

The Sabre logo is rendered in a bold, italicized, white sans-serif font. A horizontal line cuts through the middle of the letters 'a', 'b', and 'r'. A registered trademark symbol (®) is located at the end of the word.

# Sabre®

2016 Annual Report

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-K**

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

For the fiscal year ended December 31, 2016

or

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

**Sabre Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**001-36422**  
(Commission File Number)

**20-8647322**  
(I.R.S. Employer  
Identification No.)

**3150 Sabre Drive  
Southlake, TX 76092**  
(Address, including zip code, of principal executive offices)

**(682) 605-1000**  
(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

**Common Stock, \$0.01 par value**  
(Title of class)

**The NASDAQ Stock Market LLC**  
(Name of exchange on which registered)

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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

The aggregate market value of the registrant's common stock held by non-affiliates, as of June 30, 2016, was \$5,557,932,591. As of February 13, 2017, there were 277,129,005 shares of the registrant's common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement relating to its 2017 annual meeting of stockholders to be held on May 24, 2017, are incorporated by reference in Part III.

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## FORWARD-LOOKING STATEMENTS

*This Annual Report on Form 10-K, including the section “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II, Item 7, contains information that may constitute forward-looking statements. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts, such as statements regarding our future financial condition or results of operations, our prospects and strategies for future growth, the development and introduction of new products, and the implementation of our marketing and branding strategies. In many cases, you can identify forward-looking statements by terms such as “expects,” “outlook,” “believes,” “may,” “intend,” “will,” “predicts,” “potential,” “anticipates,” “estimates,” “should,” “plans” or the negative of these terms or other comparable terminology. The forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions and are subject to risks, uncertainties and changes in circumstances that may cause events or our actual activities or results to differ significantly from those expressed in any forward-looking statement. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future events, results, actions, levels of activity, performance or achievements. You are cautioned not to place undue reliance on these forward-looking statements. Unless required by law, we undertake no obligation to publicly update or revise any forward-looking statements to reflect circumstances or events after the date they are made. A number of important factors could cause actual results to differ materially from those indicated by the forward-looking statements, including, but not limited to, those factors described in Part I, Item 1A, “Risk Factors,” in Part I, Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Factors Affecting Our Results” and elsewhere in this Annual Report.*

*In this Annual Report on Form 10-K, references to “Sabre,” the “Company,” “we,” “our,” “ours” and “us” refer to Sabre Corporation and its consolidated subsidiaries unless otherwise stated or the context otherwise requires.*

## PART I

### ITEM 1. BUSINESS

#### Overview

Sabre Corporation is a Delaware corporation formed in December 2006. On March 30, 2007, Sabre Corporation acquired Sabre Holdings Corporation (“Sabre Holdings”), which is the sole subsidiary of Sabre Corporation. Sabre GLOB Inc. (“Sabre GLOB”) is the principal operating subsidiary and sole direct subsidiary of Sabre Holdings. Sabre GLOB or its direct or indirect subsidiaries conduct all of our businesses. Our principal executive offices are located at 3150 Sabre Drive, Southlake, Texas 76092.

We are a leading technology solutions provider to the global travel and tourism industry. We span the breadth of the global travel ecosystem, providing key software and services to a broad range of travel suppliers and travel buyers. We connect the world’s leading travel suppliers, including airlines, hotels, car rental brands, rail carriers, cruise lines and tour operators, with travel buyers in a comprehensive travel marketplace. We also offer travel suppliers an extensive suite of leading software solutions, ranging from airline and hotel reservations systems to high-value marketing and operations solutions, such as planning airline crew schedules, re-accommodating passengers during irregular flight operations and managing day-to-day hotel operations. These solutions allow our customers to market, distribute and sell their products more efficiently, manage their core operations, and deliver enhanced travel experiences.

#### Business Segments

We operate through two business segments: Travel Network and Airline and Hospitality Solutions. Financial information about our business segments and geographic areas is provided in Note 16, Segment Information, to our consolidated financial statements in Part II, Item 8 in this Annual Report on Form 10-K.

#### Travel Network

Travel Network is our global business-to-business travel marketplace and consists primarily of our global distribution system (“GDS”) and a broad set of solutions that integrate with our GDS to add value for travel suppliers and travel buyers. Our GDS facilitates travel by efficiently bringing together travel content such as inventory, prices, and availability from a broad array of travel suppliers, including airlines, hotels, car rental brands, rail carriers, cruise lines and tour operators, with a large network of travel buyers, including online travel agencies (“OTAs”), offline travel agencies, travel management companies (“TMCs”) and corporate travel departments.

During 2015, we expanded Travel Network’s presence in the Asia Pacific (“APAC”) region through the acquisition of the remaining 65% interest in Abacus International Pte Ltd, which is now named Sabre Asia Pacific Pte Ltd (“SAPPL”). SAPPL is a Singapore-based business-to-business travel e-commerce provider that serves APAC. Prior to the acquisition, SAPPL was 65% owned by a consortium of 11 airlines and the remaining 35% was owned by us.

## ***Airline and Hospitality Solutions***

Our Airline and Hospitality Solutions business offers a broad portfolio of software technology products and solutions, through software-as-a-service (“SaaS”) and hosted delivery model, to airlines, hoteliers and other travel suppliers. Airline and Hospitality Solutions aggregates our Airline Solutions and Hospitality Solutions operating segments.

*Airline Solutions*—Our Airline Solutions business provides industry-leading and comprehensive software solutions that help our airline customers better market, sell, serve and operate. We offer airline software solutions in three functional suites: our reservation system, SabreSonic Customer Sales & Service (“SabreSonic”); and our commercial solutions, Sabre AirVision Marketing & Planning; and Sabre AirCentre Enterprise Operations. SabreSonic provides comprehensive capabilities around managing sales and customer service across an airline’s diverse touch points. Sabre AirVision Marketing & Planning is a set of strategic airline commercial planning solutions that focuses on helping our customers improve profitability and develop their brand. Sabre AirCentre Enterprise Operations is a set of strategic solutions that drive operational effectiveness through holistic planning and management of airline, airport and customer operations.

*Hospitality Solutions*—Our Hospitality Solutions business provides software and solutions to hoteliers around the world. Our offerings include distribution through our SynXis central reservation system (“CRS”), property management through SynXis Property Manager Solution (“PMS”), marketing services and professional services that optimize distribution and marketing.

In January 2016, we completed the acquisition of the Trust Group of Companies (“Trust Group”), a central reservation, revenue management and hotel marketing provider with a significant presence in Europe, the Middle East and Africa (“EMEA”) and in APAC. Inclusive of this acquisition, we provide our software and solutions to over 33,000 hotel properties around the world.

## **Strategy**

We provide innovative technology and solutions to help our travel industry customers succeed and grow. The key elements of our strategy include:

- Commitment to develop innovative technology products through investment of significant resources in solutions that address key customer needs which include retailing solutions, mobile capabilities, data analytics and business intelligence and workflow optimization.
- Geographic expansion beyond our traditional strengths by seeking to deepen our presence in high-growth geographies in Europe, including high-growth APAC, Eastern European markets and Latin America.
- Pursuit of new customers and marketplace content through seeking to actively add new travel supplier content to Travel Network and continuing to pursue new customers for our Airline and Hospitality Solutions business.
- Strengthen relationships with existing customers, including promoting the adoption of our products within and across our existing customers.

## **Customers**

Travel Network customers consist of travel suppliers, including airlines, hotels, car rental brands, rail carriers, cruise lines, tour operators, attractions and services; a large network of travel buyers, including OTAs, offline travel agencies, TMCs and corporate travel departments; and travelers and other sellers of travel and consumers of travel information. Airline Solutions serves airlines of all sizes and in every region of the world, including hybrid carriers and low-cost carriers (collectively, “LCC/hybrids”), global network carriers and regional network carriers; and other customers such as airports, corporate aviation fleets, governments and tourism boards. Hospitality Solutions has a global customer base of over 33,000 hotel properties of all sizes.

No individual customer accounted for more than 10% of our consolidated revenues for the years ended December 31, 2016, 2015 and 2014.

## **Sources of Revenue**

*Transactions*—Bookings that generate fees directly to Travel Network (“Direct Billable Booking”) include bookings made through our GDS (e.g., air, car and hotel bookings) and through our joint venture partners in cases where we are paid directly by the travel supplier. A transaction occurs when a travel agency or corporate travel department books or reserves a travel supplier’s product on our GDS, for which we receive a fee. Transaction fees include, but are not limited to transaction fees paid by travel suppliers for selling their inventory through our GDS and fees paid by travel agency subscribers related to their use of certain solutions integrated with our GDS. We receive revenue from the travel supplier and the travel agency according to the commercial arrangement with each.

*SaaS and Hosted*—Airline and Hospitality Solutions generates revenue through upfront solution fees and recurring usage-based fees for the use of our software solutions hosted on secure platforms or deployed via SaaS. We maintain our SaaS and hosted software and manage the related infrastructure. We collect the implementation fees and recurring usage-based fees pursuant to contracts with terms that typically range between three and ten years and generally include minimum annual volume requirements.

*Professional Service Fees*—Airline and Hospitality Solutions offerings that utilize the SaaS and hosted revenue model are sometimes sold as part of multiple-element agreements for which we also provide professional services, including consulting services. Our professional services are primarily focused on helping customers achieve better utilization of and return on their software investment. Often, we provide these services during the implementation phase of our SaaS solutions.

*Software Licensing*—Airline and Hospitality Solutions generates revenue from fees for the installation and use of our software products. Some contracts under this model generate additional revenue for the maintenance of the software product.

*Media*—Advertising revenue is generated by Travel Network from customers that advertise products on our GDS. Advertisers use two types of advertising metrics: (i) display advertising and (ii) action advertising. In display advertising, advertisers generally pay based on the number of customers who view the advertisement, and are charged based on cost-per-thousand impressions. In action advertising, advertisers generally pay based on the number of customers who perform a specific action, such as click on the advertisement, and are charged based on the cost per action.

## **Competition**

We operate in highly competitive markets. Travel Network competes with several other regional and global travel marketplace providers, including other GDSs, local distribution systems and travel marketplace providers primarily owned by airlines or government entities and direct distribution by travel suppliers. In addition to other GDSs and direct distributors, there are a number of other competitors in the travel distribution marketplace, including new entrants in the travel space that offer metasearch capabilities that direct shoppers to supplier websites and/or OTAs, third party aggregators and peer-to-peer options for travel services. Airline Solutions operates in an industry that is very competitive, which includes other providers of reservations systems and software applications solutions and airlines that develop their own software applications and reservations systems in-house. Primary competitors of Hospitality Solutions are in the hospitality CRS and PMS fields and hotels that develop their own software applications and CRSs in house, including global hotel chains.

## **Technology and Operations**

Our technology strategy is based on achieving company-wide stability and performance at the most efficient price point. Significant investment has gone into building a centralized middleware environment with an emphasis on simplicity, security, and scalability. We invest heavily in software development, delivery and operational support capabilities and strive to provide best in class products for our customers. We operate standardized infrastructure in our data center environments across hardware, operating systems, databases, and other key enabling technologies to minimize costs on non-differentiators. We expect to continue to make significant investments in our information technology infrastructure to modernize, drive efficiency in development and ongoing technology costs, further enhance the stability and security of our network, and to accelerate our shift to open source and cloud-based solutions.

Our architecture has evolved from a mainframe centric transaction processing environment to a secure processing platform that is one of the world's most heavily used and resilient service oriented architecture ("SOA") environments. A variety of products and services run on this technology infrastructure: high volume air shopping systems; desktop access applications providing continuous, real-time data access to travel agents; airline operations and decision support systems; an array of customized applications available through the Sabre Red App Centre; and web based services that provide an automated interface between us and our travel suppliers and customers. The flexibility and scale of our standardized SOA based technology infrastructure allow us to quickly deliver a broad variety of SaaS and hosted solutions.

## **Intellectual Property**

We use software, business processes and proprietary information to carry out our business. These assets and related intellectual property rights are significant assets of our business. We rely on a combination of patent, copyright, trade secret and trademark laws, confidentiality procedures, and contractual provisions to protect these assets and we license software and other intellectual property both to and from third parties. We may seek patent protection on technology, software and business processes relating to our business, and our software and related documentation may also be protected under trade secret and copyright laws where applicable. We may also benefit from both statutory and common law protection of our trademarks.

Although we rely heavily on our brands, associated trademarks, and domain names, we do not believe that our business is dependent on any single item of intellectual property, or that any single item of intellectual property is material to the operation of our business. However, since we consider trademarks to be a valuable asset of our business, we maintain our trademark portfolio throughout the world by filing trademark applications with the relevant trademark offices, renewing appropriate registrations and regularly monitoring potential infringement of our trademarks in certain key markets.

## Government Regulation

We are subject to or affected by international, federal, state and local laws, regulations and policies, which are constantly subject to change. These laws, regulations and policies include GDS regulation in the European Union (“EU”), Canada, the United States and other locations.

We are subject to the application of data protection and privacy regulations in many of the countries in which we operate.

We are also subject to prohibitions administered by the Office of Foreign Assets Control (the “OFAC rules”), which prohibit U.S. persons from engaging in financial transactions with or relating to the prohibited individual, entity or country, require the blocking of assets in which the individual, entity or country has an interest, and prohibit transfers of property subject to U.S. jurisdiction (including property in the possession or control of U.S. persons) to such individual, entity or country.

Our businesses may also be subject to regulations affecting issues such as: trade sanctions, exports of technology, telecommunications, and e-commerce. These regulations may vary among jurisdictions.

See “Risk Factors—Any failure to comply with regulations or any changes in such regulations governing our businesses could adversely affect us.”

## Seasonality

The travel industry is seasonal in nature. Travel bookings for Travel Network, and the revenue we derive from those bookings, are typically seasonally strong in the first and third quarters, but decline significantly each year in the fourth quarter, primarily in December. We recognize air-related revenue at the date of booking and because customers generally book their November and December holiday leisure-related travel earlier in the year and business-related travel declines during the holiday season, revenue resulting from bookings is typically lower in the fourth quarter.

## Employees

As of December 31, 2016, we employed approximately 10,000 people. We have not experienced any work stoppages and consider our relations with our employees to be good.

## Available Information

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and in accordance therewith, we file reports, proxy and information statements and other information with the Securities and Exchange Commission (“SEC”). Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and other information to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are available through the investor relations section of our website under the link [investors.sabre.com/sec.cfm](http://investors.sabre.com/sec.cfm). Reports are available free of charge as soon as reasonably practicable after we electronically file them with, or furnish them to, the SEC. The information contained on our website is not incorporated by reference into this Annual Report on Form 10-K.

