-------------------|
|                            | September 30, 2017 | December 31, 2016 |
| Euro                       | \$185              | \$122             |
| British Pound              | 69                 | 246               |
| Chinese Renminbi           | (72)               | (108)             |
| Brazilian Real             | (47)               | (56)              |
| Australian Dollar          | (45)               | (51)              |

During the nine months ended September 30, 2017, the Company entered into forward contracts to sell £50 million, expiring in December 2017. The Company also entered into forward contracts to sell £25 million, expiring in June 2018, as well as to sell £25 million, expiring in September 2018. The forward contracts have been designated as a net investment hedge which is in place to partially hedge the Company's British pound foreign currency exposure on its net investment in Airwave Solutions Limited. The gains and losses on the Company's net investment in British pound-denominated foreign operations, driven by changes in foreign exchange rates, are economically offset by movements in the fair values of the forward contracts designated as net investment hedges. Any changes in fair value of the net investment hedges are reflected as a component of Accumulated other comprehensive loss. As of September 30, 2017, the fair value of the derivative contracts was a \$3 million liability.

#### Interest Rate Risk

The Company's subsidiaries have variable interest loans denominated in the Euro and Chilean Peso. The Company has interest rate swap agreements in place which change the characteristics of interest rate payments from variable to maximum fixed-rate payments. The interest rate swaps are not designated as hedges. As such, changes in the fair value of the interest rate swaps are included in Other income (expense) in the Company's condensed consolidated statements of operations. The fair value of the interest rate swaps was a \$1 million liability at September 30, 2017 and

de minimus December 31, 2016.

#### Counterparty Risk

The use of derivative financial instruments exposes the Company to counterparty credit risk in the event of non-performance by counterparties. However, the Company's risk is limited to the fair value of the instruments when the derivative is in an asset position. The Company actively monitors its exposure to credit risk. As of September 30, 2017, all of the counterparties have investment grade credit ratings. As of September 30, 2017, the Company had \$7 million of exposure to aggregate net credit risk with all counterparties.

The following tables summarize the fair values and locations in the condensed consolidated balance sheets of all derivative financial instruments held by the Company as of September 30, 2017 and December 31, 2016:

|   | Fair Values of Derivative Instruments |                              |
|---|---------------------------------------|------------------------------|
|   | Assets                                | Liabilities                  |
|   | Balance Sheet Value Location          | Balance Sheet Value Location |
| September 30, 2017                                      |                                       |                              |
| Derivatives designated as hedging instruments:          |                                       |                              |
| Foreign exchange contracts                              | \$— Other assets                      | \$3 Other liabilities        |
| Derivatives not designated as hedging instruments:      |                                       |                              |
| Foreign exchange contracts                              | \$7 Other current assets              | \$5 Accrued liabilities      |
| Interest agreements                                     | — Other current assets                | 1 Accrued liabilities        |
| Total derivatives not designated as hedging instruments | \$7                                   | \$6                          |
| Total derivatives                                       | \$7                                   | \$9                          |

|  | Fair Values of Derivative Instruments |                              |
|--|---------------------------------------|------------------------------|
|  | Assets                                | Liabilities                  |
|  | Balance Sheet Value Location          | Balance Sheet Value Location |
| December 31, 2016                                  |                                       |                              |
| Derivatives not designated as hedging instruments: |                                       |                              |
| Foreign exchange contracts                         | \$9 Other current assets              | \$32 Accrued liabilities     |

The following table summarizes the effect of derivatives designated as hedging instruments on the Company's condensed consolidated financial statements for the three and nine months ended September 30, 2017 and October 1, 2016:

|   | Three Months Ended |                 | Nine Months Ended  |                 | Balance Sheet Location            |
|---|--------------------|-----------------|--------------------|-----------------|-----------------------------------|
|   | September 30, 2017 | October 1, 2016 | September 30, 2017 | October 1, 2016 |                                   |
| Derivatives Designated as Hedging Instruments |                    |                 |                    |                 |                                   |
| Foreign exchange contracts                    | \$ (1 )            | \$ —            | \$ (3 )            | \$ —            | Other comprehensive income (loss) |

The following table summarizes the effect of derivatives not designated as hedging instruments on the Company's condensed consolidated financial statements for the three and nine months ended September 30, 2017 and October 1, 2016:

|                                       | Three Months Ended |                 | Nine Months Ended  |                 | Statements of Operations Location |
|---------------------------------------|--------------------|-----------------|--------------------|-----------------|-----------------------------------|
|                                       | September 30, 2017 | October 1, 2016 | September 30, 2017 | October 1, 2016 |                                   |
| Gain (loss) on Derivative Instruments |                    |                 |                    |                 |                                   |
| Interest agreements                   | \$ (1 )            | \$ —            | \$ (1 )            | \$ —            | Other income (expense)            |
| Foreign exchange contracts            | 4                  | (11 )           | 15                 | (41 )           | Other income (expense)            |
| Total derivatives                     | \$ 3               | \$ (11 )        | \$ 14              | \$ (41 )        |                                   |

## 5. Income Taxes

At the end of each interim reporting period, the Company makes an estimate of its annual effective income tax rate. Tax expense in interim periods is calculated at the estimated annual effective tax rate plus or minus the tax effects of items of income and expense that are discrete to the period. The estimate used in providing for income taxes on a year-to-date basis may change in subsequent interim periods.



The following table provides details of income taxes:

|                                  | Three Months Ended September 30, 2017 |        | Three Months Ended October 1, 2016 |        | Nine Months Ended September 30, 2017 |  | Nine Months Ended October 1, 2016 |  |
|----------------------------------|---------------------------------------|--------|------------------------------------|--------|--------------------------------------|--|-----------------------------------|--|
| Net earnings before income taxes | \$286                                 | \$ 293 | \$610                              | \$ 482 |                                      |  |                                   |  |
| Income tax expense               | 73                                    | 100    | 188                                | 164    |                                      |  |                                   |  |
| Effective tax rate               | 26 %                                  | 34 %   | 31 %                               | 34 %   |                                      |  |                                   |  |

The Company recorded \$73 million of net tax expense during the three months ended September 30, 2017, resulting in an effective tax rate of 26%, compared to \$100 million of net tax expense during the three months ended October 1, 2016, resulting in an effective tax rate of 34%. The effective tax rate in the third quarter of 2017 was lower than the U.S. statutory tax rate of 35% primarily driven by a tax benefit due to the recognition of a U.S. capital loss. The effective tax rate in the third quarter of 2016 was lower than the U.S. statutory tax rate of 35% partly due to favorable discrete adjustments to deferred tax assets of foreign subsidiaries.

The Company recorded \$188 million of net tax expense during the nine months ended September 30, 2017, resulting in an effective tax rate of 31%, compared to \$164 million of net tax expense during the nine months ended October 1, 2016, resulting in an effective tax rate of 34%. The effective tax rate in the first nine months of 2017 was lower than the U.S. statutory tax rate of 35% primarily due to a tax benefit due to the recognition of a U.S. capital loss. The effective tax rate in the first nine months of 2016 was lower than the U.S. statutory tax rate of 35% partly due to the recognition of excess tax benefits on share-based compensation.

## 6. Retirement and Other Employee Benefits

### Pension and Postretirement Health Care Benefits Plans

The net periodic costs (benefits) for Pension and Postretirement Health Care Benefits Plans were as follows:

|                                     | U.S. Pension Benefit Plans |                 | Non-U.S. Pension Benefit Plans |                 | Postretirement Health Care Benefits Plan |                 |
|-------------------------------------|----------------------------|-----------------|--------------------------------|-----------------|--|-----------------|
| Three Months Ended                  | September 30, 2017         | October 1, 2016 | September 30, 2017             | October 1, 2016 | September 30, 2017                       | October 1, 2016 |
| Service cost                        | \$ —                       | \$ —            | \$ 1                           | \$ 2            | \$ —                                     | \$ —            |
| Interest cost                       | 46                         | 46              | 10                             | 13              | 1  | 1               |
| Expected return on plan assets      | (57)                       | (55)            | (24)                           | (23)            | (3)                                      | (2)             |
| Amortization of:                    |                            |                 |                                |                 |  |                 |
| Unrecognized net loss               | 11                         | 9               | 4                              | 3               | 2  | 1               |
| Unrecognized prior service benefit  | —                          | —               | —                              | —               | (4)                                      | (7)             |
| Settlement loss                     | —                          | —               | 21                             | —               | —  | —               |
| Net periodic pension cost (benefit) | \$ —                       | \$ —            | \$ 12                          | \$ (5)          | \$ (4)                                   | \$ (7)          |

|                                    | U.S. Pension<br>Benefit Plans |                    | Non-U.S.<br>Pension Benefit<br>Plans |                    | Postretirement<br>Health Care<br>Benefits Plan |                    |
|------------------------------------|-------------------------------|--------------------|--------------------------------------|--------------------|--|--------------------|
| Nine Months Ended                  | September 30,<br>2017         | October 1,<br>2016 | September 30,<br>2017                | October 1,<br>2016 | September 30,<br>2017                          | October 1,<br>2016 |
| Service cost                       | \$ —                          | \$ —               | \$ 3                                 | \$ 6               | \$ —   | \$ —               |
| Interest cost                      | 138                           | 138                | 30                                   | 41                 | 3  | 3                  |
| Expected return on plan assets     | (172 )                        | (165 )             | (71 )                                | (71 )              | (9 )   | (7 )               |
| Amortization of:                   |                               |                    |                                      |                    |  |                    |
| Unrecognized net loss              | 33                            | 27                 | 12                                   | 9                  | 4  | 4                  |
| Unrecognized prior service benefit | —                             | —                  | —                                    | —                  | (12 )  | (20 )              |
| Settlement loss                    | —                             | —                  | 46                                   | —                  | —  | —                  |
| Net periodic cost (benefit)        | \$ (1 )                       | \$ —               | \$ 20                                | \$ (15 )           | \$ (14 )                                       | \$ (20 )           |

During the nine months ended September 30, 2017, the Company offered lump-sum settlements to certain participants in the Non-U.S. defined benefit plan within the United Kingdom. The lump-sum settlements were targeted to certain participants who had accrued a pension benefit, but had not yet started receiving pension benefit payments. The window for the participant registration in the program closed during the second quarter. However, the Company accounted for settlements through the third quarter of 2017, as remaining lump-sum settlements were paid to participants. As a result of the actions taken through the first nine months of 2017, the Company recorded a settlement loss of \$21 million and \$46 million during the three and nine months ended September 30, 2017, which is recorded within Other Charges within the condensed consolidated statement of operations.