In addition to our website, you may read and copy public reports we file with or furnish to the SEC at the SEC’s Public Reference Room at 100 F Street, NE, Washington, DC 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains our reports, proxy and information statements, and other information that we file electronically with the SEC at [www.sec.gov](http://www.sec.gov).

## ITEM 1A. RISK FACTORS

The following risk factors may be important to understanding any statement in this Annual Report on Form 10-K or elsewhere. Our business, financial condition and operating results can be affected by a number of factors, whether currently known or unknown, including but not limited to those described below. Any one or more of such factors could directly or indirectly cause our actual results of operations and financial condition to vary materially from past or anticipated future results of operations and financial condition. Any of these factors, in whole or in part, could materially and adversely affect our business, financial condition, results of operations and stock price.

### ***Our revenue is highly dependent on transaction volumes in the global travel industry, particularly air travel transaction volumes.***

Our Travel Network and Airline and Hospitality Solutions revenue is largely tied to travel suppliers’ transaction volumes rather than to their unit pricing for an airplane ticket, hotel room or other travel products. This revenue is generally not contractually committed to recur annually under our agreements with our travel suppliers. As a result, our revenue is highly dependent on the global travel industry, particularly air travel from which we derive a substantial amount of our revenue, and directly correlates with global travel, tourism and transportation transaction volumes. Our revenue is therefore highly susceptible to declines in or disruptions

to leisure and business travel that may be caused by factors entirely out of our control, and therefore may not recur if these declines or disruptions occur.

Various factors may cause temporary or sustained disruption to leisure and business travel. The impact these disruptions would have on our business depends on the magnitude and duration of such disruption. These factors include, among others:

- general and local economic conditions;
- financial instability of travel suppliers and the impact of any fundamental corporate changes to such travel suppliers, such as airline bankruptcies or consolidations, on the cost and availability of travel content;
- factors that affect demand for travel such as outbreaks of contagious diseases, including Zika, Ebola and the MERS virus, increases in fuel prices, changing attitudes towards the environmental costs of travel and safety concerns;
- political events like acts or threats of terrorism, hostilities, and war;
- inclement weather, natural or man-made disasters; and
- factors that affect supply of travel such as changes to regulations governing airlines and the travel industry, like government sanctions that do or would prohibit doing business with certain state-owned travel suppliers, work stoppages or labor unrest at any of the major airlines, hotels or airports.

***Our Travel Network business is exposed to pricing pressure from travel suppliers.***

Travel suppliers continue to look for ways to decrease their costs and to increase their control over distribution. For example, consolidation in the airline industry and macroeconomic factors, among other things, have driven some airlines to negotiate for lower fees during contract renegotiations, thereby exerting increased pricing pressure on our Travel Network business, which, in turn, negatively affects our revenues and margins. In addition, travel suppliers' use of alternative distribution channels, such as direct distribution through supplier-operated websites, may also adversely affect our contract renegotiations with these suppliers and negatively impact our transaction fee revenue. For example, as we attempt to renegotiate new agreements with our travel suppliers, they may withhold some or all of their content (fares and associated economic terms) for distribution exclusively through their direct distribution channels (for example, the relevant airline's website) or offer travelers more attractive terms for content available through those direct channels after their contracts expire. As a result of these sources of negotiating pressure, we may have to decrease our prices to retain their business. If we are unable to renew our contracts with these travel suppliers on similar economic terms or at all, or if our ability to provide this content is similarly impeded, this would also adversely affect the value of our Travel Network business as a marketplace due to our more limited content. See "-Travel suppliers' use of alternative distribution models, such as direct distribution models, could adversely affect our Travel Network business."

***Implementation of software solutions often involves a significant commitment of resources, and any failure to deliver as promised on a significant implementation could adversely affect our business.***

In our Travel Network business and our Airline and Hospitality Solutions business, the implementation of software solutions often involves a significant commitment of resources and is subject to a number of significant risks over which we may or may not have control. These risks include:

- the features of the implemented software may not meet the expectations or fit the business model of the customer;
- our limited pool of trained experts for implementations cannot quickly and easily be augmented for complex implementation projects, such that resources issues, if not planned and managed effectively, could lead to costly project delays;
- customer-specific factors, such as the stability, functionality, interconnection and scalability of the customer's pre-existing information technology infrastructure, as well as financial or other circumstances could destabilize, delay or prevent the completion of the implementation process, which, for airline reservations systems, typically takes 12 to 18 months; and
- customers and their partners may not fully or timely perform the actions required to be performed by them to ensure successful implementation, including measures we recommend to safeguard against technical and business risks.

As a result of these and other risks, some of our customers may incur large, unplanned costs in connection with the purchase and installation of our software products. Also, implementation projects could take longer than planned or fail. We may not be able to reduce or eliminate protracted installation or significant additional costs. Significant delays or unsuccessful customer implementation projects could result in cancellation or renegotiation of existing agreements, claims from customers, harm our reputation and negatively impact our operating results.

***Travel suppliers' use of alternative distribution models, such as direct distribution models, could adversely affect our Travel Network business.***

Some travel suppliers that provide content to Travel Network, including some of Travel Network's largest airline customers, have sought to increase usage of direct distribution channels. For example, these travel suppliers are trying to move more consumer traffic to their proprietary websites, and some travel suppliers have explored direct connect initiatives linking their internal reservations systems directly with travel agencies or TMCs, thereby bypassing the GDSs. This direct distribution trend enables them to apply pricing pressure on intermediaries and negotiate travel distribution arrangements that are less favorable to intermediaries. With travel suppliers' adoption of certain technology solutions over the last decade, including those offered by our Airline and Hospitality Solutions business, air travel suppliers have increased the proportion of direct bookings relative to indirect bookings. In the future, airlines may increase their use of direct distribution, which may cause a material decrease in their use of our GDS. Travel suppliers



may also offer travelers advantages through their websites such as special fares and bonus miles, which could make their offerings more attractive than those available through our GDS platform. Similarly, travel suppliers may also seek to encourage travelers' and travel agencies' usage of their proprietary booking platforms by selectively increasing the ticket price in our GDS, making our GDS platform's offerings more expensive than some alternative offerings. For example, we are currently engaged in litigation with the Lufthansa Group in connection with a surcharge that the Lufthansa Group has imposed on tickets purchased through three selected GDSs, including Sabre. The Lufthansa Group is seeking declaratory judgment that this surcharge does not violate the terms of its agreement with us, in addition to damages related to the allegations of breach of contract and tortious interference with agency contracts. We deny the allegations and we have filed a counterclaim that asserts the Lufthansa Group's surcharge is a violation of its agreement and that seeks an order requiring the Lufthansa Group to specifically perform its obligations under the agreement.

In addition, with respect to ancillary products, travel suppliers may choose not to comply with the technical standards that would allow ancillary products to be immediately distributed via intermediaries, thus resulting in a delay before these products become available through our GDS relative to availability through direct distribution. In addition, if enough travel suppliers choose not to develop ancillary products in a standardized way with respect to technical standards our investment in adapting our various systems to enable the sale of ancillary products may not be successful.

Companies with close relationships with end consumers, like Facebook, as well as new entrants introducing new paradigms into the travel industry, such as metasearch engines, like Google, may promote alternative distribution channels to our GDS by diverting consumer traffic away from intermediaries, which may adversely affect our GDS business.

Additionally, technological advancements may allow airlines and hotels to facilitate broader connectivity to and integration with large travel buyers, such that certain airline and hotel offerings could be made available directly to such travel buyers without the involvement of intermediaries such as Travel Network and its competitors.

***Our success depends on maintaining the integrity of our systems and infrastructure, which may suffer from failures, capacity constraints, business interruptions and forces outside of our control.***

We may be unable to maintain and improve the efficiency, reliability and integrity of our systems. Unexpected increases in the volume of our business could exceed system capacity, resulting in service interruptions, outages and delays. Such constraints can also lead to the deterioration of our services or impair our ability to process transactions. We occasionally experience system interruptions that make certain of our systems unavailable including, but not limited to, our GDS and the services that our Airline and Hospitality Solutions business provides to airlines and hotels. System interruptions may prevent us from efficiently providing services to customers or other third parties, which could cause damage to our reputation and result in our losing customers and revenues or cause us to incur litigation and liabilities. Although we have contractually limited our liability for damages caused by outages of our GDS (other than damages caused by our gross negligence or willful misconduct), we cannot guarantee that we will not be subject to lawsuits or other claims for compensation from our customers in connection with such outages for which we may not be indemnified or compensated.

Our systems may also be susceptible to external damage or disruption. Much of the computer and communications hardware upon which we depend is located across multiple data center facilities in a single geographic region. Our systems could be damaged or disrupted by power, hardware, software or telecommunication failures, human errors, natural events including floods, hurricanes, fires, winter storms, earthquakes and tornadoes, terrorism, break-ins, hostilities, war or similar events. Computer viruses, malware, denial of service attacks, physical or electronic break-ins and similar disruptions affecting the Internet, telecommunication services or our systems could cause service interruptions or the loss of critical data, and could prevent us from providing timely services. See "Security breaches could expose us to liability and damage our reputation and our business." Failure to efficiently provide services to customers or other third parties could cause damage to our reputation and result in the loss of customers and revenues, significant recovery costs or litigation and liabilities. Moreover, such risks are likely to increase as we expand our business and as the tools and techniques involved become more sophisticated.

Although we have implemented measures intended to protect certain systems and critical data and provide comprehensive disaster recovery and contingency plans for certain customers that purchase this additional protection, these protections and plans are not in place for all systems. Furthermore, several of our existing critical backup systems are located in the same metropolitan area as our primary systems and we may not have sufficient disaster recovery tools or resources available, depending on the type or size of the disruption. Disasters affecting our facilities, systems or personnel might be expensive to remedy and could significantly diminish our reputation and our brands, and we may not have adequate insurance to cover such costs.

Customers and other end-users who rely on our software products and services, including our SaaS and hosted offerings, for applications that are integral to their businesses may have a greater sensitivity to product errors and security vulnerabilities than customers for software products generally. Additionally, security breaches that affect third parties upon which we rely, such as travel suppliers, may further expose us to negative publicity, possible liability or regulatory penalties. Events outside our control could cause interruptions in our IT systems, which could have a material adverse effect on our business operations and harm our reputation.

***The travel distribution market is highly competitive, and we are subject to competition from other GDS providers, direct distribution by travel suppliers and new entrants or technologies that may challenge the GDS business model.***

The evolution of the global travel and tourism industry, the introduction of new technologies and standards and the expansion of existing technologies in key markets, among other factors, could contribute to an intensification of competition in the business areas and regions in which we operate. Increased competition could require us to increase spending on marketing activities or product development, to decrease our booking or transaction fees and other charges (or defer planned increases in such fees and charges), to increase incentive consideration or take other actions that could harm our business. A GDS has two broad categories of customers: (i) travel suppliers, such as airlines, hotels, car rental brands, rail carriers, cruise lines and tour operators, and (ii) travel buyers, such as online and offline travel agencies, TMCs and corporate travel departments. The competitive positioning of a GDS depends on the success it achieves with both customer categories. Other factors that may affect the competitive success of a GDS include the comprehensiveness, timeliness and accuracy of the travel content offered, the reliability, ease of use and innovativeness of the technology, the perceived value proposition of our GDS by travel suppliers and travel buyers, the incentive consideration provided to travel agencies, the transaction fees charged to travel suppliers and the range of products and services available to travel suppliers and travel buyers. Our GDS competitors could seek to capture market share by offering more differentiated content, products or services, increasing the incentive consideration to travel agencies, or decreasing the transaction fees charged to travel suppliers, which would harm our business to the extent they gain market share from us or force us to respond by lowering our prices or increasing the incentive consideration we provide.

We cannot guarantee that we will be able to compete successfully against our current and future competitors in the travel distribution market, some of which may achieve greater brand recognition than us, have greater financial, marketing, personnel and other resources or be able to secure services and products from travel suppliers on more favorable terms. If we fail to overcome these competitive pressures, we may lose market share and our business may otherwise be negatively affected.

***Our ability to maintain and grow our Airline and Hospitality Solutions business may be negatively affected by competition from other third-party solutions providers and new participants that seek to enter the solutions market.***

Our Airline and Hospitality Solutions business principally faces competition from existing third-party solutions providers. We also compete with various point solutions providers on a more limited basis in several discrete functional areas. For our Hospitality Solutions business, we face competition across many aspects of our business but our primary competitors are in the hospitality CRS and PMS fields.

Factors that may affect the competitive success of our Airline and Hospitality Solutions business include our pricing structure, our ability to keep pace with technological developments, the effectiveness and reliability of our implementation and system migration processes, our ability to meet a variety of customer specifications, the effectiveness and reliability of our systems, the cost and efficiency of our system upgrades and our customer support services. Our failure to compete effectively on these and other factors could decrease our market share and negatively affect our Airline and Hospitality Solutions business.

***Security breaches could expose us to liability and damage our reputation and our business.***

We process, store, and transmit large amounts of data, including personally identifiable information ("PII") and payment card industry data ("PCI") of our customers, and it is critical to our business strategy that our facilities and infrastructure, including those provided by HP Enterprises, LLC ("HPE") or other vendors, remain secure and are perceived by the marketplace to be secure. Our infrastructure may be vulnerable to physical break-ins, computer viruses, or similar disruptive problems.

In addition, we, like most technology companies, are the target of cybercriminals who attempt to compromise our systems. From time to time, we experience cybersecurity incidents that have to be identified and remediated to protect sensitive information along with our intellectual property and our overall business. To address these threats and intrusions, we have a team of experienced security experts and support from firms that specialize in cybersecurity. We have in the past experienced cybersecurity incidents, and there is a risk that additional incidents could occur and sensitive or material information could be compromised in the future. The costs of any investigation of such future incidents, as well as any remediation related to these incidents, may be material.

Any physical or electronic break-in, cybersecurity incidents or other security breach or compromise of the information handled by us or our service providers may jeopardize the security or integrity of information in our computer systems and networks or those of our customers and cause significant interruptions in our and our customers' operations.

Any systems and processes that we have developed that are designed to protect customer information and prevent data loss and other security breaches cannot provide absolute security. In addition, we may not successfully implement remediation plans to address all potential exposures. It is possible that we may have to expend additional financial and other resources to address such problems. Failure to prevent or mitigate data loss or other security breaches could expose us or our customers to a risk of loss or misuse of such information, cause customers to lose confidence in our data protection measures, damage our reputation, adversely affect our operating results or result in litigation or potential liability for us. While we maintain insurance coverage that may, subject to policy terms and conditions, cover certain aspects of cyber risks, this insurance coverage is subject to a retention amount and may not be applicable to a particular incident or otherwise may be insufficient to cover all our losses beyond any retention. Similarly, we expect to continue to make significant investments in our information technology infrastructure.

The implementation of these investments may be more costly or take longer than we anticipate, or could otherwise adversely affect our business operations, which could negatively impact our financial position, results of operations or cash flows.

***Any inability or failure to adapt to technological developments or the evolving competitive landscape could harm our business operations and competitiveness.***

We depend upon the use of sophisticated information technology and systems. Our competitiveness and future results depend on our ability to maintain and make timely and cost-effective enhancements, upgrades and additions to our products, services, technologies and systems in response to new technological developments, industry standards and trends and customer demands. For example, we currently utilize mainframe infrastructure technology for certain of our enterprise applications and platforms. Because the number of users and programmers able to service this technology is decreasing, migration to another business environment could cause us to incur substantial costs, result in instability and business interruptions and materially harm our business.

Adapting to new technological and marketplace developments, such as IATA's new distribution capability ("NDC"), may require substantial expenditures and lead time and we cannot guarantee that projected future increases in business volume will actually materialize. We may experience difficulties that could delay or prevent the successful development, marketing and implementation of enhancements, upgrades and additions. Moreover, we may fail to maintain, upgrade or introduce new products, services, technologies and systems as quickly as our competitors or in a cost-effective manner. For example, we must constantly update our GDS with new capabilities to adapt to the changing technological environment and customer needs. However, this process can be costly and time-consuming, and our efforts may not be successful as compared to our competitors in the travel distribution market. Those that we do develop may not achieve acceptance in the marketplace sufficient to generate material revenue or may be rendered obsolete or non-competitive by our competitors' offerings.

In addition, our competitors are constantly increasing their product and service offerings through organic research and development or through strategic acquisitions. As a result, we must continue to invest significant resources in research and development in order to continually improve the speed, accuracy and comprehensiveness of our services and we may be required to make changes to our technology platforms or increase our investment in technology, increase marketing, adjust prices or business models and take other actions, which could affect our financial performance and liquidity.

***Our Travel Network business and our Airline and Hospitality Solutions business depend on maintaining and renewing contracts with their customers and other counterparties.***

In our Travel Network business, we enter into participating carrier distribution and services agreements with airlines. Our contracts with major carriers typically last for three- to five-year terms and are generally subject to automatic renewal at the end of the term, unless terminated by either party with the required advance notice. Our contracts with smaller airlines generally last for one year and are also subject to automatic renewal at the end of the term, unless terminated by either party with the required advance notice. Airlines are not contractually obligated to distribute exclusively through our GDS during the contract term and may terminate their agreements with us upon providing the required advance notice after the expiration of the initial term. We cannot guarantee that we will be able to renew our airline contracts in the future on favorable economic terms or at all. See "—Our Travel Network business is exposed to pricing pressure from travel suppliers."

We also enter into contracts with travel buyers. Although most of our travel buyer contracts have terms of one to three years, we typically have non-exclusive, five- to ten-year contracts with our major travel agency customers. We also typically have three- to five-year contracts with corporate travel departments, which generally renew automatically unless terminated with the required advance notice. A meaningful portion of our travel buyer agreements, typically representing approximately 15% to 20% of our bookings, are up for renewal in any given year. We cannot guarantee that we will be able to renew our travel buyer agreements in the future on favorable economic terms or at all.

Similarly, our Airline and Hospitality Solutions business is based on contracts with travel suppliers for a typical duration of three to seven years for airlines and one to five years for hotels. We cannot guarantee that we will be able to renew our solutions contracts in the future on favorable economic terms or at all.

Additionally, we use several third-party distributor partners and joint ventures to extend our GDS services in EMEA and APAC. The termination of our contractual arrangements with any such third-party distributor partners and joint ventures could adversely impact our Travel Network business in the relevant markets. See "—We rely on third-party distributor partners and joint ventures to extend our GDS services to certain regions, which exposes us to risks associated with lack of direct management control and potential conflicts of interest" for more information on our relationships with our third-party distributor partners and joint ventures.

Our failure to renew some or all of these agreements on economically favorable terms or at all, or the early termination of these existing contracts, would adversely affect the value of our Travel Network business as a marketplace due to our limited content and distribution reach, which could cause some of our subscribers to move to a competing GDS or use other travel technology providers for the solutions we provide and would materially harm our business, reputation and brand. Our business therefore relies on our ability to renew our agreements with our travel buyers, travel suppliers, third-party distributor partners and joint ventures or developing relationships with new travel buyers and travel suppliers to offset any customer losses.

We are subject to a certain degree of revenue concentration among a portion of our customer base. Because of this concentration among a small number of customers, if an event were to adversely affect one of these customers, it could have a material impact on our business.

***Our travel supplier customers may experience financial instability or consolidation, pursue cost reductions, change their distribution model or undergo other changes.***

We generate the majority of our revenue and accounts receivable from airlines. We also derive revenue from hotels, car rental brands, rail carriers, cruise lines, tour operators and other suppliers in the travel and tourism industries. Adverse changes in any of these relationships or the inability to enter into new relationships could negatively impact the demand for and competitiveness of our travel products and services. For example, a lack of liquidity in the capital markets or weak economic performance may cause our travel suppliers to increase the time they take to pay or to default on their payment obligations, which could lead to a higher level of bad debt expense and negatively affect our results. Any large-scale bankruptcy or other insolvency proceeding of an airline or hospitality supplier could subject our agreements with that customer to rejection or early termination. Because we generally do not require security or collateral from our customers as a condition of sale, our revenues may be subject to credit risk more generally.

Furthermore, supplier consolidation, particularly in the airline industry, could harm our business. Our Travel Network business depends on a relatively small number of U.S.-based airlines for a substantial portion of its revenue, and all of our businesses are highly dependent on airline ticket volumes. Consolidation among airlines could result in the loss of an existing customer and the related fee revenue, decreased airline ticket volumes due to capacity restrictions implemented concurrently with the consolidation, and increased airline concentration and bargaining power to negotiate lower transaction fees. See "—Our Travel Network business is exposed to pricing pressure from travel suppliers." In addition, consolidation among travel suppliers may result in one or more suppliers refusing to provide certain content to Sabre but rather making it exclusively available on the suppliers' proprietary websites, hurting the competitive position of our GDS relative to those websites. See "—Travel suppliers' use of alternative distribution models, such as direct distribution models, could adversely affect our Travel Network business."

***We rely on third-party distributor partners and joint ventures to extend our GDS services to certain regions, which exposes us to risks associated with lack of direct management control and potential conflicts of interest.***

Our Travel Network business utilizes third-party distributor partners and joint ventures to extend our GDS services in EMEA and APAC. We work with these partners to establish and maintain commercial and customer service relationships with both travel suppliers and travel buyers. Since, in many cases, we do not exercise full management control over their day-to-day operations, the success of their marketing efforts and the quality of the services they provide are beyond our control. If these partners do not meet our standards for distribution, our reputation may suffer materially, and sales in those regions could decline significantly. Any interruption in these third-party services, deterioration in their performance or termination of our contractual arrangements with them could negatively impact our ability to extend our GDS services in the relevant markets. In addition, our business may be harmed due to potential conflicts of interest with our joint venture partners.

***Our Travel Network business depends on relationships with travel buyers.***

Our Travel Network business relies on relationships with several large travel buyers, including TMCs and OTAs, to generate a large portion of its revenue through bookings made by these travel companies. This revenue concentration in a relatively small number of travel buyers makes us particularly dependent on factors affecting those companies. For example, if demand for their services decreases, or if a key supplier pulls its content from us, travel buyers may stop utilizing our services or move all or some of their business to competitors or competing channels.

Although our contracts with larger travel agencies often increase the incentive consideration when the travel agency processes a certain volume or percentage of its bookings through our GDS, travel buyers are not contractually required to book exclusively through our GDS during the contract term. Travel buyers may shift bookings to other distribution intermediaries for many reasons, including to avoid becoming overly dependent on a single source of travel content or to increase their bargaining power with GDS providers. Additionally, some regulations allow travel buyers to terminate their contracts earlier.

These risks are exacerbated by increased consolidation among travel agencies and TMCs, which may ultimately reduce the pool of travel agencies that subscribe to GDSs. We must compete with other GDSs and other competitors for their business by offering competitive upfront incentive consideration, which, due to the strong bargaining power of these large travel buyers, tend to increase in each round of contract renewals. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Factors Affecting Our Results—Increasing travel agency incentive consideration" included in Part II, Item 7 for more

information about our incentive consideration. However, any reduction in transaction fees from travel suppliers due to supplier consolidation or other market forces could limit our ability to increase incentive consideration to travel agencies in a cost-effective manner or otherwise affect our margins.

***Our business could be harmed by adverse global and regional economic and political conditions.***

Travel expenditures are sensitive to personal and business discretionary spending levels and grow more slowly or decline during economic downturns. We derive the majority of our revenue from the United States and Europe, and we have expanded Travel Network's presence in APAC through the acquisition of SAPPL. Our geographic concentration in the United States and Europe, as well as our expanded focus in APAC, makes our business potentially vulnerable to economic and political conditions that adversely affect business and leisure travel originating in or traveling to these regions.

Despite modest growth in the U.S. economy, there is still weakness in other parts of the global economy, including increased unemployment, reduced financial capacity of both business and leisure travelers, diminished liquidity and credit availability, declines in consumer confidence and discretionary income and general uncertainty about economic stability. Furthermore, recent changes in the U.S. political environment have resulted in additional uncertainties with respect to travel restrictions, and the regulatory, tax and economic environment in the United States, which could adversely impact travel demand, our business operations or our financial results. We cannot predict the magnitude, length or recurrence of recessionary or low-growth economic patterns, which have impacted, and may continue to impact, demand for travel and lead to reduced spending on the services we provide.

We derive the remainder of our revenues from Latin America, the Middle East and Africa and APAC. Any unfavorable economic, political or regulatory developments in these regions could negatively affect our business, such as delays in payment or non-payment of contracts, delays in contract implementation or signing, carrier control issues and increased costs from regulatory changes particularly as parts of our growth strategy involve expanding our presence in these emerging markets. For example, markets that have traditionally had a high level of exports to China, or that have commodities-based economies, have continued to experience slowing or deteriorating economic conditions. These adverse economic conditions may negatively impact our business results in those regions.

Similarly, in Venezuela, due to currency controls that impact the ability of certain of our airline customers operating in the country to obtain U.S. dollars to make timely payments to us, the collection of accounts receivable due to us can be, and has been, delayed. Due to the nature of this delay, we are deferring the recognition of any future revenues until cash is collected in accordance with our policies. Accordingly, our accounts receivable are subject to a general collection risk, as there can be no assurance that we will be paid from such customers in a timely manner, if at all. In response to the political and economic uncertainty in Venezuela, certain airlines have scaled back operations in response to the reduced demand for travel by local consumers as well as the currency controls which has impacted our airline customers in Venezuela.

In June 2016, voters in the U.K. approved the exit of that country from the E.U. ("Brexit"), and the British government has indicated that it intends to negotiate the withdrawal of the U.K. from the E.U. based on the results of this vote. The Brexit vote has created significant economic uncertainty in the U.K. and in EMEA, which may negatively impact our business results in those regions. In addition, the terms of the U.K.'s withdrawal from the E.U., once negotiated, could potentially disrupt the markets we serve and the tax jurisdictions in which we operate and adversely change tax benefits or liabilities in these or other jurisdictions, and may cause us to lose customers, suppliers, and employees. In addition, Brexit could lead to legal uncertainty and potentially divergent national laws and regulations as the U.K. determines which E.U. laws to replace or replicate.

***We operate a global business that exposes us to risks associated with international activities.***

Our international operations involve risks that are not generally encountered when doing business in the United States. These risks include, but are not limited to:

- business, political and economic instability in foreign locations, including actual or threatened terrorist activities, and military action;
- changes in foreign currency exchange rates and financial risk arising from transactions in multiple currencies;
- adverse laws and regulatory requirements, including more comprehensive regulation in the EU and the possible effects of the Brexit vote;
- difficulty in developing, managing and staffing international operations because of distance, language and cultural differences;
- disruptions to or delays in the development of communication and transportation services and infrastructure;
- consumer attitudes, including the preference of customers for local providers;
- increasing labor costs due to high wage inflation in foreign locations, differences in general employment conditions and regulations, and the degree of employee unionization and activism;
- export or trade restrictions or currency controls;
- more restrictive data privacy requirements;
- governmental policies or actions, such as consumer, labor and trade protection measures and travel restrictions;
- taxes, restrictions on foreign investment and limits on the repatriation of funds;
- diminished ability to legally enforce our contractual rights; and

- decreased protection for intellectual property.

Any of the foregoing risks may adversely affect our ability to conduct and grow our business internationally.

***We rely on the availability and performance of information technology services provided by third parties, including HPE, which manages a significant portion of our systems.***

Our businesses are largely dependent on the computer data centers and network systems operated for us by HPE, including through our recently amended agreement with HPE. We also rely on other developers and service providers to maintain and support our global telecommunications infrastructure, including to connect our computer data center and call centers to end-users.

Our success is dependent on our ability to maintain effective relationships with these third-party technology and service providers. Some of our agreements with third-party technology and service providers are terminable for cause on short notice and often provide limited recourse for service interruptions. For example, our agreement with HPE provides us with limited indemnification rights. We could face significant additional cost or business disruption if:

- Any of these providers fail to enable us to provide our customers and suppliers with reliable, real-time access to our systems. For example, in 2013, we experienced a significant outage of the Sabre platform due to a failure on the part of one of our service providers. This outage, which affected both our Travel Network business and our Airline Solutions business, lasted several hours and caused significant problems for our customers. Any such future outages could cause damage to our reputation, customer loss and require us to pay compensation to affected customers for which we may not be indemnified or compensated.
- Our arrangements with such providers are terminated or impaired and we cannot find alternative sources of technology or systems support on commercially reasonable terms or on a timely basis. For example, our substantial dependence on HPE for many of our systems makes it difficult for us to switch vendors and makes us more sensitive to changes in HPE's pricing for its services.

In addition, HPE has announced a plan to spin off its Enterprise Services segment business and merge it with CSC. There could be uncertainty, delays or disruptions in HPE's services in anticipation or as a result of these transactions, which could result in additional costs or business disruptions for us.