#### 7. Share-Based Compensation Plans

Compensation expense for the Company's share-based compensation plans was as follows:

|   | Three Months<br>Ended<br>September 30,<br>2017 |          | Nine Months<br>Ended<br>September 30,<br>2017 |          |
|---|--|----------|---|----------|
|   | 2016   | 2017     | 2016  | 2017     |
| Share-based compensation expense included in:                   |  |          |   |          |
| Costs of sales  | \$ 2   | \$ 2     | \$ 7  | \$ 7     |
| Selling, general and administrative expenses                    | 11   | 12       | 32  | 35       |
| Research and development expenditures                           | 3  | 3        | 10  | 10       |
| Share-based compensation expense included in Operating earnings | 16   | 17       | 49  | 52       |
| Tax benefit   | 5  | 5        | 16  | 16       |
| Share-based compensation expense, net of tax                    | \$ 11  | \$ 12    | \$ 33   | \$ 36    |
| Decrease in basic earnings per share                            | \$(0.07)                                       | \$(0.07) | \$(0.20)                                      | \$(0.21) |
| Decrease in diluted earnings per share                          | \$(0.07)                                       | \$(0.07) | \$(0.19)                                      | \$(0.21) |

During the nine months ended September 30, 2017, the Company granted 0.6 million RSUs and 0.1 million market stock units ("MSUs") with an aggregate grant-date fair value of \$46 million and \$6 million, respectively, and 0.4 million stock options and 0.6 million performance options ("POs") with an aggregate grant-date fair value of \$5 million and \$9 million, respectively. Share-based compensation expense will generally be recognized over the vesting period of three years.

#### 8. Fair Value Measurements

The Company holds certain fixed income securities, equity securities and derivatives, which are recognized and disclosed at fair value in the financial statements on a recurring basis. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. Fair value is measured using the fair value hierarchy and related valuation methodologies as defined in the authoritative literature. This guidance specifies a hierarchy of valuation techniques based on whether the inputs to each measurement are observable or unobservable. Observable inputs reflect market data obtained from

independent sources, while unobservable inputs reflect the Company's assumptions about current market conditions. The fair value hierarchy and related valuation methodologies are as follows:

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Level 1—Quoted prices for identical instruments in active markets.

Level 2—Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations, in which all significant inputs are observable in active markets.

Level 3—Valuations derived from valuation techniques, in which one or more significant inputs are unobservable. The fair values of the Company's financial assets and liabilities by level in the fair value hierarchy as of September 30, 2017 and December 31, 2016 were as follows:

| September 30, 2017  | Level 1 | Level 2 | Total |
|---|---------|---------|-------|
| Assets:   |         |         |       |
| Foreign exchange derivative contracts                               | \$      | —\$ 7   | \$ 7  |
| Available-for-sale securities:                                      |         |         |       |
| Government, agency, and government-sponsored enterprise obligations | —       | 5       | 5     |
| Corporate bonds   | —       | 2       | 2     |
| Common stock  | 13      | —       | 13    |
| Liabilities:  |         |         |       |
| Foreign exchange derivative contracts                               | \$      | —\$ 8   | \$ 8  |
| Interest agreements   | —       | 1       | 1     |
| December 31, 2016   | Level 2 | Total   |       |
| Assets:   |         |         |       |
| Foreign exchange derivative contracts                               | \$ 9    | \$ 9    |       |
| Available-for-sale securities:                                      |         |         |       |
| Government, agency, and government-sponsored enterprise obligations | 51      | 51      |       |
| Corporate bonds   | 5       | 5       |       |
| Liabilities:  |         |         |       |
| Foreign exchange derivative contracts                               | \$ 32   | \$ 32   |       |

The Company had no Level 3 holdings as of September 30, 2017 or December 31, 2016.

At September 30, 2017 and December 31, 2016, the Company had \$263 million and \$309 million, respectively, of investments in money market prime and government funds (Level 1) classified as Cash and cash equivalents in its condensed consolidated balance sheets. The money market funds had quoted market prices that are equivalent to par. Using quoted market prices and market interest rates, the Company determined that the fair value of long-term debt at September 30, 2017 and December 31, 2016 was \$4.6 billion and \$4.5 billion (Level 2), respectively.

All other financial instruments are carried at cost, which is not materially different from the instruments' fair values.

## 9. Long-term Financing and Sales of Receivables

### Long-term Financing

Long-term receivables consist of receivables with payment terms greater than twelve months, long-term loans and lease receivables under sales-type leases. Long-term receivables consist of the following:

|                                   | September 30, 2017 | December 31, 2016 |
|-----------------------------------|--------------------|-------------------|
| Long-term receivables             | \$ 43              | \$ 63             |
| Less current portion              | (19)               | (14)              |
| Non-current long-term receivables | \$ 24              | \$ 49             |

The current portion of long-term receivables is included in Accounts receivable, net and the non-current portion of long-term receivables is included in Other assets in the Company's condensed consolidated balance sheets. The Company had outstanding commitments to provide long-term financing to third parties totaling \$135 million at September 30, 2017, compared to \$125 million at December 31, 2016.

## Sales of Receivables

The following table summarizes the proceeds received from sales of accounts receivable and long-term receivables for the three and nine months ended September 30, 2017 and October 1, 2016:

|                                      | Three Months Ended September 30, 2017 |       | Nine Months Ended October 1, 2016 |        |
|--------------------------------------|---------------------------------------|-------|-----------------------------------|--------|
|                                      | 2017                                  | 2016  | 2017                              | 2016   |
| Accounts receivable sales proceeds   | \$ 99                                 | \$ 8  | \$ 179                            | \$ 15  |
| Long-term receivables sales proceeds | 55                                    | 39    | 123                               | 173    |
| Total proceeds from receivable sales | \$ 154                                | \$ 47 | \$ 302                            | \$ 188 |

At September 30, 2017, the Company had retained servicing obligations for \$780 million of long-term receivables, compared to \$774 million at December 31, 2016. Servicing obligations are limited to collection activities related to the sales of accounts receivables and long-term receivables.

## Credit Quality of Financing Receivables and Allowance for Credit Losses

An aging analysis of financing receivables at September 30, 2017 and December 31, 2016 is as follows:

|  | Total Long-term Receivable | Current Due | Billed Due 90 Days | Past Due Under 90 Days | Past Due Over 90 Days |
|--|----------------------------|-------------|--------------------|------------------------|-----------------------|
| September 30, 2017                               |                            |             |                    |                        |                       |
| Municipal leases secured tax exempt              | \$ 25                      | \$ —        | \$ —               | \$ —                   | \$ 2                  |
| Commercial loans and leases secured              | 18                         | 3           | 1                  | 1                      |                       |
| Long-term receivables, including current portion | \$ 43                      | \$ 3        | \$ 1               | \$ 3                   |                       |
| December 31, 2016                                |                            |             |                    |                        |                       |
| Municipal leases secured tax exempt              | \$ 20                      | \$ —        | \$ —               | \$ —                   |                       |
| Commercial loans and leases secured              | 43                         | —           | 2                  | 2                      |                       |
| Long-term receivables, including current portion | \$ 63                      | \$ —        | \$ 2               | \$ 2                   |                       |

## 10. Commitments and Contingencies

## Legal Matters

The Company is a defendant in various lawsuits, claims, and actions, which arise in the normal course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's condensed consolidated financial position, liquidity, or results of operations. However, an unfavorable resolution could have a material adverse effect on the Company's consolidated financial position, liquidity, or results of operations in the periods in which the matters are ultimately resolved, or in the periods in which more information is obtained that changes management's opinion of the ultimate disposition.

## Other Indemnifications

The Company is a party to a variety of agreements pursuant to which it is obligated to indemnify the other party with respect to certain matters. In indemnification cases, payment by the Company is conditioned on the other party making a claim pursuant to the procedures specified in the particular contract, which procedures typically allow the Company to challenge the other party's claims. In some instances, the Company may have recourse against third parties for certain payments made by the Company.

Some of these obligations arise as a result of divestitures of the Company's assets or businesses and require the Company to indemnify the other party against losses arising from breaches of representations and warranties and covenants and, in some cases, the settlement of pending obligations. The Company's obligations under divestiture agreements for indemnification based on breaches of representations and warranties are generally limited in terms of

duration and to amounts not in excess of a percentage of the contract value. The Company had no accruals for any such obligations at September 30, 2017.

In addition, the Company may provide indemnifications for losses that result from the breach of general warranties contained in certain commercial and intellectual property agreements. Historically, the Company has not made significant payments under these agreements.

## 11. Segment Information

The Company conducts its business globally and manages it through the following two segments:

**Products:** The Products segment is comprised of Devices and Systems. Devices includes two-way portable and vehicle-mounted radios, accessories, software features, and upgrades. Systems includes the radio network core and central processing software, base stations, consoles, repeaters, and software applications and features. The primary customers of the Products segment are government, public safety and first-responder agencies, municipalities, and commercial and industrial customers who operate private communications networks and manage a mobile workforce.

**Services:** The Services segment provides a full set of offerings for government, public safety and commercial communication networks including: (i) Integration services, (ii) Managed & Support services, and (iii) iDEN services. Integration services includes implementation, optimization, and integration of networks, devices, software, and applications. Managed & Support services includes a continuum of service offerings beginning with repair, technical support and hardware maintenance. More advanced offerings include network monitoring, software maintenance and cyber security services. Managed services offerings range from partial or full operation of customer owned networks to operation of Motorola Solutions owned networks. Services are provided across all radio network technologies, Command Center Consoles and Smart Public Safety Solutions. iDEN services consists primarily of hardware and software maintenance services for our legacy iDEN customers.

The following table summarizes Net sales by segment:

|          | Three Months Ended September 30, 2017 |          | Three Months Ended October 1, 2016 |  | Nine Months Ended September 30, 2017 |          | Nine Months Ended October 1, 2016 |  |
|----------|---------------------------------------|----------|------------------------------------|--|--------------------------------------|----------|-----------------------------------|--|
| Products | \$989                                 | \$ 920   |                                    |  | \$2,540                              | \$ 2,423 |                                   |  |
| Services | 656                                   | 612      |                                    |  | 1,883                                | 1,732    |                                   |  |
|          | \$1,645                               | \$ 1,532 |                                    |  | \$4,423                              | \$ 4,155 |                                   |  |

The following table summarizes the Operating earnings by segment:

|                              | Three Months Ended September 30, 2017 |        | Three Months Ended October 1, 2016 |  | Nine Months Ended September 30, 2017 |        | Nine Months Ended October 1, 2016 |  |
|------------------------------|---------------------------------------|--------|------------------------------------|--|--------------------------------------|--------|-----------------------------------|--|
| Products                     | \$253                                 | \$ 225 |                                    |  | \$510                                | \$ 404 |                                   |  |
| Services                     | 85                                    | 116    |                                    |  | 260                                  | 260    |                                   |  |
| Operating earnings           | 338                                   | 341    |                                    |  | 770                                  | 664    |                                   |  |
| Total other expense          | (52 )                                 | (48 )  |                                    |  | (160 )                               | (182 ) |                                   |  |
| Earnings before income taxes | \$286                                 | \$ 293 |                                    |  | \$610                                | \$ 482 |                                   |  |

## 12. Reorganization of Business

### 2017 Charges

During the three months ended September 30, 2017, the Company recorded net reorganization of business charges of \$8 million including \$6 million of charges in Other charges and \$2 million of charges in Cost of sales in the Company's condensed consolidated statements of operations. Included in the \$8 million were charges of \$7 million related to employee separation costs and \$1 million related to exit costs.