***We use open source software in our solutions that may subject our software solutions to general release or require us to re-engineer our solutions.***

We use open source software in our solutions and may use more open source software in the future. From time to time, there have been claims by companies claiming ownership of software that was previously thought to be open source and that was incorporated by other companies into their products. As a result, we could be subject to suits by parties claiming ownership of what we believe to be open source software. Some open source licenses contain requirements that we make available source code for modifications or derivative works we create based upon the open source software and that we license these modifications or derivative works under the terms of a particular open source license or other license granting third parties certain rights of further use. If we combine or, in some cases, link our proprietary software solutions with or to open source software in a certain manner, we could, under certain of the open source licenses, be required to release the source code of our proprietary software solutions or license such proprietary solutions under the terms of a particular open source license or other license granting third parties certain rights of further use. In addition to risks related to license requirements, usage of open source software can lead to greater risks than use of third-party commercial software, as open source licensors generally do not provide warranties or controls on origin of the software. In addition, open source license terms may be ambiguous and many of the risks associated with usage of open source cannot be eliminated, and could, if not properly addressed, negatively affect our business. If we were found to have inappropriately used open source software, we may be required to seek licenses from third parties in order to continue offering our software, to re-engineer our solutions, to discontinue the sale of our solutions in the event re-engineering cannot be accomplished on a timely basis or take other remedial action that may divert resources away from our development efforts, any of which could adversely affect our business, operating results and financial condition.

***Our ability to recruit, train and retain employees, including our key executive officers and technical employees, is critical to our results of operations and future growth.***

Our continued ability to compete effectively depends on our ability to recruit new employees and retain and motivate existing employees, particularly professionals with experience in our industry, information technology and systems, as well as our key executive officers. For example, the specialized skills we require can be difficult and time-consuming to acquire and are often in short supply. There is high demand and competition for well-qualified employees on a global basis, such as software engineers, developers and other technology professionals with specialized knowledge in software development, especially expertise in certain programming languages. This competition affects both our ability to retain key employees and to hire new ones. Similarly, uncertainty in the global political environment may adversely affect our ability to hire and retain key employees.

Any of our employees may choose to terminate their employment with us at any time, and a lengthy period of time is required to hire and train replacement employees when such skilled individuals leave the company. For example, Sean Menke has recently been elected as President and Chief Executive Officer of Sabre, effective December 31, 2016. Our business operations may be affected by the CEO transition, potentially resulting from modifications to our business strategies announced by our new CEO and increased long term investment in key areas, such as technology infrastructure, that may have a negative impact in the short term due to expected increases in operating expenses and capital expenditures.

If we fail to attract well-qualified employees or to retain or motivate existing employees, our business could be materially hindered by, for example, a delay in our ability to deliver products and services under contract, bring new products and services to market or respond swiftly to customer demands or new offerings from competitors. Even if we are able to maintain our employee base, the resources needed to recruit and retain such employees may adversely affect our business, financial condition and results of operations.

***We are exposed to risks associated with acquiring or divesting businesses or business operations.***

We have acquired, and, as part of our growth strategy, may in the future acquire, businesses or business operations, including our acquisition of Abacus in July 2015. We may not be able to identify suitable candidates for additional business combinations and strategic investments, obtain financing on acceptable terms for such transactions, obtain necessary regulatory approvals or otherwise consummate such transactions on acceptable terms, or at all. Any acquisitions that we are able to identify and complete may also involve a number of risks, including our inability to successfully or profitably integrate, operate, maintain and manage our newly acquired operations or employees; the diversion of our management's attention from our existing business to integrate operations and personnel; possible material adverse effects on our results of operations during the integration process; becoming subject to contingent or other liabilities, including liabilities arising from events or conduct predating the acquisition that were not known to us at the time of the acquisition; and our possible inability to achieve the intended objectives of the transaction, including the inability to achieve cost savings and synergies. Acquisitions may also have unanticipated tax, regulatory and accounting ramifications, including recording goodwill and nonamortizable intangible assets that are subject to impairment testing on a regular basis and potential periodic impairment charges and incurring amortization expenses related to certain intangible assets. To consummate any such transactions, we may need to raise external funds through the sale of equity or the issuance of debt in the capital markets or through private placements, which may affect our liquidity and may dilute the value of our common stock. See "-We have a significant amount of indebtedness, which could adversely affect our cash flow and our ability to operate our business and to fulfill our obligations under our indebtedness."

We have also divested, and may in the future divest, businesses or business operations. Any divestitures may involve a number of risks, including the diversion of management's attention, significant costs and expenses, the loss of customer relationships and cash flow, and the disruption of the affected business or business operations. Failure to timely complete or to consummate a divestiture may negatively affect the valuation of the affected business or business operations or result in restructuring charges.

***We rely on the value of our brands, which may be damaged by a number of factors, some of which are out of our control.***

We believe that maintaining and expanding our portfolio of product and service brands are important aspects of our efforts to attract and expand our customer base. Our brands may be negatively impacted by, among other things, unreliable service levels from third-party providers, customers' inability to properly interface their applications with our technology, the loss or unauthorized disclosure of personal data, including PCI or PII, or other bad publicity due to litigation, regulatory concerns or otherwise relating to our business. See "-Security breaches could expose us to liability and damage our reputation and our business." Any inability to maintain or enhance awareness of our brands among our existing and target customers could negatively affect our current and future business prospects.

***We are involved in various legal proceedings which may cause us to incur significant fees, costs and expenses and may result in unfavorable outcomes.***

We are involved in various legal proceedings that involve claims for substantial amounts of money or which involve how we conduct our business. See Note 15, Commitments and Contingencies, to our consolidated financial statements. For example, we recently received a verdict in the antitrust litigation with US Airways, although a final judgment has not yet been entered and our motion seeking judgment as a matter of law in our favor is pending. Other parties might likewise seek to benefit from any unfavorable outcome by threatening to bring or actually bringing their own claims against us on the same or similar grounds or utilizing the litigation to seek more favorable contract terms. We are also subject to a U.S. Department of Justice ("DOJ") antitrust investigation from 2011 relating to the pricing and conduct of the airline distribution industry. We received a civil investigative demand ("CID") from the DOJ and we are fully cooperating. The DOJ has also sent CIDs to other companies in the travel industry. Based on its findings in the investigation, the DOJ may (i) close the file, (ii) seek a consent decree to remedy issues it believes violate the antitrust laws, or (iii) file suit against us for violating the antitrust laws, seeking injunctive relief. Depending on the outcome of any of these proceedings, and the scope of the outcome, the manner in which our airline distribution business is operated could be affected and could potentially force changes to the existing airline distribution business model.

The defense of these actions, as well as any of the other actions described under Note 15, Commitments and Contingencies, to our consolidated financial statements or elsewhere in this Annual Report on Form 10-K, and any other actions brought against us in the future, is time consuming and diverts management's attention. Even if we are ultimately successful in defending ourselves in such matters, we are likely to incur significant fees, costs and expenses as long as they are ongoing. Any of these consequences could have a material adverse effect on our business, financial condition and results of operations.

***Intellectual property infringement actions against us could be costly and time consuming to defend and may result in business harm if we are unsuccessful in our defense.***

Third parties may assert, including by means of counterclaims against us as a result of the assertion of our intellectual property rights, that our products, services or technology, or the operation of our business, violate their intellectual property rights. We are currently subject to such assertions, including patent infringement claims, and may be subject to such assertions in the future. These assertions may also be made against our customers who may seek indemnification from us. In the ordinary course of business, we enter into agreements that contain indemnity obligations whereby we are required to indemnify our customers against these assertions arising from our customers' usage of our products, services or technology. As the competition in our industry increases and the functionality of technology offerings further overlaps, these claims and counterclaims could become more common. We cannot be certain that we do not or will not infringe third parties' intellectual property rights.

Legal proceedings involving intellectual property rights are highly uncertain, and can involve complex legal and scientific questions. Any intellectual property claim against us, regardless of its merit, could result in significant liabilities to our business, and can be expensive and time consuming to defend. Depending on the nature of such claims, our businesses may be disrupted, our management's attention and other company resources may be diverted and we may be required to redesign, reengineer or rebrand our products and services, if feasible, to stop offering certain products and services or to enter into royalty or licensing agreements in order to obtain the rights to use necessary technologies, which may not be available on terms acceptable to us, if at all, and may result in a decrease of our competitive advantage. Our failure to prevail in such matters could result in loss of intellectual property rights, judgments awarding substantial damages, including possible treble damages and attorneys' fees, and injunctive or other equitable relief against us. If we are held liable, we may be unable to exploit some or all of our intellectual property rights or technology. Even if we are not held liable, we may choose to settle claims by making a monetary payment or by granting a license to intellectual property rights that we otherwise would not license. Further, judgments may result in loss of reputation, may force us to take costly remediation actions, delay selling our products and offering our services, reduce features or functionality in our services or products, or cease such activities altogether. Insurance may not cover or be insufficient for any such claim.

***We may not have sufficient insurance to cover our liability in pending litigation claims and future claims either due to coverage limits or as a result of insurance carriers seeking to deny coverage of such claims, which in either case could expose us to significant liabilities.***

We maintain third-party insurance coverage against various liability risks, including securities, stockholders, derivative, ERISA, and product liability claims, as well as other claims that form the basis of litigation matters pending against us. We believe these insurance programs are an effective way to protect our assets against liability risks. However, the potential liabilities associated with litigation matters pending against us, or that could arise in the future, could exceed the coverage provided by such programs. In addition, our insurance carriers have sought or may seek to rescind or deny coverage with respect to pending claims or lawsuits, completed investigations or pending or future investigations and other legal actions against us. See Note 15, Commitments and Contingencies, to our consolidated financial statements for more information on our current litigation with our insurance carriers. If we do not have sufficient coverage under our policies, or if the insurance companies are successful in rescinding or denying coverage, we may be required to make material payments in connection with third-party claims.

***We may not be able to protect our intellectual property effectively, which may allow competitors to duplicate our products and services.***

Our success and competitiveness depend, in part, upon our technologies and other intellectual property, including our brands. Among our significant assets are our proprietary and licensed software and other proprietary information and intellectual property rights. We rely on a combination of copyright, trademark and patent laws, laws protecting trade secrets, confidentiality procedures and contractual provisions to protect these assets both in the United States and in foreign countries. The laws of some jurisdictions may provide less protection for our technologies and other intellectual property assets than the laws of the United States.

There is no certainty that our intellectual property rights will provide us with substantial protection or commercial benefit. Despite our efforts to protect our intellectual property, some of our innovations may not be protectable, and our intellectual property rights may offer insufficient protection from competition or unauthorized use, lapse or expire, be challenged, narrowed, invalidated, or misappropriated by third parties, or be deemed unenforceable or abandoned, which could have a material adverse effect on our business, financial condition and results of operations and the legal remedies available to us may not adequately compensate us. We cannot be certain that others will not independently develop, design around, or otherwise acquire equivalent or superior technology or intellectual property rights.

- While we take reasonable steps to protect our brands and trademarks, we may not be successful in maintaining or defending our brands or preventing third parties from adopting similar brands. If our competitors infringe our principal



trademarks, our brands may become diluted or if our competitors introduce brands or products that cause confusion with our brands or products in the marketplace, the value that our consumers associate with our brands may become diminished, which could negatively impact revenue.

- Our patent applications may not be granted, and the patents we own could be challenged, invalidated, narrowed or circumvented by others and may not be of sufficient scope or strength to provide us with any meaningful protection or commercial advantage. Once our patents expire, or if they are invalidated, narrowed or circumvented, our competitors may be able to utilize the technology protected by our patents which may adversely affect our business.
- Although we rely on copyright laws to protect the works of authorship created by us, we do not generally register the copyrights in our copyrightable works where such registration is permitted. Copyrights of U.S. origin must be registered before the copyright owner may bring an infringement suit in the United States. Accordingly, if one of our unregistered copyrights of U.S. origin is infringed by a third party, we will need to register the copyright before we can file an infringement suit in the United States, and our remedies in any such infringement suit may be limited.
- We use reasonable efforts to protect our trade secrets. However, protecting trade secrets can be difficult and our efforts may provide inadequate protection to prevent unauthorized use, misappropriation, or disclosure of our trade secrets, know how, or other proprietary information.
- We also rely on our domain names to conduct our online businesses. While we use reasonable efforts to protect and maintain our domain names, if we fail to do so the domain names may become available to others. Further, the regulatory bodies that oversee domain name registration may change their regulations in a way that adversely affects our ability to register and use certain domain names.

We license software and other intellectual property from third parties. These licensors may breach or otherwise fail to perform their obligations, or claim that we have breached or otherwise attempt to terminate their license agreements with us. We also rely on license agreements to allow third parties to use our intellectual property rights, including our software, but there is no guarantee that our licensees will abide by the terms of our license agreements or that the terms of our agreements will always be enforceable.

In addition, policing unauthorized use of and enforcing intellectual property can be difficult and expensive. The fact that we have intellectual property rights, including registered intellectual property rights, may not guarantee success in our attempts to enforce these rights against third parties. Besides general litigation risks, changes in, or interpretations of, intellectual property laws may compromise our ability to enforce our rights. We may not be aware of infringement or misappropriation, or elect not to seek to prevent it. Our decisions may be based on a variety of factors, such as costs and benefits of taking action, and contextual business, legal, and other issues. Any inability to adequately protect our intellectual property on a cost-effective basis could harm our business.

***Defects in our products may subject us to significant warranty liabilities or product liability claims and we may have insufficient product liability insurance to pay material uninsured claims.***

Our business exposes us to the risk of product liability claims that are inherent in software development. We may inadvertently create defective software, or supply our customers with defective software or software components that we acquire from third parties, which could result in personal injury, property damage or other liabilities, and may result in warranty or product liability claims brought against us, our travel supplier customers or third parties.

Under our customer agreements, we generally must indemnify our customers for liability arising from intellectual property infringement claims with respect to our software. These indemnification obligations could be significant and we may not have adequate insurance coverage to protect us against all claims. The combination of our insurance coverage, cash flows and reserves may not be adequate to satisfy product liabilities we may incur in the future. Even meritless claims could subject us to adverse publicity, hinder us from securing insurance coverage in the future, require us to incur significant legal fees, decrease demand for any products that we successfully develop, divert management's attention, and force us to limit or forgo further development and commercialization of these products. The cost of any product liability litigation or other proceedings, even if resolved in our favor, could be substantial.

***Any failure to comply with regulations or any changes in such regulations governing our businesses could adversely affect us.***

Parts of our business operate in regulated industries and could be adversely affected by unfavorable changes in or the enactment of new laws, rules or regulations applicable to us, which could decrease demand for our products and services, increase costs or subject us to additional liabilities. Moreover, regulatory authorities have relatively broad discretion to grant, renew and revoke licenses and approvals and to implement or interpret regulations. Accordingly, these regulatory authorities could prevent or temporarily suspend us from carrying on some or all of our activities or otherwise penalize us if our practices were found not to comply with the applicable regulatory or licensing requirements or any interpretation of such requirements by the regulatory authority. Our failure to comply with any of these requirements or interpretations could have a material adverse effect on our operations. In particular, after a voluntary disclosure, we received a warning letter from the Bureau of Industry and Security regarding our failure to comply fully with the Export Administration Regulations as to software updates for a few travel agency customers located outside the United States. Although the Bureau of Industry and Security declined to prosecute or sanction us, if we were to violate the Export Administration Regulations again, the matter could be reopened or taken into consideration when investigating future matters and we may be subject to criminal prosecution or administrative sanctions.

Further, the United States has imposed economic sanctions that affect transactions with designated countries, including Cuba, Iran, Crimea region and Syria, and nationals and others of those countries, and certain specifically targeted individuals and entities engaged in conduct detrimental to U.S. national security interests. These sanctions are administered by the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC") and are typically known as the OFAC regulations. These regulations are extensive and complex, and they differ from one sanctions regime to another. Failure to comply with these regulations could subject us to legal and reputational consequences, including civil and criminal penalties.

We have GDS contracts with carriers that fly to Cuba, Iran, Crimea region and Syria but are based outside of those countries and are not owned by those governments or nationals of those governments. With respect to Iran, Sudan and Syria we believe that our activities are designed to comply with certain travel-related exemptions. With respect to Cuba, we have advised OFAC that customers outside the United States we display on the Sabre GDS flight information for, and support booking and ticketing of, services of non-Cuban airlines that offer service to Cuba. Based on advice of counsel, we believe these activities to fall under an exemption from OFAC regulations applicable to the transmission of information and informational materials and transactions related thereto.

We believe that our activities with respect to these countries are known to OFAC. We note, however, that OFAC regulations and related interpretive guidance are complex and subject to varying interpretations. Due to this complexity, OFAC's interpretation of its own regulations and guidance vary on a case to case basis. As a result, we cannot provide any guarantees that OFAC will not challenge any of our activities in the future, which could have a material adverse effect on our results of operations.

In Europe, GDS regulations or interpretations thereof may increase our cost of doing business or lower our revenues, limit our ability to sell marketing data, impact relationships with travel buyers, airlines, rail carriers or others, impair the enforceability of existing agreements with travel buyers and other users of our system, prohibit or limit us from offering services or products, or limit our ability to establish or change fees. Although regulations specifically governing GDSs have been lifted in the United States, they remain subject to general regulation regarding unfair trade practices by the U.S. Department of Transportation ("DOT"). In addition, continued regulation of GDSs in the EU and elsewhere could also create the operational challenge of supporting different products, services and business practices to conform to the different regulatory regimes. We do not currently maintain a central database of all regulatory requirements affecting our worldwide operations and, as a result, the risk of non-compliance with the laws and regulations described above is heightened. Our failure to comply with these laws and regulations may subject us to fines, penalties and potential criminal violations. Any changes to these laws or regulations or any new laws or regulations may make it more difficult for us to operate our business.

***Our collection, processing, storage, use and transmission of personal data could give rise to liabilities as a result of governmental regulation, conflicting legal requirements, differing views on data privacy or security breaches.***

We collect, process, store, use and transmit a large volume of personal data on a daily basis, including, for example, to process travel transactions for our customers and to deliver other travel-related products and services. Personal data is increasingly subject to legal and regulatory protections around the world, which vary widely in approach and which possibly conflict with one another. In recent years, for example, U.S. legislators and regulatory agencies, such as the Federal Trade Commission and the Federal Communication Commission, as well as U.S. states, have increased their focus on protecting personal data by law and regulation, and have increased enforcement actions for violations of privacy and data protection requirements. The European Commission also recently approved and adopted a new data protection law, which will apply beginning in May 2018. These data protection laws and regulations are intended to protect the privacy and security of personal data, including credit card information that is collected, processed and transmitted in or from the relevant jurisdiction. Additionally, media coverage of data breaches has escalated, in part because of the increased number of enforcement actions, investigations and lawsuits. As this focus and attention on privacy and data protection increases, we may also risk exposure to liabilities resulting from any failure to comply with applicable legal requirements, conflicts among these legal requirements or differences in approaches to privacy and security of travel data. Our business could be materially adversely affected by our inability to comply with legal obligations regarding the use of personal data, new data handling requirements that conflict with or negatively impact our business practices. In addition, our agreements with customers may also require that we indemnify the customer for liability arising from data breaches under the terms of our agreements with these customers. These indemnification obligations could be significant and may exceed any the limits of any applicable insurance policy we maintain. See "-Security breaches could expose us to liability and damage our reputation and our business."

***We may have higher than anticipated tax liabilities.***

We are subject to a variety of taxes in many jurisdictions globally, including income taxes in the United States at the federal, state and local levels, and in many other countries. Significant judgment is required in determining our worldwide provision for income taxes. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. We operate in numerous countries where our income tax returns are subject to audit and adjustment by local tax authorities. Because we operate globally, the nature of the uncertain tax positions is often very complex and subject to change, and the amounts at issue can be substantial. It is inherently difficult and subjective to estimate such amounts, as we have to determine the probability of various possible outcomes. We re-evaluate uncertain tax positions on a quarterly basis. This evaluation is based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, effectively settled issues

under audit and new audit activity. Although we believe our tax estimates are reasonable, the final determination of tax audits could be materially different from our historical income tax provisions and accruals. Our effective tax rate may change from year to year based on changes in the mix of activities and income allocated or earned among various jurisdictions, tax laws in these jurisdictions, tax treaties between countries, our eligibility for benefits under those tax treaties, and the estimated values of deferred tax assets and liabilities. Such changes could result in an increase in the effective tax rate applicable to all or a portion of our income which would reduce our profitability.

We establish reserves for our potential liability for U.S. and non-U.S. taxes, including sales, occupancy and value-added taxes ("VAT"), consistent with applicable accounting principles and in light of all current facts and circumstances. We have also established reserves relating to the collection of refunds related to value-added taxes, which are subject to audit and collection risks in various regions of Europe. Recently our right to recover certain value-added tax receivables associated with our European businesses has been questioned by tax authorities. These reserves represent our best estimate of our contingent liability for taxes. The interpretation of tax laws and the determination of any potential liability under those laws are complex, and the amount of our liability may exceed our established reserves.

We consider the undistributed earnings of our foreign subsidiaries as of December 31, 2016 to be indefinitely reinvested and, accordingly, no U.S. income taxes have been provided thereon. As of December 31, 2016, the amount of indefinitely reinvested foreign earnings was approximately \$278 million. As of December 31, 2016, \$123 million of cash, cash equivalents, and marketable securities were held by our foreign subsidiaries. If cash, cash equivalents and marketable securities are needed for our operations in the United States, we would be required to accrue and pay taxes of up to \$44 million to repatriate all such cash, cash equivalents and marketable securities. We have not, nor do we anticipate the need to, repatriate funds to the United States in a taxable transaction to satisfy domestic liquidity needs arising in the ordinary course of business, including liquidity needs associated with our domestic debt service requirements.

New tax laws, statutes, rules, regulations or ordinances could be enacted at any time and existing tax laws, statutes, rules, regulations and ordinances could be interpreted, changed, modified or applied adversely to us. These events could require us to pay additional tax amounts on a prospective or retroactive basis, as well as require us to pay fees, penalties or interest for past amounts deemed to be due. For example, there have been proposals to amend U.S. tax laws that would significantly impact how U.S. companies are taxed on foreign earnings. New, changed, modified or newly interpreted or applied laws could also increase our compliance, operating and other costs, as well as the costs of our products and services.

***We may recognize impairments on long-lived assets, including goodwill and other intangible assets, or recognize impairments on our equity method investments.***

Our consolidated balance sheet at December 31, 2016 contained goodwill and intangible assets, net totaling \$3.3 billion. Future acquisitions that result in the recognition of additional goodwill and intangible assets would cause an increase in these types of assets. We do not amortize goodwill and intangible assets that are determined to have indefinite useful lives, but we amortize definite-lived intangible assets on a straight-line basis over their useful economic lives, which range from four to thirty years, depending on classification.

We evaluate goodwill for impairment on an annual basis or earlier if impairment indicators exist and we evaluate definite-lived intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of definite-lived intangible assets used in combination to generate cash flows largely independent of other assets may not be recoverable. We record an impairment charge whenever the estimated fair value of our reporting units or of such intangible assets is less than its carrying value.

The fair values used in our impairment evaluation are estimated using a combined approach based upon discounted future cash flow projections and observed market multiples for comparable businesses. Changes in estimates based on changes in risk-adjusted discount rates, future booking and transaction volume levels, future price levels, rates of growth in our consumer and corporate direct booking businesses, rates of increase in operating expenses, cost of revenue and taxes could result in material impairment charges.

***Our pension plan obligations are currently unfunded, and we may have to make significant cash contributions to our plans, which could reduce the cash available for our business.***

Our pension plans in the aggregate are estimated to be unfunded by \$120 million as of December 31, 2016. With approximately 5,070 participants in our pension plans, we incur substantial costs relating to pension benefits, which can vary substantially as a result of changes in healthcare laws and costs, volatility in investment returns on pension plan assets and changes in discount rates used to calculate related liabilities. Our estimates of liabilities and expenses for pensions and other post-retirement healthcare benefits require the use of assumptions, including assumptions relating to the rate used to discount the future estimated liability, the rate of return on plan assets, inflation and several assumptions relating to the employee workforce (medical costs, retirement age and mortality). Actual results may differ, which may have a material adverse effect on our business, prospects, financial condition or results of operations. Future volatility and disruption in the stock markets could cause a decline in the asset values of our pension plans. In addition, a decrease in the discount rate used to determine minimum funding requirements could result in increased future

contributions. If either occurs, we may need to make additional pension contributions above what is currently estimated, which could reduce the cash available for our businesses.

***We are exposed to risks associated with PCI compliance.***

The PCI Data Security Standard (“PCI DSS”) is a specific set of comprehensive security standards required by credit card brands for enhancing payment account data security, including but not limited to requirements for security management, policies, procedures, network architecture, and software design. PCI DSS compliance is required in order to maintain credit card processing services. The cost of compliance with PCI DSS is significant and may increase as the requirements change. We are tested periodically for assurance and successfully completed our last annual assessment in September 2016. Compliance does not guarantee a completely secure environment. Compliance is an ongoing effort and the requirements evolve as new threats are identified. In the event that we were to lose PCI DSS compliance status (or fail to renew compliance under a future version of the PCI DSS), we could be exposed to increased operating costs, fines and penalties and, in extreme circumstances, may have our credit card processing privileges revoked, which would have a material adverse effect on our business.

***We may require more cash than we generate in our operating activities, and additional funding on reasonable terms or at all may not be available.***

We cannot guarantee that our business will generate sufficient cash flow from operations to fund our capital investment requirements or other liquidity needs. Moreover, because we are a holding company with no material direct operations, we depend on loans, dividends and other payments from our subsidiaries to generate the funds necessary to meet our financial obligations. Our subsidiaries are legally distinct from us and may be prohibited or restricted from paying dividends or otherwise making funds available to us under certain conditions.

As a result, we may be required to finance our cash needs through bank loans, additional debt financing, public or private equity offerings or otherwise. Our ability to arrange financing and the cost of such financing are dependent on numerous factors, including but not limited to:

- general economic and capital market conditions;
- the availability of credit from banks or other lenders;
- investor confidence in us; and
- our results of operations.

There can be no assurance that financing will be available on terms favorable to us or at all, which could force us to delay, reduce or abandon our growth strategy, increase our financing costs, or both. Additional funding from debt financings may make it more difficult for us to operate our business because a portion of our cash generated from internal operations would be used to make principal and interest payments on the indebtedness and we may be obligated to abide by restrictive covenants contained in the debt financing agreements, which may, among other things, limit our ability to make business decisions and further limit our ability to pay dividends.

In addition, any downgrade of our debt ratings by Standard & Poor’s, Moody’s Investor Service or similar ratings agencies, increases in general interest rate levels and credit spreads or overall weakening in the credit markets could increase our cost of capital. Furthermore, raising capital through public or private sales of equity to finance acquisitions or expansion could cause earnings or ownership dilution to your shareholding interests in our company.

***We have a significant amount of indebtedness, which could adversely affect our cash flow and our ability to operate our business and to fulfill our obligations under our indebtedness.***

We have a significant amount of indebtedness. As of December 31, 2016, we had \$3.5 billion of indebtedness outstanding in addition to \$365 million of availability under our Revolver (as defined below), after taking into account the availability reduction of \$35 million for letters of credit issued under our Revolver. Our remaining outstanding mortgage note of \$80 million matures on April 1, 2017. Our remaining outstanding Term Loan C of \$49 million matures in 2017. We have no other indebtedness due in the next twelve months. Our substantial level of indebtedness increases the possibility that we may not generate enough cash flow from operations to pay, when due, the principal of, interest on or other amounts due in respect of, these obligations. Other risks relating to our long-term indebtedness include:

- increased vulnerability to general adverse economic and industry conditions;
- higher interest expense if interest rates increase on our floating rate borrowings and our hedging strategies do not effectively mitigate the effects of these increases;
- need to divert a significant portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of cash to fund working capital, capital expenditures, acquisitions, investments and other general corporate purposes;
- limited ability to obtain additional financing, on terms we find acceptable, if needed, for working capital, capital expenditures, expansion plans and other investments, which may adversely affect our ability to implement our business strategy;

- limited flexibility in planning for, or reacting to, changes in our businesses and the markets in which we operate or to take advantage of market opportunities; and
- a competitive disadvantage compared to our competitors that have less debt.

In addition, it is possible that we may need to incur additional indebtedness in the future in the ordinary course of business. The terms of our Amended and Restated Credit Agreement and the indentures governing our senior secured notes due in 2023 allow us to incur additional debt subject to certain limitations. If new debt is added to current debt levels, the risks described above could intensify. In addition, our inability to maintain certain leverage ratios could result in acceleration of a portion of our debt obligations and could cause us to be in default if we are unable to repay the accelerated obligations.