During the nine months ended September 30, 2017, the Company recorded net reorganization of business charges of \$30 million including \$22 million of charges in Other charges and \$8 million of charges in Cost of sales in the Company's condensed consolidated statements of operations. Included in the \$30 million were charges of \$30 million related to employee separation costs and \$5 million related to exit costs, partially offset by \$5 million of reversals for accruals no longer needed.





The following table displays the net charges incurred by segment:

|          | Three<br>September 30, 2017 Months<br>Ended | Nine<br>Months<br>Ended |
|----------|---|-------------------------|
| Products | \$ 6  | \$ 22                   |
| Services | 2   | 8                       |
|          | \$ 8  | \$ 30                   |

The following table displays a rollforward of the reorganization of business accruals established for lease exit costs and employee separation costs from January 1, 2017 to September 30, 2017:

|                           | January 1,<br>2017 | Additional<br>Charges | Adjustments | Amount<br>Used | September 30,<br>2017 |
|---------------------------|--------------------|-----------------------|-------------|----------------|-----------------------|
| Exit costs                | \$ 7               | \$ 5                  | \$ —        | \$ (3 )        | \$ 9                  |
| Employee separation costs | 95                 | 30                    | (5 )        | (74 )          | 46                    |
|                           | \$ 102             | \$ 35                 | \$ (5 )     | \$ (77 )       | \$ 55                 |

#### Exit Costs

At January 1, 2017, the Company had \$7 million of accruals for exit costs. During the nine months ended September 30, 2017, there were \$5 million of additional charges and \$3 million of cash payments related to the exit of leased facilities. The remaining accrual of \$9 million, which is included in Accrued liabilities in the Company's condensed consolidated balance sheets at September 30, 2017, primarily represents future cash payments for lease obligations that are expected to be paid over a number of years.

#### Employee Separation Costs

At January 1, 2017, the Company had an accrual of \$95 million for employee separation costs. The 2017 additional charges of \$30 million represent severance costs for approximately 400 employees. The adjustment of \$5 million reflects reversals for accruals no longer needed. The \$74 million used reflects cash payments to severed employees. The remaining accrual of \$46 million, which is included in Accrued liabilities in the Company's condensed consolidated balance sheets at September 30, 2017, is expected to be paid, primarily within one year, to approximately 500 employees, who have either been severed or have been notified of their severance and have begun or will begin receiving payments.

#### 2016 Charges

During the three months ended October 1, 2016, the Company recorded net reorganization of business charges of \$7 million including \$6 million of charges in Other charges and \$1 million of charges in Cost of sales in the Company's condensed consolidated statements of operations. Included in the \$7 million were charges of \$8 million related to employee separation costs, partially offset by \$1 million of reversals for accruals no longer needed.

During the nine months ended October 1, 2016, the Company recorded net reorganization of business charges of \$74 million including \$48 million of charges in Other charges and \$26 million of charges in Cost of sales in the Company's condensed consolidated statements of operations. Included in the \$74 million were charges of: (i) \$54 million related to employee separation costs, (ii) \$20 million for impairments, including \$17 million for a building impairment and \$3 million for the impairment of the corporate aircraft, and (iii) \$5 million for exit costs, partially offset by \$5 million of reversals for accruals no longer needed.

The following table displays the net charges incurred by segment:

|          | Three<br>October 1, 2016 Months<br>Ended | Nine<br>Months<br>Ended |
|----------|--|-------------------------|
| Products | \$ 5                                     | \$ 59                   |
| Services | 2  | 15                      |
|          | \$ 7                                     | \$ 74                   |

### 13. Intangible Assets and Goodwill

The Company accounts for acquisitions using purchase accounting with the results of operations for each acquiree included in the Company's condensed consolidated financial statements for the period subsequent to the date of acquisition.

#### Guardian Digital Communications Limited

On February 19, 2016, the Company completed the acquisition of Guardian Digital Communications Limited ("GDCL"), a holding company of Airwave Solutions Limited (collectively referred to as "Airwave"), the largest private operator of a public safety network in the world. All of the outstanding equity of Airwave was acquired for the sum of £1, after which the Company invested into Airwave £698 million, net of cash acquired, or approximately \$1.0 billion, to settle all third party debt. The Company will make a deferred cash payment of £64 million on November 15, 2018.

The acquisition of Airwave enables the Company to geographically diversify its global Managed & Support services offerings, while offering a proven service delivery platform to build on for providing innovative, leading, mission-critical communications solutions and services to customers.

The acquisition of Airwave has been accounted for at fair value as of the acquisition date, based on the fair value of the total consideration transferred which has been attributed to all identifiable assets acquired and liabilities assumed and measured at fair value.

The total consideration for the acquisition of Airwave was approximately \$1.1 billion, consisting of cash payments of \$1.0 billion, net of cash acquired, and deferred consideration valued at fair value on the date of the acquisition of \$82 million. The fair value of deferred consideration has been determined based on its net present value, calculated using a discount rate of 4.2%, which is reflective of the credit standing of the combined entity. The following table summarizes fair values of assets acquired and liabilities assumed as of the February 19, 2016 acquisition date:

|  |         |
|--|---------|
| Cash   | \$86    |
| Accounts receivable, net   | 55      |
| Other current assets   | 36      |
| Property, plant and equipment, net                                   | 245     |
| Deferred income taxes  | 82      |
| Accounts payable   | (18 )   |
| Accrued liabilities  | (181 )  |
| Other liabilities  | (289 )  |
| Goodwill   | 191     |
| Intangible assets  | 875     |
| Total consideration  | \$1,082 |
| Net present value of deferred consideration payment to former owners | (82 )   |
| Net cash consideration at purchase                                   | \$1,000 |

Acquired intangible assets consist of \$846 million of customer relationships and \$29 million of trade names. All intangibles have a useful life of seven years, over which amortization expense will be recognized on a straight line basis. Acquired goodwill of \$191 million is calculated as the excess of the consideration transferred over the net assets recognized and represents the future economic benefits arising from the other assets acquired that could not be individually identified and separately recognized. Goodwill is not deductible for tax purposes.

#### Other Acquisitions

On August 28, 2017, the Company completed the acquisition of Kodiak Networks, a provider of broadband push-to-talk (PTT) for commercial customers, for a gross purchase price of \$225 million, based on cash payments of \$205 million made during the third quarter of 2017 and \$20 million expected to be paid in the fourth quarter of 2017. As a result of the acquisition, the Company recognized \$178 million of goodwill, \$44 million of identifiable intangible assets and \$3 million of net other tangible assets. The identifiable intangible assets were classified as \$25 million of customer-related intangibles and \$19 million of completed technology and will be amortized over a period of 13 to 16 years. As of September 30, 2017, the purchase accounting is not yet complete and as such the final allocation between identifiable intangibles and goodwill may be subject to change.

On March 13, 2017, the Company completed the acquisition of Interexport, a company that provides Managed & Support services for communications systems to public safety and commercial customers in Chile, for a gross purchase price of \$98 billion Chilean pesos, or approximately \$147 million U.S. dollars based on cash payments of \$55 million, net of cash acquired, and assumed liabilities of \$92 million, primarily related to capital leases. As a result of the acquisition, the Company recognized \$7 million of goodwill, \$61 million of identifiable intangible assets, \$70 million of acquired property, plant and equipment and \$9 million of net other tangible assets. The estimated identifiable intangible assets were classified as \$56 million of customer-related intangibles and \$5 million of other intangibles and will be amortized over a period of seven years.

On November 10, 2016, the Company completed the acquisition of Spillman Technologies, Inc., a provider of comprehensive law enforcement and public safety software solutions, for a gross purchase price of \$221 million. As a result of the acquisition, the Company recognized \$144 million of goodwill, \$115 million of identifiable intangible assets, and \$38 million of acquired liabilities. The identifiable intangible assets were classified as \$49 million of completed technology, \$59 million of customer-related intangibles, and \$7 million of other intangibles and will be amortized over a period of seven to ten years.

During the year ended December 31, 2016, the Company completed the acquisition of several software and service-based providers for a total of \$30 million, recognizing \$6 million of goodwill, \$15 million of intangible assets, and \$9 million of tangible net assets related to these acquisitions. Under the preliminary purchase accounting, the \$15 million of identifiable intangible assets were classified as: (i) \$7 million of completed technology and (ii) \$8 million of customer-related intangibles and will be amortized over a period of five years. During the first quarter of 2017, the Company completed the purchase accounting and recorded an additional \$11 million completed technology intangible asset that will be amortized over a period of eight years.

#### Intangible Assets

Amortized intangible assets were comprised of the following:

|                      | September 30, 2017    |                          | December 31, 2016     |                          |
|----------------------|-----------------------|--------------------------|-----------------------|--------------------------|
|                      | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| Completed technology | \$ 148                | \$ 50                    | \$ 116                | \$ 38                    |
| Patents              | 2                     | 2                        | 8                     | 6                        |
| Customer-related     | 973                   | 209                      | 810                   | 101                      |
| Other intangibles    | 56                    | 22                       | 49                    | 17                       |
|                      | \$ 1,179              | \$ 283                   | \$ 983                | \$ 162                   |

Amortization expense on intangible assets was \$39 million for the three months ended September 30, 2017 and \$112 million for the nine months ended September 30, 2017. Amortization expense on intangible assets was \$31 million for the three months ended October 1, 2016 and \$83 million for the nine months ended October 1, 2016. As of September 30, 2017, annual amortization expense is estimated to be \$151 million in 2017, \$155 million in 2018, \$154 million in 2019, \$152 million in 2020, \$150 million in 2021, and \$147 million in 2022.

Amortized intangible assets, excluding goodwill, were comprised of the following by segment:

|          | September 30, 2017    |                          | December 31, 2016     |                          |
|----------|-----------------------|--------------------------|-----------------------|--------------------------|
|          | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| Products | \$ 217                | \$ 73                    | \$ 178                | \$ 63                    |
| Services | 962                   | 210                      | 805                   | 99                       |
|          | \$ 1,179              | \$ 283                   | \$ 983                | \$ 162                   |

#### Goodwill

The following table displays a rollforward of the carrying amount of goodwill by segment from January 1, 2017 to September 30, 2017:

|                                    | Products | Services | Total  |
|------------------------------------|----------|----------|--------|
| Balance as of January 1, 2017      |          |          |        |
| Goodwill, net of impairment losses | \$ 316   | \$ 412   | \$ 728 |
| Goodwill acquired                  | —        | 185      | 185    |
| Purchase accounting adjustments    | —        | 2        | 2      |
| Foreign currency                   | —        | 17       | 17     |
| Balance as of September 30, 2017   |          |          |        |
| Goodwill, net of impairment losses | \$ 316   | \$ 616   | \$ 932 |



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

This commentary should be read in conjunction with the condensed consolidated financial statements and related notes thereto of Motorola Solutions, Inc. ("Motorola Solutions" or the "Company," "we," "our," or "us") for the three and nine months ended September 30, 2017 and October 1, 2016, as well as our consolidated financial statements and related notes thereto and management's discussion and analysis of financial condition and results of operations in our Annual Report on Form 10-K for the year ended December 31, 2016.