***We are exposed to interest rate fluctuations.***

Our floating rate indebtedness exposes us to fluctuations in prevailing interest rates. To reduce the impact of large fluctuations in interest rates, we typically hedge a portion of our interest rate risk by entering into derivative agreements with financial institutions. Our exposure to interest rates relates primarily to our borrowings under the Amended and Restated Credit Agreement.

The derivative agreements that we use to manage the risk associated with fluctuations in interest rates may not be able to eliminate the exposure to these changes. Interest rates are sensitive to numerous factors outside of our control, such as government and central bank monetary policy in the jurisdictions in which we operate. Depending on the size of the exposures and the relative movements of interest rates, if we choose not to hedge or fail to effectively hedge our exposure, we could experience a material adverse effect on our results of operations and financial condition.

***We are exposed to exchange rate fluctuations.***

We conduct various operations outside the United States, primarily in APAC, Europe and Latin America. For the year ended December 31, 2016, foreign currency operations included \$211 million of revenue and \$666 million of operating expenses, representing approximately 6% and 23% of our total revenue and operating expenses, respectively. During the year ended December 31, 2015, foreign currency operations included \$178 million of revenue and \$481 million of operating expenses, representing approximately 6% and 19% of our total revenue and operating expenses, respectively, including the impact of our Abacus acquisition on July 1, 2015. Our most significant foreign currency operating expenses are in the Euro, representing approximately 7% and 6% of our operating expenses for the year ended December 31, 2016 and for the year ended December 31, 2015, respectively. As a result, we face exposure to movements in currency exchange rates. These exposures include but are not limited to:

- re-measurement gains and losses from changes in the value of foreign denominated assets and liabilities;
- translation gains and losses on foreign subsidiary financial results that are translated into U.S. dollars, our functional currency, upon consolidation;
- planning risk related to changes in exchange rates between the time we prepare our annual and quarterly forecasts and when actual results occur; and
- the impact of relative exchange rate movements on cross-border travel, principally travel between Europe and the United States.

Depending on the size of the exposures and the relative movements of exchange rates, if we choose not to hedge or fail to hedge effectively our exposure, we could experience a material adverse effect on our results of operations and financial condition. As we have seen in some recent periods, in the event of severe volatility in exchange rates, these exposures can increase, and the impact on our results of operations and financial condition can be more pronounced. In addition, the current environment and the increasingly global nature of our business have made hedging these exposures more complex and costly.

To reduce the impact of this earnings volatility, we hedge our foreign currency exposure by entering into foreign currency forward contracts on several of our largest foreign currency exposures, including the Euro, the Singaporean Dollar, the British Pound Sterling, the Polish Zloty, the Australian Dollar and the Indian Rupee. Although we have increased and may continue to increase the scope, complexity and duration of our foreign exchange risk management strategy, our current or future hedging activities may not sufficiently protect us from the adverse effects of currency exchange rate movements. Moreover, we make a number of estimates in conducting hedging activities, including in some cases the level of future bookings, cancellations, refunds, customer stay patterns and payments in foreign currencies. In the event those estimates differ significantly from actual results, we could experience greater volatility as a result of our hedging activities.

***The terms of our debt covenants could limit our discretion in operating our business and any failure to comply with such covenants could result in the default of all of our debt.***

The agreements governing our indebtedness contain and the agreements governing our future indebtedness will likely contain various covenants, including those that restrict our or our subsidiaries' ability to, among other things:

- incur liens on our property, assets and revenue;
- borrow money, and guarantee or provide other support for the indebtedness of third parties;
- pay dividends or make other distributions on, redeem or repurchase our capital stock;

- prepay, redeem or repurchase certain of our indebtedness;
- enter into certain change of control transactions;
- make investments in entities that we do not control, including joint ventures;
- enter into certain asset sale transactions, including divestiture of certain company assets and divestiture of capital stock of wholly-owned subsidiaries;
- enter into certain transactions with affiliates;
- enter into secured financing arrangements;
- enter into sale and leaseback transactions;
- change our fiscal year; and
- enter into substantially different lines of business.

These covenants may limit our ability to effectively operate our businesses or maximize stockholder value. In addition, our Amended and Restated Credit Agreement requires that we meet certain financial tests, including the maintenance of a leverage ratio and a minimum net worth. Our ability to satisfy these tests may be affected by factors and events beyond our control, and we may be unable to meet such tests in the future.

Any failure to comply with the restrictions of our Amended and Restated Credit Agreement, the indentures governing our senior secured notes due 2023 or any agreement governing our other indebtedness may result in an event of default under those agreements. Such default may allow the creditors to accelerate the related debt, which may trigger cross-acceleration or cross-default provisions in other debt. In addition, lenders may be able to terminate any commitments they had made to supply us with further funds.

***We plan to update our enterprise resource planning system, and problems with the design or implementation of this system could interfere with our business and operations.***

We are continuing to implement a project to consolidate our business technology infrastructure to a single global ERP system. We expect to invest capital and human resources in the design and implementation of the ERP system, which may be disruptive to our underlying business. Any disruptions, delays or deficiencies in the design and implementation of the ERP system, particularly ones that impact our financial reporting and accounting systems, could adversely affect our business. Even if we do not encounter these adverse effects, the design and implementation of the ERP system may be more costly than we anticipate, which could negatively impact our financial position, results of operations and cash flows. In addition, the ERP system will be outsourced to a third-party provider, and any disruption to those outsourced systems may negatively impact our business. See “-We rely on the availability and performance of information technology services provided by third parties, including HPE, which manages a significant portion of our systems.”

***Maintaining and improving our financial controls and the requirements of being a public company may strain our resources, divert management’s attention and affect our ability to attract and retain qualified board members.***

As a public company, we are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act of 2002 (the “Sarbanes-Oxley Act”), the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”) and The NASDAQ Stock Market (“NASDAQ”) rules. The requirements of these rules and regulations have increased and will continue to significantly increase our legal and financial compliance costs, including costs associated with the hiring of additional personnel, making some activities more difficult, time-consuming or costly, and may also place undue strain on our personnel, systems and resources. The Exchange Act requires, among other things, that we file annual, quarterly and current reports with respect to our business and financial condition.

The Sarbanes-Oxley Act requires, among other things, that we maintain disclosure controls and procedures and internal control over financial reporting. Ensuring that we have adequate internal financial and accounting controls and procedures in place, as well as maintaining these controls and procedures, is a costly and time-consuming effort that needs to be re-evaluated frequently. Section 404 of the Sarbanes-Oxley Act (“Section 404”) requires that we annually evaluate our internal control over financial reporting to enable management to report on, and our independent auditors to audit as of the end of each fiscal year the effectiveness of those controls. In connection with the Section 404 requirements, both we and our independent registered public accounting firm test our internal controls and could, as part of that documentation and testing, identify material weaknesses, significant deficiencies or other areas for further attention or improvement.

Implementing any appropriate changes to our internal controls may require specific compliance training for our directors, officers and employees, require the hiring of additional finance, accounting and other personnel, entail substantial costs to modify our existing accounting systems, and take a significant period of time to complete. These changes may not, however, be effective in maintaining the adequacy of our internal controls, and any failure to maintain that adequacy, or consequent inability to produce accurate financial statements on a timely basis, could increase our operating costs and could materially impair our ability to operate our business. Moreover, adequate internal controls are necessary for us to produce reliable financial reports and are important to help prevent fraud. As a result, our failure to satisfy the requirements of Section 404 on a timely basis could result in the loss of investor confidence in the reliability of our financial statements, which in turn could cause the market value of our common stock to decline.

Various rules and regulations applicable to public companies make it more difficult and more expensive for us to maintain directors' and officers' liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to maintain coverage. If we are unable to maintain adequate directors' and officers' liability insurance, our ability to recruit and retain qualified officers and directors, especially those directors who may be deemed independent for purposes of the NASDAQ rules, will be significantly curtailed.

***Concentration of ownership among our Principal Stockholders may prevent new investors from influencing significant corporate decisions and may result in conflicts of interest.***

As of January 31, 2017, the Principal Stockholders (as defined below) own, in the aggregate, approximately 25% of our outstanding common stock and, consequently, have significant influence over us.

We are a party to an amended and restated Stockholders' Agreement (as further amended and restated, the "Stockholders' Agreement") with the Silver Lake Funds, the TPG Funds and the Sovereign Co-Invest II (each as defined below). Pursuant to the Stockholders' Agreement, each of the Silver Lake Funds and the TPG Funds currently has the right to designate for nomination two directors. In addition, the Silver Lake Funds and the TPG Funds also jointly have the right to designate one additional director who must qualify as independent under the NASDAQ rules and must meet the independence requirements of Rule 10A-3 of the Exchange Act so long as they collectively own at least 10% of their collective Closing Date Shares (as defined in the Stockholders' Agreement). As a result, the Principal Stockholders are able to exercise significant influence over all matters requiring stockholder approval, including: the election of directors; approval of mergers or a sale of all or substantially all of our assets and other significant corporate transactions; and the amendment of our Certificate of Incorporation and our Bylaws. This concentration of influence may delay, deter or prevent acts that would be favored by our other stockholders, who may have interests different from those of our Principal Stockholders. In addition, this significant concentration of share ownership may adversely affect the trading price of our common stock because investors often perceive disadvantages in owning common stock in companies with Principal Stockholders.

"TPG" refers to TPG Global, LLC and its affiliates, the "TPG Funds" refer to one or more of TPG Partners IV, L.P. ("TPG Partners IV"), TPG Partners V, L.P. ("TPG Partners V"), TPG FOF V-A, L.P. ("TPG FOF V-A") and TPG FOF V-B, L.P. ("TPG FOF V-B"), "Silver Lake" refers to Silver Lake Management Company, L.L.C. and its affiliates and "Silver Lake Funds" refer to either or both of Silver Lake Partners II, L.P. and Silver Lake Technology Investors II, L.P. "Sovereign Co-Invest II" refers to Sovereign Co-Invest II, LLC, an entity co-managed by TPG and Silver Lake. "Principal Stockholders" refer to the TPG Funds, the Silver Lake Funds and Sovereign Co-Invest II.

***The market price of our common stock could decline due to the large number of outstanding shares of our common stock eligible for future sale.***

Sales of substantial amounts of our common stock in the public market in future offerings, or the perception that these sales could occur, could cause the market price of our common stock to decline. These sales could also make it more difficult for us to sell equity or equity-related securities in the future, at a time and price that we deem appropriate. In addition, the additional sale of our common stock by our officers, directors and Principal Stockholders in the public market, or the perception that these sales may occur, could cause the market price of our common stock to decline.

We may issue shares of our common stock or other securities from time to time as consideration for, or to finance, future acquisitions and investments or for other capital needs. We cannot predict the size of future issuances of our shares or the effect, if any, that future sales and issuances of shares would have on the market price of our common stock. If any such acquisition or investment is significant, the number of shares of common stock or the number or aggregate principal amount, as the case may be, of other securities that we may issue may in turn be substantial and may result in additional dilution to our stockholders. We may also grant registration rights covering shares of our common stock or other securities that we may issue in connection with any such acquisitions and investments.

To the extent that any of us, our executive officers, directors or the Principal Stockholders sell, or indicate an intent to sell, substantial amounts of our common stock in the public market, the trading price of our common stock could decline significantly.

***Our ability to pay regular dividends to our stockholders is subject to the discretion of our board of directors and may be limited by our holding company structure and applicable provisions of Delaware law.***

We intend to continue to pay quarterly cash dividends on our common stock. However, our board of directors may, in its sole discretion, change the amount or frequency of dividends or discontinue the payment of dividends entirely. In addition, because we are a holding company with no material direct operations, we are dependent on loans, dividends and other payments from our operating subsidiaries to generate the funds necessary to pay dividends on our common stock. We expect to cause our subsidiaries to make distributions to us in an amount sufficient for us to pay dividends. However, their ability to make such distributions will be subject to their operating results, cash requirements and financial condition, the applicable provisions of Delaware law that may limit the amount of funds available for distribution and our ability to pay cash dividends, compliance with covenants and financial ratios related to existing or future indebtedness, including under our Amended and Restated Credit Agreement, our senior secured notes due in 2023, and other agreements with third parties. In addition, each of the companies in our corporate chain must manage

its assets, liabilities and working capital in order to meet all of its cash obligations, including the payment of dividends or distributions. As a consequence of these various limitations and restrictions, we may not be able to make, or may have to reduce or eliminate, the payment of dividends on our common stock. Any change in the level of our dividends or the suspension of the payment thereof could adversely affect the market price of our common stock.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

Not applicable.

#### **ITEM 2. PROPERTIES**

As a company with global operations, we operate in many countries with a variety of sales, administrative, product development, and customer service roles provided in these offices.

*Americas:* Our corporate and business unit headquarters and domestic operations are located in a property which we own in Southlake, Texas, and in two leased offices located in Westlake, Texas. The Westlake leases expire in 2026 and include early termination options in 2022. There are 13 additional offices across North America and 11 offices across Latin America that serve in various sales, administration, software development and customer service capacities for all our business segments. All of these additional offices are leased.

*Europe:* Travel Network has its European regional headquarters in London, United Kingdom, with a lease that expires in 2027 and includes an early termination option in 2022. There are 23 additional offices across Europe that serve in various sales, administration, software development and customer service capacities. All of these additional offices are leased.

*APAC:* Travel Network and Airline and Hospitality Solutions have their APAC regional operations headquarters in four offices located in Singapore, with two leases that expire in 2017 and two leases that expire in 2019. There are 37 additional offices across APAC that serve in various sales, administration, software development and customer service capacities. 36 of these additional offices are leased and one property in Kuala Lumpur, Malaysia is owned.

#### **ITEM 3. LEGAL PROCEEDINGS**

While certain legal proceedings and related indemnification obligations to which we are a party specify the amounts claimed, these claims may not represent reasonably possible losses. Given the inherent uncertainties of litigation, the ultimate outcome of these matters cannot be predicted at this time, nor can the amount of possible loss or range of loss, if any, be reasonably estimated, except in circumstances where an aggregate litigation accrual has been recorded for probable and reasonably estimable loss contingencies. A determination of the amount of accrual required, if any, for these contingencies is made after careful analysis of each matter. The required accrual may change in the future due to new information or developments in each matter or changes in approach such as a change in settlement strategy in dealing with these matters. See "Risk Factors—We are involved in various legal proceedings which may cause us to incur significant fees, costs and expenses and may result in unfavorable outcomes."

##### ***Antitrust Litigation and DOJ Investigation***

###### ***US Airways Antitrust Litigation***

In April 2011, US Airways filed suit against us in federal court in the Southern District of New York, alleging violations of the Sherman Act Section 1 (anticompetitive agreements) and Section 2 (monopolization). The complaint was filed fewer than two months after we entered into a new distribution agreement with US Airways. In September 2011, the court dismissed all claims relating to Section 2. The claims that were not dismissed are claims brought under Section 1 of the Sherman Act, relating to our contracts with US Airways, which US Airways claims contain anticompetitive provisions, and an alleged conspiracy with the other GDSs, allegedly to maintain the industry structure and not to compete for content. We strongly deny all of the allegations made by US Airways.

Sabre filed summary judgment motions in April 2014. In January 2015, the court issued an order granting Sabre's summary judgment motions in part, eliminating a majority of US Airways' alleged damages and rejecting its request for injunctive relief by which US Airways sought to bar Sabre from enforcing certain provisions in our contracts. In September 2015, the court also dismissed US Airways' claim for declaratory relief. US Airways may appeal the court's rulings upon a final judgment.

The trial on the remaining claims commenced in October 2016. In December 2016, the jury issued a verdict in favor of US Airways with respect to its claim under Section 1 of the Sherman Act regarding Sabre's contract with US Airways and awarded it \$5 million in single damages. The jury rejected US Airways' claim alleging a conspiracy with the other GDSs.



We continue to believe that our business practices and contract terms are lawful, and we have filed a motion seeking judgment as a matter of law in favor of Sabre on the one claim on which the jury found for US Airways. To the extent the court declines to grant this motion and enters final judgment based on the jury's verdict, we expect to file an appeal with the United States Court of Appeals for the Second Circuit seeking a reversal of the judgment. To appeal the case, we may be required to post one or more supersedeas bonds that could equal the aggregate amount of the judgment entered plus interest. We expect to fund these bonds with cash on hand or letters of credit issued under our Revolver.

In light of the verdict, we have accrued a loss of \$32 million as of December 31, 2016, which represents the trebling of the jury's damages award, as required by the Sherman Act, plus our estimate of attorneys' fees, expenses and costs which we would be required to pay pursuant to the Sherman Act. We are unable to estimate the exact amount of the loss associated with the verdict, but estimate that there is a range of outcomes between \$32 million and \$65 million, inclusive of the trebled jury award of approximately \$15 million. No amount within the range is considered a better estimate than any other amount within the range and therefore, the minimum within the range has been recorded in selling, general and administrative expense. The amount of attorneys' fees and costs to be awarded is subject to briefing by the parties, which has not occurred yet, and final decision by the court. If we believe US Airways is not entitled under the law to recover all of the fees and costs it seeks to recover, we will dispute its request. The ultimate resolution of this matter may be greater or less than the amount recorded and, if greater, could adversely affect our results of operations. We have and will incur significant fees, costs and expenses for as long as the lawsuit, including any appeal, is ongoing. In addition, litigation by its nature is highly uncertain and fraught with risk, and it is therefore difficult to predict the outcome of any particular matter, including any appeal or changes to our business that may be required as a result of the litigation. Depending on the outcome of the litigation, any of these consequences could have a material adverse effect on our business, financial condition and results of operations.

#### *Putative Class Action Lawsuit*

In July 2015, a putative class action lawsuit was filed against us and two other GDSs, in the United States District Court for the Southern District of New York. The plaintiffs, who are asserting claims on behalf of a putative class of consumers in various states, are generally alleging that the GDSs conspired to negotiate for full content from the airlines, resulting in higher ticket prices for consumers, in violation of various federal and state laws. The plaintiffs sought an unspecified amount of damages in connection with their state law claims, and they requested injunctive relief in connection with their federal claim. In July 2016, the court granted, in part, our motion to dismiss the lawsuit, finding that plaintiffs' state law claims are preempted by federal law, thereby precluding their claims for damages. The court declined to dismiss plaintiffs' claim seeking an injunction under federal antitrust law. The plaintiffs may appeal the court's dismissal of their state law claims upon a final judgment. We believe that the claims associated with this case are neither probable nor estimable and therefore have not accrued any losses as of December 31, 2016. We may incur significant fees, costs and expenses for as long as this litigation is ongoing. We intend to vigorously defend against the remaining claims.

#### *Department of Justice Investigation*

On May 19, 2011, we received a civil investigative demand ("CID") from the U.S. Department of Justice ("DOJ") investigating alleged anticompetitive acts related to the airline distribution component of our business. We are fully cooperating with the DOJ investigation and are unable to make any prediction regarding its outcome. The DOJ is also investigating other companies that own GDSs, and has sent CIDs to other companies in the travel industry. Based on its findings in the investigation, the DOJ may (i) close the file, (ii) seek a consent decree to remedy issues it believes violate the antitrust laws, or (iii) file suit against us for violating the antitrust laws, seeking injunctive relief. If injunctive relief were granted, depending on its scope, it could affect the manner in which our airline distribution business is operated and potentially force changes to the existing airline distribution business model. Any of these consequences would have a material adverse effect on our business, financial condition and results of operations. We have not received any communications from the DOJ regarding this matter for several years; however, we have not been notified that this matter is closed.

#### *Insurance Carriers*

We have disputes against some of our insurance carriers for failing to reimburse defense costs incurred in our previous litigation with American Airlines, which we settled in October 2012. Both insurance carriers admitted there is coverage and agreed to defend us, but reserved their rights not to pay should we be found liable for certain of American Airlines' allegations. Despite their admission of coverage, the insurers only reimbursed us for a small portion of our significant defense costs. We filed suit against the entities in New York state court alleging breach of contract and a statutory cause of action for failure to promptly pay claims. Although the carriers never withdrew their agreement to defend us, they recently have taken the position in the lawsuit that they had no duty to defend or indemnify us. If we prevail, we may recover some or all amounts previously tendered to the insurance companies for payment within the limits of the policies and may be entitled to 18% interest on such amounts, all of which will be recorded in the period cash is received. In December 2016, the judge issued an order on the parties' competing motions for summary judgment. The judge partially granted Sabre's motion, concluding the carriers had a duty to defend Sabre in the underlying American Airlines litigation and that their conflict of interest precluded the carriers from controlling the defense of the litigation. The judge denied the carriers' motion seeking summary judgment and dismissal of Sabre's complaint. The carriers are appealing the summary

judgment ruling. To date, settlement discussions have been unsuccessful. Discovery is closed, and a trial date has been set for October 2017.

### ***Indian Income Tax Litigation***

We are currently a defendant in income tax litigation brought by the Indian Director of Income Tax ("DIT") in the Supreme Court of India. The dispute arose in 1999 when the DIT asserted that we have a permanent establishment within the meaning of the Income Tax Treaty between the United States and the Republic of India and accordingly issued tax assessments for assessment years ending March 1998 and March 1999, and later issued further tax assessments for assessment years ending March 2000 through March 2006. The DIT has continued to issue further tax assessments on a similar basis for subsequent years; however, the tax assessments for assessment years ending March 2007 and later are no longer material. We appealed the tax assessments for assessment years ending March 1998 through March 2006 and the Indian Commissioner of Income Tax Appeals returned a mixed verdict. We filed further appeals with the Income Tax Appellate Tribunal ("ITAT"). The ITAT ruled in our favor on June 19, 2009 and July 10, 2009, stating that no income would be chargeable to tax for assessment years ending March 1998 and March 1999, and from March 2000 through March 2006. The DIT appealed those decisions to the Delhi High Court, which found in our favor on July 19, 2010. The DIT has appealed the decision to the Supreme Court of India and no trial date has been set. We have appealed the tax assessment for the assessment year ended March 2013 with the ITAT and no trial date has been set.

In addition, SAPPL is currently a defendant in similar income tax litigation brought by the DIT. The dispute arose when the DIT asserted that SAPPL has a permanent establishment within the meaning of the Income Tax Treaty between Singapore and India and accordingly issued tax assessments for assessment years ending March 2000 through March 2005. SAPPL appealed the tax assessments, and the Indian Commissioner of Income Tax (Appeals) returned a mixed verdict. SAPPL filed further appeals with the ITAT. The ITAT ruled in SAPPL's favor, finding that no income would be chargeable to tax for assessment years ending March 2000 through March 2005. The DIT appealed those decisions to the Delhi High Court. No hearing date has been set. The DIT also assessed taxes on a similar basis for assessment years ending March 2006 through March 2013 and appeals for assessment years ending March 2006 through 2012 are pending before the ITAT.

If the DIT were to fully prevail on every claim against us, including SAPPL, we could be subject to taxes, interest and penalties of approximately \$43 million as of December 31, 2016. We intend to continue to aggressively defend against each of the foregoing claims. Although we do not believe that the outcome of the proceedings will result in a material impact on our business or financial condition, litigation is by its nature uncertain. We do not believe this outcome is probable and therefore have not made any provisions or recorded any liability for the potential resolution of any of these claims.

### ***Indian Service Tax Litigation***

SAPPL's Indian subsidiary is also subject to litigation by the India Director General (Service Tax) ("DGST"), which has assessed the subsidiary for multiple years related to its alleged failure to pay service tax on marketing fees and reimbursements of expenses. Indian courts have returned verdicts favorable to the Indian subsidiary. The DGST has appealed the verdict to the Indian Supreme Court. We do not believe that an adverse outcome is probable and therefore have not made any provisions or recorded any liability for the potential resolution of any of these claims.

### ***Litigation and Administrative Audit Proceedings Relating to Hotel Occupancy Taxes***

On January 23, 2015, we sold Travelocity.com to Expedia. Pursuant to the Travelocity Purchase Agreement, we will continue to be liable for pre-closing liabilities of Travelocity, including fees, charges, costs and settlements relating to litigation arising from hotels booked on the Travelocity platform prior to our previous long-term strategic marketing agreement with Expedia (the "Expedia SMA"). Fees, charges, costs and settlements relating to litigation from hotels booked on Travelocity.com subsequent to the Expedia SMA and prior to the date of the sale of Travelocity.com will be shared with Expedia in accordance with the terms set forth in the Expedia SMA. We are jointly and severally liable for certain indemnification obligations under the Travelocity Purchase Agreement for liabilities that may arise out of these litigation matters, which could adversely affect our cash flow.

Beginning in 2004, various state and local governments in the United States have filed more than 80 lawsuits against us and other OTAs pertaining primarily to whether our discontinued Travelocity segment and other OTAs owe sales or occupancy taxes on the revenues they earned from facilitating hotel reservations, where the customer paid us an amount at the time of booking that included (i) service fees, which we collected and retained, and (ii) the price of the hotel room and amounts for occupancy or other local taxes, which we passed along to the hotel supplier. The complaints generally allege, among other things, that the defendants failed to pay to the relevant taxing authority hotel occupancy taxes on the service fees. Several lawsuits also allege that the OTAs owe state or local taxes on their fees for facilitating car rental reservations. Courts have dismissed more than 30 of these lawsuits, some for failure to exhaust administrative remedies and some on the basis that we are not subject to sales or occupancy tax. The remaining lawsuits are in various stages of litigation. We have also settled some cases individually, most for amounts not material to our results of operations, and with respect to these settlements, have generally reserved our rights to challenge any effort by the applicable tax authority to impose occupancy taxes in the future.

Although we have prevailed in the majority of these lawsuits and proceedings, there have been several adverse judgments or decisions on the merits, some of which are subject to appeal. As of December 31, 2016 and 2015, our reserve was not material for the potential resolution of issues identified related to litigation involving hotel and car sales, occupancy or excise taxes. We did not record material charges associated with these cases during the years ended December 31, 2016 and 2015. Our estimated liability is based on our current best estimate but the ultimate resolution of these issues may be greater or less than the amount recorded and, if greater, could adversely affect our results of operations.

In addition to the actions by the tax authorities, two consumer class action lawsuits have been filed against us in which the plaintiffs allege that we made misrepresentations concerning the description of the fees received in relation to facilitating hotel reservations. Generally, the consumer claims relate to whether Travelocity provided adequate notice to consumers regarding the nature of our fees and the amount of taxes charged or collected. One of these lawsuits is pending in Texas state court, where the court is currently considering the plaintiffs' motion to certify a class action; and the other is pending in federal court, but has been stayed pending the outcome of the Texas state court action. We believe the notice we provided was appropriate and therefore have not accrued any losses related to these cases.

Furthermore, a number of state and local governments have initiated inquiries, audits and other administrative proceedings that could result in an assessment of sales or occupancy taxes on fees. If we do not prevail at the administrative level, those cases could lead to formal litigation proceedings.

#### ***Litigation Relating to Routine Proceedings***

We are also engaged from time to time in other routine legal and tax proceedings incidental to our business. We do not believe that any of these routine proceedings will have a material impact on the business or our financial condition.

#### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## EXECUTIVE OFFICERS OF THE REGISTRANT

The names and ages of our executive officers as of February 17, 2017, together with certain biographical information, are as follows:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Lawrence W. Kellner	58	Executive Chairman of the Board and Director, Sabre
Sean Menke	48	Chief Executive Officer, President and Director, Sabre
Richard A. Simonson	58	Executive Vice President and Chief Financial Officer, Sabre
Alexander S. Alt	42	Executive Vice President, Sabre and President, Hospitality Solutions
Rachel A. Gonzalez	47	Executive Vice President and General Counsel, Sabre
Hugh W. Jones	53	Executive Vice President, Sabre and President, Sabre Airline Solutions
William G. Robinson	52	Executive Vice President and Chief Human Resources Officer, Sabre

**Lawrence W. Kellner** is executive chairman of the board. He has served as president of Emerald Creek Group, LLC, a private equity firm that he founded, since 2010. Mr. Kellner previously served as Sabre's non-executive chairman of the board from 2013 to 2016 and is expected to return to this role following his service as executive chairman. He served as chairman and chief executive officer of Continental Airlines, Inc., an international airline company, from December 2004 through December 2009. Mr. Kellner served as president and chief operating officer of Continental Airlines from March 2003 to December 2004, as president from May 2001 to March 2003 and was a member of Continental Airlines' board of directors from May 2001 to December 2009. He serves on the board of directors of The Boeing Company and Marriott International, Inc. Mr. Kellner graduated from the University of South Carolina with a bachelor of science degree in business administration.

**Sean Menke** was elected president and CEO effective December 31, 2016. Prior to that, he served as executive vice president and president of Travel Network. Before joining Sabre in October 2015, Mr. Menke served as executive vice president and chief operating officer of Hawaiian Airlines from October 2014 to October 2015. From 2013 to 2014, he was executive vice president of resources at IHS Inc., a global information technology company. He served as managing partner of Vista Strategic Group, LLC, a consulting firm, from 2012 to 2013 and from 2010 to 2011. From 2011 to 2012, he served as president and chief executive officer of Pinnacle Airlines, and from 2007 to 2010 as president and chief executive officer of Frontier Airlines. Frontier Airlines and Pinnacle Airlines filed for bankruptcy protection under Chapter 11 of the United States Bankruptcy Code in 2008 and 2012, respectively. Mr. Menke earned an executive MBA from the University of Denver and dual bachelor of science degrees in Economics and Aviation Management from Ohio State University.