### Executive Overview

#### Our Business

We are a leading global provider of mission-critical communication infrastructure, devices, accessories, software, and services. Our products and services help government, public safety and commercial customers improve their operations through increased effectiveness, efficiency, and safety of their mobile workforces. We serve our customers with a global footprint of sales in more than 100 countries and 15,000 employees worldwide, based on our industry leading innovation and a deep portfolio of products and services.

We conduct our business globally and manage it by two segments:

**Products:** The Products segment is comprised of Devices and Systems. Devices includes two-way portable and vehicle mounted radios, accessories, and software features and upgrades. Systems includes the radio network core and central processing software, base stations, consoles, repeaters, and software applications and features. The primary customers of the Products segment are government, public safety and first-responder agencies, municipalities, and commercial and industrial customers who operate private communications networks and manage a mobile workforce. In the third quarter of 2017, the segment's net sales were \$989 million, representing 60% of our consolidated net sales.

**Services:** The Services segment provides a full set of service offerings for government, public safety, and commercial communication networks including: (i) Integration services, (ii) Managed & Support services, and (iii) iDEN services. Integration services includes the implementation, optimization, and integration of systems, devices, software, and applications. Managed & Support services includes a continuum of service offerings beginning with repair, technical support, and hardware maintenance. More advanced offerings include network monitoring, software maintenance, and cyber security services. Managed service offerings range from partial or full operation of customer owned networks to operation of Motorola Solutions owned networks. Services are provided across all radio network technologies, Command Center Consoles, and Smart Public Safety Solutions. iDEN services consists primarily of hardware and software maintenance services for our legacy iDEN customers. In the third quarter of 2017, the segment's net sales were \$656 million, representing 40% of our consolidated net sales.

#### Trends Affecting Our Business

**Impact of Macroeconomic Conditions:** The stronger U.S. dollar and weakening economic conditions had a negative impact on sales throughout 2015 and 2016, particularly in Latin America, parts of Europe, and China. During that time, the strengthening dollar reduced the purchasing power of our customers, and economic challenges negatively impacted government and commercial budgets in these regions. While economic conditions in parts of the world are stabilizing in 2017 in contrast to the prior year, we expect continued political and economic uncertainty, in particular with the United Kingdom's planned exit from the European Union (commonly referred to as "Brexit"), and in parts of Latin America and Europe.

**Focus on Managed & Support Services and Software:** Services continues to grow at a faster rate than the Products segment, driven by acquisitions and growth in Managed & Support services absent of acquisitions. While Services generally experiences lower gross margins than our Products segment, we expect revenue growth will continue to drive operating margin expansion. During the nine months ended September 30, 2017, we experienced revenue growth of 9% in our Services segment.

In addition, we continue to invest in software through internal development and strategic acquisitions, as our customers increasingly demand expanded technology solutions that are delivered via software and related services. This includes mobile applications and software in the Command Center that provide enhanced capabilities such as analytics and predictive intelligence. In some cases, government funding or mandates help drive this software expansion such as Next Generation 9-1-1 funding in the United States, and Public Safety LTE investment in the United States, United Kingdom, and other countries. This evolving trend provides a growth opportunity for us.

#### Recent Developments

On July 28, 2017, we announced our intention to purchase Plant Holdings, Inc., the parent company of Airbus DS Communications. This acquisition will expand our software portfolio in the Command Center with additional solutions for Next Generation 9-1-1.

### Third Quarter Summary

Net sales were \$1.6 billion in the third quarter of 2017, up \$113 million, or 7%, from the third quarter of 2016.

We generated operating earnings of \$338 million, or 21% of net sales, in the third quarter of 2017, compared to \$341 million, or 22% of net sales, in the third quarter of 2016.

We had net earnings attributable to Motorola Solutions, Inc. of \$212 million, or \$1.25 per diluted common share, in the third quarter of 2017, compared to \$192 million, or \$1.13 per diluted common share, in the third quarter of 2016.

We generated net cash from operating activities of \$585 million during the first nine months of 2017, compared to \$652 million in the first nine months of 2016.

We returned \$588 million in capital to shareholders through dividends and share repurchases during the first nine months of 2017.

A summary of our segment results is as follows:

Products: Net sales were \$989 million in the third quarter of 2017, an increase of \$69 million, or 8% compared to net sales of \$920 million during the third quarter of 2016. On a geographic basis, net sales increased in the Americas and Europe, Middle East and Africa ("EMEA") and were flat in Asia Pacific ("AP"), compared to the year-ago quarter.

Services: Net sales were \$656 million in the third quarter of 2017, an increase of \$44 million, or 7% compared to net sales of \$612 million in the third quarter of 2016. On a geographic basis, net sales increased in the Americas and AP and decreased in EMEA, compared to the year-ago quarter.



## Results of Operations

| (Dollars in millions, except per share amounts)            | Three Months Ended |                 |                    |                 | Nine Months Ended  |                 |                    |                 |
|--|--------------------|-----------------|--------------------|-----------------|--------------------|-----------------|--------------------|-----------------|
|  | September 30, 2017 | October 1, 2017 | September 30, 2016 | October 1, 2016 | September 30, 2017 | October 1, 2017 | September 30, 2016 | October 1, 2016 |
|  | Sales*             | % of Sales*     | Sales*             | % of Sales*     | Sales*             | % of Sales*     | Sales*             | % of Sales*     |
| Net sales from products                                    | \$989              |                 | \$ 920             |                 | \$2,540            |                 | \$ 2,423           |                 |
| Net sales from services                                    | 656                |                 | 612                |                 | 1,883              |                 | 1,732              |                 |
| Net sales  | 1,645              |                 | 1,532              |                 | 4,423              |                 | 4,155              |                 |
| Costs of products sales                                    | 428                | 43.3 %          | 398                | 43.3 %          | 1,167              | 45.9 %          | 1,124              | 46.4 %          |
| Costs of services sales                                    | 423                | 64.5 %          | 372                | 60.8 %          | 1,202              | 63.8 %          | 1,090              | 62.9 %          |
| Costs of sales   | 851                |                 | 770                |                 | 2,369              |                 | 2,214              |                 |
| Gross margin   | 794                | 48.3 %          | 762                | 49.7 %          | 2,054              | 46.4 %          | 1,941              | 46.7 %          |
| Selling, general and administrative expenses               | 248                | 15.1 %          | 247                | 16.1 %          | 725                | 16.4 %          | 722                | 17.4 %          |
| Research and development expenditures                      | 141                | 8.6 %           | 137                | 8.9 %           | 413                | 9.3 %           | 411                | 9.9 %           |
| Other charges  | 67                 | 4.1 %           | 37                 | 2.4 %           | 146                | 3.3 %           | 144                | 3.5 %           |
| Operating earnings   | 338                | 20.5 %          | 341                | 22.3 %          | 770                | 17.4 %          | 664                | 16.0 %          |
| Other income (expense):                                    |                    |                 |                    |                 |                    |                 |                    |                 |
| Interest expense, net                                      | (52 )              | (3.2 )%         | (54 )              | (3.5 )%         | (154 )             | (3.5 )%         | (157 )             | (3.8 )%         |
| Gains (losses) on sales of investments and businesses, net | —                  | — %             | 7                  | 0.5 %           | 3                  | 0.1 %           | (13 )              | (0.3 )%         |
| Other  | —                  | — %             | (1 )               | (0.1 )%         | (9 )               | (0.2 )%         | (12 )              | (0.3 )%         |
| Total other expense  | (52 )              | (3.2 )%         | (48 )              | (3.1 )%         | (160 )             | (3.6 )%         | (182 )             | (4.4 )%         |
| Earnings before income taxes                               | 286                | 17.4 %          | 293                | 19.1 %          | 610                | 13.8 %          | 482                | 11.6 %          |
| Income tax expense   | 73                 | 4.4 %           | 100                | 6.5 %           | 188                | 4.3 %           | 164                | 3.9 %           |
| Net earnings   | 213                | 12.9 %          | 193                | 12.6 %          | 422                | 9.5 %           | 318                | 7.7 %           |
| Less: Earnings attributable to noncontrolling interests    | 1                  | 0.1 %           | 1                  | 0.1 %           | 2                  | — %             | 1                  | — %             |
| Net earnings attributable to Motorola Solutions, Inc.      | \$212              | 12.9 %          | \$ 192             | 12.5 %          | \$420              | 9.5 %           | \$ 317             | 7.6 %           |
| Earnings per diluted common share                          | \$1.25             |                 | \$ 1.13            |                 | \$2.48             |                 | \$ 1.82            |                 |

\* Percentages may not add due to rounding

**Results of Operations**—Three months ended September 30, 2017 compared to three months ended October 1, 2016  
The results of operations for the third quarter of 2017 are not necessarily indicative of the operating results to be expected for the full year. Historically, we have experienced higher revenues in the fourth quarter as compared to the rest of the quarters of our fiscal year as a result of the purchasing patterns of our customers.

#### Net Sales

Net sales were \$1.6 billion in the third quarter of 2017, a \$113 million, or 7%, increase compared to the third quarter of 2016, reflecting solid demand across the globe for our products and services. The increase in net sales is reflective of growth in every region. Systems net sales within the Products segment increased in the Americas, partially offset by decreases in EMEA and AP. Devices net sales within the Products segment increased in every region. The Services segment increased in the Americas and AP, partially offset by a decrease in EMEA. The Services segment net sales increase in the Americas was driven by the acquisition of Interexport, Spillman Technologies, Inc. and Kodiak Networks and growth in both Managed & Support services and Integration services absent of acquisitions. The Services segment net sales increase in AP was driven by growth in Integration services. The Services segment net sales decrease in EMEA was due to a decrease in Airwave related to unfavorable foreign exchange rates in the third quarter of 2017.

#### Gross Margin

Gross margin was \$794 million, or 48.3% of net sales, in the third quarter of 2017, compared to \$762 million, or 49.7% of net sales, in the third quarter of 2016. The decrease in gross margin percentage was driven by margins in the Services segment returning to normalized levels.

#### Selling, General and Administrative Expenses

SG&A expenses were \$248 million, or 15.1% of net sales, in the third quarter of 2017, compared to \$247 million, or 16.1% of net sales, in the third quarter of 2016.

#### Research and Development Expenditures

R&D expenditures were \$141 million, or 8.6% of net sales, in the third quarter of 2017 and \$137 million, or 8.9% of net sales, in the third quarter of 2016. The increase in R&D expenditures is due to higher expenses associated with acquired businesses.

#### Other Charges

We recorded net charges of \$67 million in the third quarter of 2017, compared to net charges of \$37 million in the third quarter of 2016. The net Other charges in the third quarter of 2017 were primarily driven by: (i) \$39 million of charges relating to the amortization of intangibles, (ii) \$21 million of charges relating to the Non-U.S. pension settlement loss, and (iii) \$6 million of net reorganization of business charges. The net charges in the third quarter of 2016 of \$37 million included: (i) \$31 million of charges relating to the amortization of intangibles and (ii) \$6 million of net reorganization of business charges. The net reorganization of business charges are discussed in further detail in the Reorganization of Businesses section.

#### Net Interest Expense

Net interest expense was \$52 million in the third quarter of 2017 and \$54 million in the third quarter of 2016. The decrease in net interest expense in the third quarter of 2017 as compared to the third quarter of 2016 was a result of lower outstanding debt, due to the repayment of \$675 million of a term loan at the end of 2016.

#### Gains (losses) on Sales of Investments and Businesses, net

Net gains on sales of investments and businesses were de minimus in the third quarter of 2017 compared to net gains of \$7 million in the third quarter of 2016. The net gains in the third quarter of 2016 were related to sales of equity investments.

#### Other

Net Other income was de minimus in the third quarter of 2017, compared to an expense of \$1 million in the third quarter of 2016. The net other income in the third quarter of 2017 was primarily comprised of: (i) a \$3 million gain on derivative instruments and (ii) \$3 million of other non-operating income, offset by a \$7 million foreign currency loss. The net Other expense in the third quarter of 2016 was comprised of: (i) an \$11 million loss on derivative instruments and (ii) a \$2 million investment impairment, partially offset by: (a) a \$7 million foreign currency gain and (b) \$5 million of other non-operating gains.

#### Effective Tax Rate

We recorded \$73 million of net tax expense in the third quarter of 2017, resulting in an effective tax rate of 26%, compared to \$100 million of net tax expense in the third quarter of 2016, resulting in an effective tax rate of 34%. Our effective tax rate in the third quarter of 2017 was lower than the U.S. statutory tax rate of 35% primarily driven by a tax benefit due to the recognition of a U.S. capital loss. Our effective tax rate in the third quarter of 2016 was lower than the U.S. statutory tax rate of 35% partly due to favorable discrete adjustments to deferred tax assets of foreign subsidiaries.

#### Net Earnings Attributable to Motorola Solutions, Inc.

After taxes, we had net earnings attributable to Motorola Solutions, Inc. of \$212 million, or \$1.25 per diluted share, in the third quarter of 2017, compared to net earnings attributable to Motorola Solutions, Inc. of \$192 million, or \$1.13 per diluted share, in the third quarter of 2016.

The increase in net earnings in the third quarter of 2017, as compared to the third quarter of 2016, was primarily driven by higher sales in both the Products and Services segments. The increase in net earnings per diluted share was driven by higher net earnings and lower shares outstanding as a result of repurchases made through our ongoing share repurchase program.

#### Results of Operations—Nine months ended September 30, 2017 compared to nine months ended October 1, 2016

##### Net Sales

Net sales were \$4.4 billion in the first nine months of 2017, a \$268 million, or 6%, increase compared to the first nine months of 2016. The increase in net sales is reflective of growth in every region. Within the Products segment, Devices net sales increased in each region while Systems net sales increased in the Americas and EMEA. The Services segment increased in the Americas and EMEA, partially offset by a decrease in AP. The Services segment net sales increase in the Americas was driven by the acquisition of Interexport, Spillman Technologies, Inc. and Kodiak Networks and growth in both Managed & Support services and Integration services absent of acquisitions. The Services segment net sales increase in EMEA was driven by Airwave and growth in Managed & Support services and Integration services absent of acquisitions. The Services segment net sales decrease in AP was due to lower Integration sales.

##### Gross Margin

Gross margin was \$2.1 billion, or 46.4% of net sales, in the first nine months of 2017, compared to \$1.9 billion, or 46.7% of net sales, in the first nine months of 2016.

##### Selling, General and Administrative Expenses

SG&A expenses were \$725 million, or 16.4% of net sales, in the first nine months of 2017, compared to \$722 million, or 17.4% of net sales, in the first nine months of 2016. SG&A expenditures increased due to expenses associated with acquired businesses.

##### Research and Development Expenditures

R&D expenditures were \$413 million, or 9.3% of net sales, in the first nine months of 2017 and \$411 million, or 9.9% of net sales, in the first nine months of 2016. R&D expenditures increased due to increased expenses associated with acquired businesses.

##### Other Charges

We recorded net charges of \$146 million in the first nine months of 2017, compared to net charges of \$144 million in the first nine months of 2016. The net Other charges in the first nine months of 2017 were primarily driven by: (i) \$112 million of charges relating to the amortization of intangibles, (ii) \$46 million of charges relating to the Non-U.S. pension settlement loss, (iii) \$22 million of net reorganization of business charges, and (iv) \$8 million of charges related to a building impairment, partially offset by a net gain of \$44 million, related to legal settlements, including the \$42 million legal settlement related to the recovery, through legal procedures to seize and liquidate assets, of financial receivables owed to us by a former customer of our legacy Networks business. The net charges in the first nine months of 2016 of \$144 million included: (i) \$83 million of charges relating to the amortization of intangibles, (ii) \$48 million of net reorganization of business charges, including a \$17 million building impairment and a \$3 million impairment of the corporate aircraft, and (iii) \$13 million of transaction fees on the acquisition of Airwave. The net reorganization of business charges are discussed in further detail in the Reorganization of Businesses section.

##### Net Interest Expense

Net interest expense was \$154 million in the first nine months of 2017 and \$157 million in the first nine months of 2016. The decrease in net interest expense in the first nine months of 2017 as compared to the first nine months of 2016 was a result of lower outstanding debt, due to the repayment of \$675 million of a term loan at the end of 2016.

##### Gains (losses) on Sales of Investments and Businesses, net

Net gains on sales of investments and businesses were \$3 million in the first nine months of 2017 compared to net losses of \$13 million in the first nine months of 2016. The net gains in the first nine months of 2017 were primarily

related to the sales of various equity investments. The net losses in the first nine months of 2016 consisted of: (i) a \$19 million loss on the sale of an investment in United Kingdom treasury securities and (ii) a \$7 million loss from the sale of our Malaysia manufacturing operations, partially offset by \$13 million of gains on the sale of an equity investment.

Other

Net Other expense was \$9 million in the first nine months of 2017, compared to \$12 million in the first nine months of 2016. The net Other expense in the first nine months of 2017 was primarily comprised of a \$29 million foreign currency loss offset by: (i) a \$14 million gain on derivative investments and (ii) \$5 million of other non-operating income. The net Other expense in the

first nine months of 2016 was comprised of: (i) a \$41 million loss on derivative instruments, (ii) a \$10 million foreign currency loss on currency purchased and held in anticipation of the acquisition of Airwave, and (iii) a \$2 million investment impairment, partially offset by: (a) a \$34 million foreign currency gain, (b) a \$2 million gain on equity method investments, and (c) \$5 million of other non-operating gains.

#### Effective Tax Rate

We recorded \$188 million of net tax expense in the first nine months of 2017, resulting in an effective tax rate of 31%, compared to \$164 million of net tax expense in the first nine months of 2016, resulting in an effective tax rate of 34%. Our effective tax rate in the first nine months of 2017 was lower than the U.S. statutory tax rate of 35% primarily due to a tax benefit due to the recognition of a U.S. capital loss. Our effective tax rate in the first nine months of 2016 was lower than the U.S. statutory tax rate of 35% partly due to the recognition of excess tax benefits on share-based compensation.

#### Net Earnings Attributable to Motorola Solutions, Inc.

After taxes, we had net earnings attributable to Motorola Solutions, Inc. of \$420 million, or \$2.48 per diluted share, in the first nine months of 2017, compared to net earnings attributable to Motorola Solutions, Inc. of \$317 million, or \$1.82 per diluted share, in the first nine months of 2016.

The increase in net earnings in the first nine months of 2017, as compared to the first nine months of 2016, was primarily driven by an increase in sales in both the Products and Services segments. The increase in net earnings per diluted share was driven by an increase in net earnings and lower shares outstanding as a result of repurchases made through our ongoing share repurchase program.

#### Segment Information

The following commentary should be read in conjunction with the financial results of each reporting segment for the three and nine months ended September 30, 2017 and October 1, 2016, as detailed in Note 11, "Segment Information," of our condensed consolidated financial statements.

##### Products Segment

The segment's net sales represented 60% of our consolidated net sales for both the third quarter of 2017 and the third quarter of 2016. For the first nine months of 2017, the segment's net sales represented 57% of our consolidated net sales, compared to 58% of our consolidated net sales for the first nine months of 2016.

|                    | Three Months Ended September 30, 2017 |        |          |  | Nine Months Ended September 30, 2017 |          |          |  |
|--------------------|---------------------------------------|--------|----------|--|--------------------------------------|----------|----------|--|
|                    | 2017                                  | 2016   | % Change |  | 2017                                 | 2016     | % Change |  |
| Segment net sales  | \$ 989                                | \$ 920 | 8 %      |  | \$2,540                              | \$ 2,423 | 5 %      |  |
| Operating earnings | 253                                   | 225    | 12 %     |  | 510                                  | 404      | 26 %     |  |

Three months ended September 30, 2017 compared to three months ended October 1, 2016

The segment's net sales increased \$69 million, to \$989 million in the third quarter of 2017, as compared to \$920 million during the third quarter of 2016. The increase in the segment's net sales was driven by an increase in both Systems and Devices sales. Systems net sales increased in the Americas, partially offset by decreases in EMEA and AP. Devices net sales increased in every region.

Net sales in the Americas continued to comprise a significant portion of the segment's business, accounting for approximately 75% of the segment's net sales in both the third quarter of 2017 and the third quarter of 2016.

The segment had operating earnings of \$253 million in the third quarter of 2017, compared to \$225 million in the third quarter of 2016. The increase in operating earnings was primarily driven by higher sales and lower R&D expenditures. Nine months ended September 30, 2017 compared to nine months ended October 1, 2016

The segment's net sales increased \$117 million, to \$2.5 billion in the first nine months of 2017, as compared to \$2.4 billion during the first nine months of 2016. On a geographic basis, net sales increased in all regions for the first nine months of 2017, compared to the first nine months of 2016. Devices net sales increased in each region while Systems net sales increased in the Americas and EMEA.

Net sales in the Americas continued to comprise a significant portion of the segment's business, accounting for approximately 74% of the segment's net sales in the first nine months of 2017 and 75% in the first nine months of

2016.

The segment had operating earnings of \$510 million in the first nine months of 2017, compared to \$404 million in the first nine months of 2016. The increase in operating earnings was primarily driven by higher net sales and lower SG&A expenses, R&D expenditures, and Other charges.

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### Services Segment

The segment's net sales represented 40% of our consolidated net sales for both the third quarter of 2017 and the third quarter of 2016. For the first nine months of 2017, the segment's net sales represented 43% of our consolidated net sales, compared to 42% of our consolidated net sales for the first nine months of 2016.

|                    | Three Months Ended |        |          |  | Nine Months Ended  |          |          |
|--------------------|--------------------|--------|----------|--|--------------------|----------|----------|
|                    | September 30, 2017 |        |          |  | September 30, 2017 |          |          |
|                    | 2017               | 2016   | % Change |  | 2017               | 2016     | % Change |
| Segment net sales  | \$ 656             | \$ 612 | 7 %      |  | \$ 1,883           | \$ 1,732 | 9 %      |
| Operating earnings | \$ 85              | \$ 116 | (27) %   |  | \$ 260             | \$ 260   | — %      |

Three months ended September 30, 2017 compared to three months ended October 1, 2016

The segment's net sales increased \$44 million, or 7%, to \$656 million in the third quarter of 2017, as compared to \$612 million in the third quarter of 2016. The increase in the segment's net sales was driven by the acquisition of Interexport, Spillman Technologies, Inc. and Kodiak Networks, as well as growth in Managed & Support services and Integration services absent of acquisitions in both the Americas and EMEA. On a geographic basis, net sales for the third quarter of 2017 increased in the Americas and AP and decreased in EMEA, compared to the third quarter of 2016. The increase in AP was due to higher sales in Integration services. The decrease in EMEA was due to a decrease in Airwave revenue related to unfavorable foreign exchange rates during the quarter.

Net sales in the Americas continued to comprise a significant portion of the segment's business, accounting for approximately 58% of the segment's net sales in the third quarter of 2017, compared to 56% of the segment's net sales in the third quarter of 2016.

The segment had operating earnings of \$85 million in the third quarter of 2017, compared to \$116 million in the third quarter of 2016. The decrease in operating earnings in the third quarter of 2017 compared to the third quarter of 2016 was primarily driven by lower gross margin and higher SG&A expenses, R&D expenditures, and Other charges.

Nine months ended September 30, 2017 compared to nine months ended October 1, 2016

The segment's net sales increased \$151 million, or 9%, to \$1.9 billion in the first nine months of 2017, as compared to \$1.7 billion in the first nine months of 2016. The increase in the segment's net sales was primarily driven by higher Managed & Support services sales from the acquisition of Airwave, Interexport, Spillman Technologies, Inc. and Kodiak Networks, as well as growth in services absent of acquisitions. The acquisition of Airwave and Managed & Support services and Integration services absent of acquisitions provided an increase of net sales within EMEA, compared to the first nine months of 2016. The acquisition of Interexport, Spillman Technologies, Inc. Kodiak Networks and Managed & Support services and Integration services absent of acquisitions provided an increase in the Americas. Net sales decreased in AP due to lower Integration sales in the first nine months of 2017 compared to the first nine months of 2016.

Net sales in the Americas continued to comprise a significant portion of the segment's business, accounting for approximately 58% of the segment's net sales in the first nine months of 2017, compared to 57% of the segment's net sales in the first nine months of 2016.

The segment had operating earnings of \$260 million in both the first nine months of 2017 and 2016.

### Reorganization of Business

During the third quarter of 2017, we recorded net reorganization of business charges of \$8 million including \$6 million of charges recorded within Other charges and \$2 million in Cost of sales in our condensed consolidated statements of operations. Included in the \$8 million were charges of \$7 million related to employee separation costs and \$1 million related to exit costs.

During the first nine months of 2017, we recorded net reorganization of business charges of \$30 million including \$22 million of charges recorded within Other charges and \$8 million in Cost of sales in our condensed consolidated statements of operations. Included in the \$30 million were charges of \$30 million related to employee separation costs and \$5 million for exit costs, partially offset by \$5 million of reversals for accruals no longer needed.

During the third quarter of 2016, we recorded net reorganization of business charges of \$7 million including \$6 million of charges recorded within Other charges and \$1 million in Cost of sales in our condensed consolidated



statements of operations. Included in the \$7 million were charges of \$8 million related to employee separation costs, partially offset by \$1 million of reversals for accruals no longer needed.

During the first nine months of 2016, we implemented various productivity improvement plans aimed at continuing operating margin improvements by driving efficiencies and reducing operating costs. During the first nine months of 2016, we recorded net reorganization of business charges of \$74 million including charges of \$48 million recorded in Other charges and \$26 million in Cost of sales in our condensed consolidated statements of operations. Included in the \$74 million were charges of: (i) \$54 million related to employee separation costs, (ii) \$20 million for impairments, including \$17 million for a building

impairment and \$3 million for the impairment of corporate aircraft, and (iii) \$5 million for exit costs, partially offset by \$5 million of reversals for accruals no longer needed.

The following table displays the net charges incurred by business segment:

|          | Three Months<br>Ended<br>September 30,<br>2017 |      | Three Months<br>Ended<br>September 30,<br>2016 |       | Nine Months<br>Ended<br>September 30,<br>2017 |       | Nine Months<br>Ended<br>September 30,<br>2016 |       |
|----------|--|------|--|-------|---|-------|---|-------|
| Products | \$ 6   | \$ 5 | \$ 22  | \$ 59 | \$ 22   | \$ 59 | \$ 22   | \$ 59 |
| Services | 2  | 2    | 8  | 15    | 8   | 15    | 8   | 15    |
|          | \$ 8   | \$ 7 | \$ 30  | \$ 74 | \$ 30   | \$ 74 | \$ 30   | \$ 74 |

Cash payments for employee severance and exit costs in connection with the reorganization of business plans were \$77 million in the first nine months of 2017 and \$59 million in the first nine months of 2016. The reorganization of business accruals at September 30, 2017 were \$55 million, of which \$46 million relate to employee separation costs that are expected to be paid within one year and \$9 million of accruals related primarily to lease termination obligations that are expected to be paid over a number of years.

### Liquidity and Capital Resources

We decreased the aggregate of our cash and cash equivalent balances by \$313 million from \$1.0 billion as of December 31, 2016 to \$717 million as of September 30, 2017. As highlighted in the condensed consolidated statements of cash flows, our liquidity and available capital resources are impacted by four key components: (i) cash and cash equivalents, (ii) operating activities, (iii) investing activities, and (iv) financing activities.

#### Cash and Cash Equivalents

At September 30, 2017, \$371 million of the \$717 million cash and cash equivalents balance was held in the U.S. and approximately \$346 million was held by us or our subsidiaries in other countries. Restricted cash was \$64 million at September 30, 2017 and \$63 million December 31, 2016.

#### Operating Activities

Net cash provided by operating activities in the first nine months of 2017 was \$585 million, as compared to \$652 million in the first nine months of 2016. Operating cash flows in the first nine months of 2017, as compared to the first nine months of 2016, were negatively impacted by a temporary increase in working capital as a result of managing through our ERP system implementation. We expect the temporary increase in working capital to reverse by the end of 2017.

#### Investing Activities

Net cash used by investing activities was \$415 million in the first nine months of 2017, compared to \$721 million in the first nine months of 2016. The \$415 million of cash used in the first nine months of 2017 included: (i) \$383 million used for acquisitions and investments and (ii) \$206 million in capital expenditures, partially offset by \$174 million of proceeds from sales of investments and businesses. The cash usage of \$721 million in the first nine months of 2016 consisted primarily of: (i) \$1.2 billion cash used for acquisitions and investments and (ii) \$211 million in capital expenditures, partially offset by (a) \$637 million of proceeds from the sale of investments and businesses and (b) \$68 million of proceeds from the sale of property, plant and equipment.

**Acquisition and Investments:** We used net cash for acquisitions and investments of \$383 million during the first nine months of 2017 compared to \$1.2 billion in the first nine months of 2016. The cash used during the first nine months of 2017 was used for investment in short-term government securities, and the acquisitions of Kodiak Networks for \$205 million and Interexport for \$55 million, net of cash acquired. The cash used during the first nine months of 2016 consisted primarily of \$1.0 billion related to the acquisition of Airwave. The remainder of the cash in 2016 was used for short-term government securities and equity investments.

**Sales of Investments and Businesses:** We received \$174 million of proceeds related to the sales of investments and businesses in the first nine months of 2017 compared to \$637 million in the first nine months of 2016. The proceeds in the first nine months of 2017 primarily consisted of the sales of short-term government securities. The proceeds in the first nine months of 2016 were comprised of: (i) \$382 million from the sale of United Kingdom treasury securities used to finance the acquisition of Airwave, (ii) \$209 million from the sales of various short-term government and

equity securities, and (iii) \$46 million from the sale of our Penang, Malaysia facility and manufacturing operations. Capital Expenditures: Capital expenditures decreased in the first nine months of 2017 to \$206 million, compared to \$211 million in the first nine months of 2016. The decrease in capital expenditures was primarily related to lower facilities spend and lower revenue-generating network expenditures, partially offset by an increase in information technology spend.

Sales of Property, Plant, and Equipment: In the first nine months of 2017, there were no sales of property, plant and equipment. In the first nine months of 2016, we received \$68 million of proceeds comprised of \$49 million from the sale of buildings

and land on our Schaumburg, IL campus and \$19 million received from the sale of corporate aircraft.

#### Financing Activities

Net cash used for financing activities was \$537 million in the first nine months of 2017, compared to \$191 million used in the first nine months of 2016. Cash used for financing activities in the first nine months of 2017 was primarily comprised of: (i) \$358 million used for purchases under our share repurchase program, (ii) \$230 million of cash used for the payment of dividends, and (iii) \$15 million used for the repayment of debt, partially offset by \$61 million of net proceeds from the issuance of common stock in connection with our employee stock option plans and employee stock purchase plan. Net cash used for financing activities in the first nine months of 2016 was primarily comprised of: (i) \$728 million used for purchases under our share repurchase program and (ii) \$213 million of cash used for the payment of dividends, partially offset by (a) \$673 million of net proceeds from the issuance of a term loan and (b) \$80 million of net proceeds from the issuance of common stock in connection with our employee stock option plans and employee stock purchase plan.

**Long-Term Debt:** We had outstanding long-term debt of \$4.5 billion and \$4.4 billion, including the current portions of \$47 million and \$4 million at September 30, 2017 and December 31, 2016, respectively. In the acquisition of Interexport, we assumed \$92 million of debt, including a current portion of \$40 million, primarily related to capital leases.

On August 25, 2015, we entered into an agreement with Silver Lake Partners to issue \$1.0 billion of 2% Senior Convertible Notes which mature in September 2020. The notes became fully convertible as of August 25, 2017. The notes are convertible based on a conversion rate of 14.7476, as may be adjusted for dividends declared, per \$1,000 principal amount (which is currently equal to a conversion price of \$67.81 per share). In the event of conversion, the notes may be settled in either cash or stock, at our discretion. We intend to settle the principal amount of the Senior Convertible Notes in cash.

We have investment grade ratings on our senior unsecured long-term debt from the three largest U.S. national rating agencies. We continue to believe that we will be able to maintain sufficient access to the capital markets. Any future disruptions, uncertainty, or volatility in the capital markets or deterioration in our credit ratings may result in higher funding costs for us and adversely affect our ability to access funds.

**Share Repurchase Program:** During the nine months ended September 30, 2017, we paid an aggregate of \$358 million, including transaction costs, to repurchase approximately 4.3 million shares at an average price of \$83.22 per share. As of September 30, 2017, the Company had used approximately \$12.2 billion of the share repurchase authority, including transaction costs, to repurchase shares, leaving \$1.8 billion of authority available for future repurchases.

**Payment of Dividends:** During the third quarter of 2017, we paid \$76 million in cash dividends to holders of our common stock. During the first nine months of 2017, we paid \$230 million in cash dividends to holders of our common stock. Subsequent to quarter end, we paid an additional \$76 million in cash dividends to holders of our common stock.

#### Credit Facilities

As of September 30, 2017, we had a \$2.2 billion syndicated, unsecured revolving credit facility scheduled to mature in April 2022, which can be used for borrowing and letters of credit (the "2017 Motorola Solutions Credit Agreement"). The 2017 Motorola Solutions Credit Agreement includes a \$500 million letter of credit sub-limit with \$450 million of fronting commitments. Borrowings under the facility bear interest at the prime rate plus the applicable margin, or at a spread above the London Interbank Offered Rate, at our option. An annual facility fee is payable on the undrawn amount of the credit line. The interest rate and facility fee are subject to adjustment if our credit rating changes. We must comply with certain customary covenants including a maximum leverage ratio, as defined in the 2017 Motorola Solutions Credit Agreement. We were in compliance with our financial covenants as of September 30, 2017. During the quarter ended September 30, 2017, we had borrowings and repayments of \$150 million under the 2017 Motorola Solutions Credit Agreement. Such borrowings were used to purchase Kodiak Networks, and were repaid using cash from operations within the quarter.

#### Long-Term Customer Financing Commitments

**Outstanding Commitments:** We had outstanding commitments to provide long-term financing to third parties totaling \$135 million at September 30, 2017, compared to \$125 million at December 31, 2016.

Outstanding Long-Term Receivables: We had non-current long-term receivables of \$24 million at September 30, 2017, compared to \$49 million at December 31, 2016.

## Sales of Receivables

The following table summarizes the proceeds received from sales of accounts receivable and long-term customer financing receivables for the three and nine months ended September 30, 2017 and October 1, 2016:

|  | Three Months<br>Ended<br>September 30,<br>2017 |       | Nine Months<br>Ended<br>October 1,<br>September 30,<br>2017 |        |
|--|--|-------|---|--------|
|  | 2017   | 2016  | 2017  | 2016   |
| Accounts receivable sales proceeds               | \$ 99  | \$ 8  | \$ 179  | \$ 15  |
| Long-term receivables sales proceeds             | 55   | 39    | 123   | 173    |
| Total proceeds from sales of accounts receivable | \$ 154   | \$ 47 | \$ 302  | \$ 188 |

At September 30, 2017, the Company had retained servicing obligations for \$780 million of long-term receivables, compared to \$774 million at December 31, 2016. Servicing obligations are limited to collection activities related to the sales of accounts receivables and long-term receivables.

## Other Contingencies

**Potential Contractual Damage Claims in Excess of Underlying Contract Value:** In certain circumstances, we may enter into contracts with customers pursuant to which the damages that could be claimed by the other party for failed performance might exceed the revenue we receive from the contract. Contracts with these types of uncapped damage provisions are fairly rare, but individual contracts could still represent meaningful risk. There is a possibility that a damage claim by a counterparty to one of these contracts could result in expenses to us that are far in excess of the revenue received from the counterparty in connection with the contract.

**Indemnification Provisions:** We are a party to a variety of agreements pursuant to which we are obligated to indemnify the other party with respect to certain matters. In indemnification cases, payment by us is conditioned on the other party making a claim pursuant to the procedures specified in the particular contract, which procedures typically allow us to challenge the other party's claims. In some instances, we may have recourse against third parties for certain payments made by us.

Some of these obligations arise as a result of divestitures of our assets or businesses and require us to indemnify the other party against losses arising from breaches of representations and warranties and covenants and, in some cases, the settlement of pending obligations. Our obligations under divestiture agreements for indemnification based on breaches of representations and warranties are generally limited in terms of duration, and for amounts for breaches of such representations and warranties in connection with prior divestitures not in excess of a percentage of the contract value. We had no accruals for any such obligations at September 30, 2017.

**Legal Matters:** We are a defendant in various lawsuits, claims, and actions, which arise in the normal course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on our condensed consolidated financial position, liquidity, or results of operations. However, an unfavorable resolution could have a material adverse effect on our consolidated financial position, liquidity, or results of operations in the periods in which the matters are ultimately resolved, or in the periods in which more information is obtained that changes management's opinion of the ultimate disposition.

## Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers." This new standard will replace the existing revenue recognition guidance in U.S. GAAP. The core principle of the ASU is the recognition of revenue for the transfer of goods and services equal to the amount an entity expects to receive for those goods and services. This ASU requires additional disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and estimates and changes in those estimates. In August 2015, the FASB issued ASU No. 2015-14, "Revenue from Contracts with Customers: Deferral of the Effective Date" that delayed the effective date of ASU No. 2014-09 by one year to January 1, 2018, as our annual reporting period begins after December 15, 2017.

We have continued to analyze the impact of the new standard on our financial results based on an inventory of our current contracts with customers. We have obtained an understanding of the new standard and currently believe that

we will retain much of the same accounting treatment used to recognize revenue under current standards. Revenue on a significant portion of our contracts is currently recognized under percentage of completion accounting applying a cost-to-cost method, including contracts for radio network deployments based on the ASTRO P25, TETRA, and LTE technologies, as well as certain offerings within our Smart Public Safety Solutions requiring significant integration (collectively "network integration contracts").

Under the new standard, we must identify the distinct promises to transfer goods and/or services within our contracts using certain factors. For network integration contracts, we have considered the factors used to determine whether promises made in the contract are distinct and determined that devices and accessories represent distinct goods. Accordingly, adoption of the new standard will impact our network integration contracts that include devices and accessories, with the resulting impact being revenue recognized earlier as control of the devices and accessories transfers to the customer at a point in time rather than over

time. For the remaining promised goods and services within our network integration contracts, we will continue to recognize revenue on these contracts using a cost-to-cost method based on the continuous transfer of control to the customer over time. Transfer of control in our contracts is demonstrated by creating a customized asset for customers, in conjunction with contract terms which provide the right to receive payment for goods and services.

In addition, the standard may generally cause issuers to accelerate revenue recognition in contracts which were previously limited by software revenue recognition rules. While we have contracts which fall under these rules in the current standard, we have not historically deferred significant amounts of revenue under these rules as many arrangements are single-element software arrangements or sales of software with a tangible product which falls out of the scope of the current software rules. Based on the contracts currently in place, we do not anticipate a significant acceleration of revenue upon applying the new standard to our current contracts under these fact patterns.

The new standard also requires the concept of transfer of control to determine whether an entity must present revenue from providing goods or services at the gross amount billed to a customer (as a principal) or at the net amount retained (as an agent). Therefore, an entity must assess whether it controls the goods or services provided to a customer before they are transferred. The new standard provides three indicators to assist entities in determining control. Under the current standard, eight indicators (including the three indicators under the new standard) exist to evaluate whether an entity should present revenue gross as a principal or net as an agent. Historically, we have presented transactions that involved a third-party sales representative on a net basis. After considering the control concept and remaining three indicators under the new standard, we have determined that we are the principal in contracts that involve a third-party sales representative. Thus, upon adoption of the new standard we will present associated revenues on a gross basis, with the affect being an equal increase to selling, general and administrative expenses.

Under current accounting standards, we expense sales commissions as incurred. However, under ASU No. 2014-09, we will capitalize sales commissions as incremental costs to obtain a contract. Such costs will be classified as a contract asset and amortized over a period that approximates the timing of revenue recognition on the underlying contracts.

We continue to evaluate the impact of ASU No. 2014-09 on our financial results and prepare for the adoption of the standard on January 1, 2018, including readying our internal processes and control environment for new requirements, particularly around enhanced disclosures, under the new standard. The standard allows for both retrospective and modified retrospective methods of adoption. We expect to adopt this standard under the modified retrospective method of adoption, which recognizes the cumulative effect of transition as an adjustment to retained earnings for contracts that are not completed as of the adoption date, without restating prior period financial statements.

In February 2016, the FASB issued ASU No. 2016-02, "Leases," which amends existing guidance to require lessees to recognize assets and liabilities on the balance sheet for the rights and obligations created by long-term leases and to disclose additional quantitative and qualitative information about leasing arrangements. The ASU is effective for us on January 1, 2019 and interim periods within that reporting period. The ASU prescribes the use of a modified retrospective method upon adoption, which requires all prior periods presented in the financial statements to be restated, with a cumulative adjustment to retained earnings as of the beginning of the earliest period presented. We are in the process of assessing the impact of this ASU on our consolidated financial statements and footnote disclosures.

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 clarifies eight specific cash flow issues in an effort to reduce diversity in practice in how certain transactions are classified within the statement of cash flows. This ASU is effective for us on January 1, 2018 with early adoption permitted. We intend to adopt this ASU on January 1, 2018. Upon adoption, the ASU requires a retrospective application unless it is determined that it is impractical to do so, in which case it must be retrospectively applied at the earliest date practical. Upon adoption, we do not anticipate significant changes to our existing accounting policies or presentation of the Statement of Cash Flows.

In October 2016, the FASB issued ASU No. 2016-16, "Accounting for Income Taxes: Intra-Entity Asset Transfers of Assets Other than Inventory," as part of the Board's simplification initiative aimed at reducing complexity in accounting standards. This ASU eliminates the current application of deferring the income tax effect of intra-entity asset transfers, other than inventory, until the transferred asset is sold to a third party or otherwise recovered through use and will require entities to recognize tax expense when the transfer occurs. The guidance will be effective for us on January 1, 2018 and interim periods within that reporting period; early adoption permitted. We intend to adopt the ASU on



January 1, 2018. The ASU requires a modified retrospective application with a cumulative-effect adjustment recorded in retained earnings as of the beginning of the period of adoption. We continue to assess the impact of this ASU but anticipate that the impact will be immaterial based on existing deferred taxes from intra-entity asset transfers other than inventory.

In November 2016, the FASB issued ASU No. 2016-18, "Statement of Cash Flows (Topic 230): Restricted Cash," which requires that the statement of cash flows explain the change during the period in the total cash, which is inclusive of cash and cash equivalents and amounts generally described as restricted cash or restricted cash equivalents. Restricted cash and restricted cash equivalents will be included with cash and cash equivalents when reconciling the beginning of period and end of period balances on the statement of cash flows upon adoption of this standard. The ASU is effective for us on January 1, 2018 with early adoption permitted. We intend to adopt the ASU on January 1, 2018. Upon adoption, the ASU requires retrospective application. We do not anticipate significant changes to our financial statements and related disclosures from adoption of the ASU.

In March 2017, the FASB issued ASU No. 2017-07, "Compensation - Retirement Benefits (Topic 715) - Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost." The amendments in this update require that an employer disaggregate the service cost component from the other components of net periodic cost (benefit) and report that component in the same line item as other compensation costs arising from services rendered by employees during the period. The other components of net periodic cost (benefit) are required to be presented in the statement of operations separately from the service cost component and outside of operating earnings. The amendment also allows for the service cost component of net periodic cost (benefit) to be eligible for capitalization when applicable. The guidance will be effective for us on January 1, 2018 and interim periods within that reporting period; early adoption is permitted. The guidance on the income statement presentation of the components of net periodic cost (benefit) must be applied retrospectively, while the guidance limiting the capitalization of net periodic cost (benefit) in assets to the service cost component must be applied prospectively. We intend to adopt this ASU on January 1, 2018. Upon adoption, we plan to update the presentation of net periodic cost (benefit) accordingly, noting all components of our net periodic cost (benefit), with the exception of the service cost component, will be presented outside of operating earnings. The estimated impact of adoption of the ASU will be a reclassification of certain components of net periodic benefit from operating earnings to other income (expense) in the amount of approximately \$15 million and \$29 million for the years ended December 31, 2017 and December 31, 2016, respectively.

In August 2017, the FASB issued ASU No. 2017-12 "Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities," which is intended to simplify the application of hedge accounting and better portray the economic results of risk management strategies in the consolidated financial statements. The ASU expands and refines hedge accounting for both financial and non-financial risk components, aligns the recognition and presentation of the effects of hedging instruments and hedge items in the financial statements, and includes certain targeted improvements to ease the application of current guidance related to the assessment of hedge effectiveness. The ASU is effective for us on January 1, 2019 with adoption permitted immediately in any interim or annual period (including the current period). We are currently assessing the impact of this ASU, including transition elections and required elections, on our consolidated financial statements and the timing of adoption.

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

## Derivative Financial Instruments

As of September 30, 2017, we had outstanding foreign exchange contracts with notional amounts totaling \$541 million, compared to \$717 million outstanding as of December 31, 2016. Management believes that these financial instruments should not subject us to undue risk due to foreign exchange movements because gains and losses on these contracts should generally offset gains and losses on the underlying assets, liabilities and transactions.

The following table shows the five largest net notional amounts of the positions to buy or sell foreign currency as of September 30, 2017, and the corresponding positions as of December 31, 2016:

| Net Buy (Sell) by Currency | Notional Amount    |                   |
|----------------------------|--------------------|-------------------|
|                            | September 30, 2017 | December 31, 2016 |
| Euro                       | \$185              | \$ 122            |
| British Pound              | 69                 | 246               |
| Chinese Renminbi           | (72 )              | (108 )            |
| Brazilian Real             | (47 )              | (56 )             |
| Australian Dollar          | (45 )              | (51 )             |

## Forward-Looking Statements

Except for historical matters, the matters discussed in this Form 10-Q are forward-looking statements within the meaning of applicable federal securities law. These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and generally include words such as “believes,” “expects,” “intends,” “aims,” “estimates” and similar expressions. We can give no assurance that any future results or events discussed in these statements will be achieved. Any forward-looking statements represent our views only as of today and should not be relied upon as representing our views as of any subsequent date. Readers are cautioned that such forward-looking statements are subject to a variety of risks and uncertainties that could cause our actual results to differ materially from the statements contained in this Form 10-Q. Forward-looking statements include, but are not limited to, statements included in: (1) “Management’s Discussion and Analysis,” about: (a) trends affecting our business, including: (i) the impact of global economic and political conditions (ii) the impact of acquisitions on our business, (iii) the growth of our Services segment and the resulting impact on operating margin, (iv) the focus on Managed & Support Services and Software and our expected growth opportunities, (b) our business strategies and expected results, (c) future payments, charges, use of accruals and expected cost-saving benefits associated with our productivity improvement plans, reorganization of business programs, and employee separation costs, (d) our ability and cost to repatriate funds, (e) our ability to settle the principal amount of the Senior Convertible Notes in cash, (f) our ability and cost to access the capital markets at our current ratings, (g) our ability to borrow and the amount available under our credit facilities, (h) our plans with respect to the level of outstanding debt, (i) the return of capital to shareholders through dividends and/or repurchasing shares, (j) the adequacy of our cash balances to meet current operating requirements, (k) potential contractual damages claims, and (l) the outcome and effect of ongoing and future legal proceedings, (m) our ability to achieve target working capital levels following implementation of our ERP system, (2) “Quantitative and Qualitative Disclosures about Market Risk,” about the impact of foreign currency exchange risks, (3) “Legal Proceedings,” about the ultimate disposition of pending legal matters, and (4) “Controls and Procedures,” about the implementation of our enterprise resource planning systems. Motorola Solutions undertakes no obligation to publicly update any forward-looking statement or risk factor, whether as a result of new information, future events or otherwise.

Some of the risk factors that affect our business and financial results are discussed within this document and in Part I, “Item 1A: Risk Factors” on pages 9 through 21 of our 2016 Annual Report on Form 10-K, in Part II, “Item 1A. Risk Factors” on page 37 of our Quarterly Report on Form 10-Q for the quarter ended July 1, 2017 and in our other SEC filings available for free on the SEC’s website at [www.sec.gov](http://www.sec.gov) and on Motorola Solutions’ website at [www.motorolasolutions.com](http://www.motorolasolutions.com). We wish to caution the reader that the risk factors discussed in each of these documents and those described in our other Securities and Exchange Commission filings, could cause our actual results to differ materially from those stated in the forward-looking statements.



Item 4. Controls and Procedures

(a) Evaluation of disclosure controls and procedures. Under the supervision and with the participation of our senior management, including our chief executive officer and chief financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as of the end of the period covered by this quarterly report (the “Evaluation Date”). Based on this evaluation, our chief executive officer and chief financial officer concluded as of the Evaluation Date that our disclosure controls and procedures were effective such that the information relating to Motorola Solutions, including our consolidated subsidiaries, required to be disclosed in our Securities and Exchange Commission (“SEC”) reports (i) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (ii) is accumulated and communicated to Motorola Solutions’ management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in internal control over financial reporting. There have been no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2017, that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

We are in the process of a multi-year phased upgrade and consolidation of our ERP systems into a single global platform across our businesses. In April 2017, we implemented our new ERP system which is functioning as designed and continuing to support our business. Our new ERP system includes the replacement of regional systems supporting our product based business and back end finance processes including our general ledger. The system also includes the replacement of our current indirect procurement and service contract systems. We have made appropriate changes to our internal controls over financial reporting as we have implemented the new system. We plan to continue to migrate the remaining parts of the business off regional systems as we work towards a single global platform. We will continue to modify our internal controls in response to changes in the underlying ERP on future phases as needed.

Part II—Other Information

Item 1. Legal Proceedings

The Company is a defendant in various lawsuits, claims, and actions, which arise in the normal course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's condensed consolidated financial position, liquidity, or results of operations. However, an unfavorable resolution could have a material adverse effect on the Company's condensed consolidated financial position, liquidity, or results of operations in the periods in which the matters are ultimately resolved, or in the periods in which more information is obtained that changes management's opinion of the ultimate disposition.

Item 1A. Risk Factors

The reader should carefully consider, in connection with the other information in this report, the factors discussed in Part I, “Item 1A: Risk Factors” on pages 9 through 21 of the Company’s 2016 Annual Report on Form 10-K and in Part II, “Item 1A. Risk Factors” on page 37 of the Company's Quarterly Report on Form 10-Q for the quarter ended July 1, 2017. These factors could cause our actual results to differ materially from those stated in forward-looking statements contained in this document and elsewhere.

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

The following table provides information with respect to acquisitions by the Company of shares of its common stock during the quarter ended September 30, 2017.

## ISSUER PURCHASES OF EQUITY SECURITIES

| Period             | (a) Total Number of Shares Purchased | (b) Average Price Paid per Share <sup>(1)</sup> | (c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Program <sup>(2)</sup> | (d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Program <sup>(2)</sup> |
|--------------------|--------------------------------------|---|--|--|
| 6/29/17 to 7/26/17 | —                                    | N/A   | —  | \$ 1,933,464,276   |
| 7/27/17 to 8/23/17 | 853,360                              | \$ 87.89  | 853,360  | \$ 1,858,464,590   |
| 8/24/17 to 9/27/17 | 288,949                              | \$ 86.51  | 288,949  | \$ 1,833,468,345   |
| Total              | 1,142,309                            | \$ 87.54  | 1,142,309  |  |

(1) Average price paid per share of common stock repurchased is the execution price, including commissions paid to brokers.

Through a series of actions, the Board of Directors has authorized the Company to repurchase an aggregate amount of up to \$14.0 billion of its outstanding shares of common stock (the “share repurchase program”). The share repurchase program does not have an expiration date. As of September 30, 2017, the Company had used approximately \$12.2 billion, including transaction costs, to repurchase shares, leaving \$1.8 billion of authority available for future repurchases.

## Item 3. Defaults Upon Senior Securities.

None.

## Item 4. Mine Safety Disclosures.

None.

## Item 5. Other Information.

None.

Item 6. Exhibits

Exhibit No. Exhibit

|              |   |
|--------------|---|
| <u>*31.1</u> | Certification of Gregory Q. Brown pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| <u>*31.2</u> | Certification of Gino A. Bonanotte pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| <u>*32.1</u> | Certification of Gregory Q. Brown pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
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| 101.INS      | XBRL Instance Document  |
| 101.SCH      | XBRL Taxonomy Extension Scheme 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  |

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\* Filed herewith

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SIGNATURES

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

MOTOROLA SOLUTIONS, INC.

By: /S/ JOHN K. WOZNIAK

John K. Wozniak

Corporate Vice President and

Chief Accounting Officer

(Principal Accounting Officer)

November 2, 2017

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