**Richard A. Simonson** is executive vice president and chief financial officer. He leads our global finance organization and is responsible for the following functions - accounting, tax, financial planning and analysis, investor relations, treasury, procurement, corporate development and mergers and acquisitions. He brings a combination of experiences across global finance, business operations and capital markets focused on the technology, telecom and media sectors. Before joining Sabre in March 2013, Mr. Simonson acted as an independent advisor to private equity and venture capital firms from May 2012 to March 2013 and from July 2010 to May 2011. He served as CFO and president for business operations at Rearden Commerce, a venture-backed e-commerce company from March 2011 to May 2012. From September 2001 to July 2010 he was an executive at Nokia Corporation in several global roles based in locations around the world - Helsinki, Zurich and New York-including more than five years as chief financial officer and executive vice president, followed by executive vice president and general manager of Nokia's mobile phones unit and head of strategic sourcing. He was a member of Nokia's Group Executive Board from 2004-2010. Mr. Simonson's career includes time with Barclays Capital as managing director in the telecom and media investment banking group. He also spent 16 years with Bank of America Securities in the Global Corporate and Investment Banking group based out of San Francisco and Chicago, where he held various finance and investment banking positions, culminating as managing director of Global Project Finance. Mr. Simonson currently serves on the board of directors of Electronic Arts where he currently chairs the audit committee and additionally served as lead director from 2009-2015. He additionally serves on the board of directors and chairs the audit committee of Silver Spring Networks. He graduated from the Colorado School of Mines with a B.S. in mining engineering and holds an M.B.A. from Wharton School of Business at the University of Pennsylvania. Mr. Simonson is a trustee of the board of The Lyle School of Engineering at Southern Methodist University.

**Alexander S. Alt** is executive vice president, Sabre and president, Sabre Hospitality Solutions, and oversees one of the company's two Software as a Service (SaaS) businesses. Prior to being named president, Mr. Alt served in an expanded chief operating officer role at Sabre Hospitality Solutions, overseeing customer care, data services, implementations, call center and similar services. As part of the company's management team, he also helped drive overall business strategy. Before joining Sabre in 2012, Mr. Alt was senior vice president of global development and strategy at Rosewood Hotels & Resorts, where he played a key role in the global growth and expansion of the business. Prior to joining Rosewood in 2006, he was a senior engagement manager at McKinsey & Company. Earlier in his career, he worked in the finance department of Sabre as a manager and senior analyst in the financial planning and analysis group. Mr. Alt is a member of the Dallas Development Board of The Nature Conservancy and an advisory board member for the School of Undergraduate Studies at the University of Texas in Austin. He earned an MBA from Harvard Business School and a bachelor's degree in business from the University of Texas in Austin.

**Rachel A. Gonzalez** is executive vice president and general counsel of Sabre, a position she assumed in September 2014. She manages the global legal department responsible for legal strategy, regulatory affairs, corporate compliance and government affairs. Prior to joining Sabre, Ms. Gonzalez served as executive vice president, general counsel and corporate secretary with Dean Foods in Dallas, Texas from March 2013 to September 2014, and as executive vice president, general counsel designate from November 2012 to March 2013. Ms. Gonzalez joined Dean Foods in 2008 as chief counsel, corporate and securities and served as the deputy general counsel prior to her promotion in November 2012. Previously, Ms. Gonzalez was senior vice president and group counsel with Affiliated Computer Services. Ms. Gonzalez was a partner with the law firm of Morgan, Lewis & Bockius, where she focused on corporate finance, mergers and acquisitions, SEC compliance and corporate governance. Ms. Gonzalez serves on the Board of Directors of Girl Scouts of Northeast Texas and their Executive, Finance and Board Development Committees; she also serves as its Treasurer. Ms. Gonzalez is also a member of the board of directors of Dana Incorporated. Ms. Gonzalez earned her J.D. from Boalt Hall School of Law at the University of California, Berkeley and her bachelor's degree in comparative literature from the University of California, Berkeley.

**Hugh W. Jones** is executive vice president and president of Sabre Airline Solutions and is a 27 year veteran of the travel industry. Immediately prior to being named to his current role in April 2011, Mr. Jones served as Travelocity's president and CEO beginning in February 2009 and before that, he held a number of executive roles at Sabre including senior vice president and chief operating officer for our Travel Network and Airline and Hospitality Solutions businesses, where he oversaw airline supplier initiatives and global customer support. He also led Travel Network in North America and served as senior vice president and controller for Sabre. Mr. Jones began his career with American Airlines in 1988 and held a variety of finance positions including financial controller for the airline's European and Pacific airport, sales and reservations operations. He currently serves on the board of directors and audit committee of Gogo Inc. Mr. Jones earned a master's degree in business administration from Southern Methodist University and a bachelor's degree in geology and geophysics from the University of Wisconsin.

**William G. Robinson** is executive vice president and chief human resources officer. He is responsible for leading Sabre's global human resources organization, including talent management, organizational leadership and culture. Prior to joining Sabre in December 2013, Mr. Robinson served as the senior vice president and chief human resources officer at Coventry Health Care, a diversified managed health care company with 14,000 employees, from 2012 to 2013. From 2010 to 2011, Mr. Robinson served as senior vice president for human resources at Outcomes Health Information Solutions, a healthcare analytics and information company specializing in the optimization and acquisition of medical records. Prior to that, from 1990 to 2010, he worked for General Electric, where he held several human resources leadership roles in diverse industries including information technology, healthcare, energy and industrial. Most recently, he was the human resources leader within the GE Enterprise Solutions division where he led a global team in an organization of 20,000 employees in 200 locations worldwide. Mr. Robinson currently serves on the board of directors of American Public Education, Inc. He holds a M.A. in Human Resources Development from Bowie State University and a B.S. in Communications from Wake Forest University.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is listed on the NASDAQ Global Select Market under the symbol "SABR." The following table sets forth, for the quarterly period indicated, the high and low market prices per share for our common stock, as reported on the NASDAQ Global Select Market:

	High	Low	Dividends Declared
Year Ended December 31, 2016:			
Fourth Quarter	\$ 27.99	\$ 23.18	\$ 0.13
Third Quarter	\$ 29.34	\$ 26.63	\$ 0.13
Second Quarter	\$ 29.35	\$ 25.30	\$ 0.13
First Quarter	\$ 28.92	\$ 23.18	\$ 0.13
Year Ended December 31, 2015:			
Fourth Quarter	\$ 30.23	\$ 27.63	\$ 0.09
Third Quarter	\$ 29.34	\$ 23.93	\$ 0.09
Second Quarter	\$ 26.53	\$ 23.57	\$ 0.09
First Quarter	\$ 24.48	\$ 19.40	\$ 0.09

As of February 13, 2017, there were 208 stockholders of record of our common stock.

We expect to continue to pay quarterly cash dividends on our common stock, subject to declaration of our board of directors. The amount of future cash dividends, if any, will depend upon, among other things, our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions, number of shares of common stock outstanding and other factors the board of directors may deem relevant. The timing and amount of future dividend payments will be at the discretion of our board of directors. Our board of directors has declared a cash dividend of \$0.14 per share of common stock which will be paid on March 30, 2017 to stockholders of record as of March 21, 2017. See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Dividends."

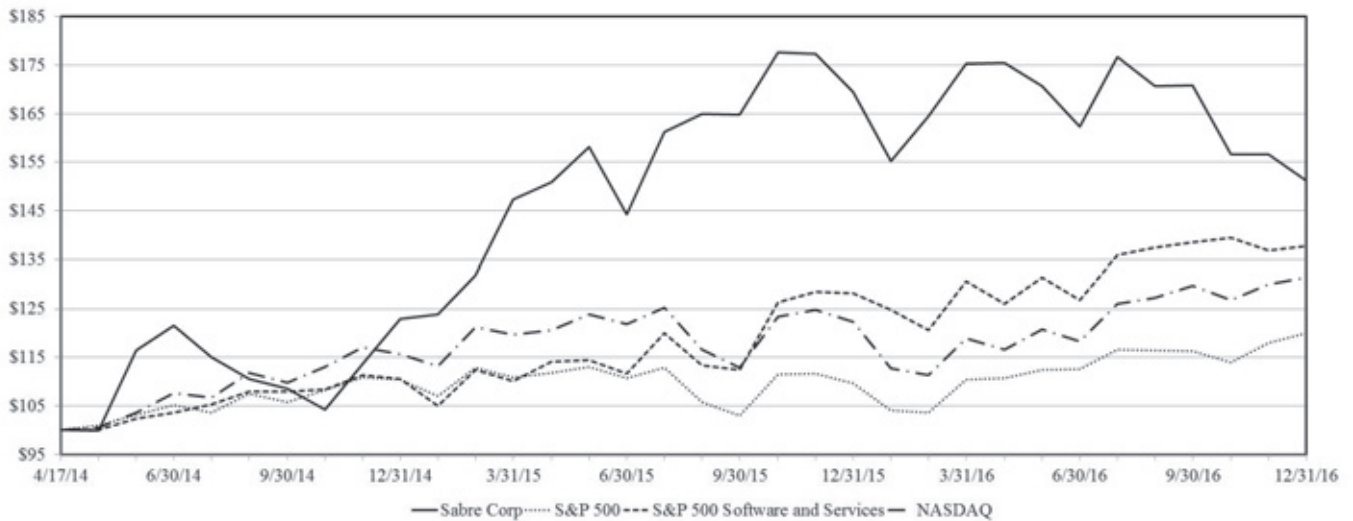
The following table contains information for common shares repurchased during the fourth quarter of 2016:

Period 2016	Total Number of Shares Purchased (1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
October 1 to October 31	—	—	—	—
November 1 to November 30	2,513,633	\$ 24.72	2,513,633	\$ 37,874,267
December 1 to December 31	1,467,039	\$ 25.82	1,467,039	—
Total	<u>3,980,672</u>	\$ 25.12	<u>3,980,672</u>	—

- (1) Represents shares repurchased in open market transactions pursuant to the Share Repurchase Program (as defined below).
- (2) Share repurchases were made pursuant to a share repurchase program (the "Share Repurchase Program") authorized by our board of directors on November 2, 2016. This program was announced on November 3, 2016 and allowed for the purchase of up to \$100 million of outstanding shares of our common stock in privately negotiated transactions or in the open market, or otherwise. The Share Repurchase Program expired on December 31, 2016. Further share repurchases would require authorization by our board of directors.

## Stock Performance Graph

The following graph shows a comparison from April 17, 2014, the date our common stock commenced trading on the NASDAQ Global Select Market, through December 31, 2016 of the cumulative total return for our common stock, the S&P 500 Index, S&P Software and Services Select Index and the NASDAQ Composite. The comparison assumes \$100 was invested on April 17, 2014 in our common stock and in each of the indices and assumes reinvestment of dividends.



The stock price performance depicted in the above graph is not necessarily indicative of future price performance. The stock performance graph shall not be deemed "soliciting material" or to be "filed" with the SEC, nor shall such information be incorporated by reference into any future filing by us under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate the graph by reference in such filing.

## ITEM 6. SELECTED FINANCIAL DATA

The following selected financial data should be read in conjunction with Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and our consolidated financial statements and notes thereto contained in Item 8, "Financial Statements and Supplementary Data," of this Annual Report on Form 10-K.

The consolidated statements of operations data and consolidated statements of cash flows data for the years ended December 31, 2016, 2015 and 2014 and the consolidated balance sheet data as of December 31, 2016 and 2015 are derived from our audited consolidated financial statements contained in Item 8, "Financial Statements and Supplementary Data," of this Annual Report on Form 10-K. The consolidated statements of operations data and consolidated statements of cash flows data for the years ended December 31, 2013 and 2012 and the consolidated balance sheet data as of December 31, 2014 and 2013 are derived from audited consolidated financial statements not included in this Annual Report on Form 10-K. The consolidated balance sheet data as of December 31, 2013 and 2012 is derived from unaudited consolidated financial statements not included in this Annual Report on Form 10-K. The unaudited consolidated financial statements have been prepared on the same basis as our audited consolidated financial statements and, in the opinion of management, reflect all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of this data. Our historical results are not necessarily indicative of the results to be expected in the future. All amounts presented below are in thousands, except per share amounts.

	Year Ended December 31,				
	2016	2015	2014	2013	2012
<b>Consolidated Statements of Operations Data:</b>					
Revenue	\$ 3,373,387	\$ 2,960,896	\$ 2,631,417	\$ 2,523,546	\$ 2,382,148
Operating income (loss)	459,572	459,769	421,345	380,930	(6,586)
Income (loss) from continuing operations	241,390	234,555	110,873	52,066	(215,427)
Income (loss) from discontinued operations, net of tax	5,549	314,408	(38,918)	(149,697)	(394,410)
Net income (loss) attributable to Sabre Corporation	242,562	545,482	69,223	(100,494)	(611,356)
Net income (loss) attributable to common stockholders	242,562	545,482	57,842	(137,198)	(645,939)
Net Income (loss) per share attributable to common stockholders:					
Basic	\$ 0.87	\$ 2.00	\$ 0.24	\$ (0.77)	\$ (3.65)
Diluted	\$ 0.86	\$ 1.95	\$ 0.23	\$ (0.74)	\$ (3.65)
Weighted-average common shares outstanding:					
Basic	277,546	273,139	238,633	178,125	177,206
Diluted	282,752	280,067	246,747	184,978	177,206
<b>Consolidated Statements of Cash Flows Data:</b>					
Cash provided by operating activities	\$ 699,400	\$ 529,207	\$ 387,659	\$ 228,232	\$ 308,164
Cash used in investing activities	(445,808)	(729,041)	(258,791)	(239,999)	(209,815)
Cash provided by (used in) financing activities	(190,025)	93,144	(71,945)	262,172	(25,120)
Additions to property and equipment	327,647	286,697	227,227	209,523	167,043
Cash payments for interest	151,495	154,307	197,782	255,620	264,990
<b>Other Financial Data:</b>					
Adjusted Gross Profit	\$ 1,460,675	\$ 1,316,820	\$ 1,146,792	\$ 1,060,302	\$ 998,607
Adjusted Net Income	370,937	308,072	232,477	182,187	147,734
Adjusted EBITDA	1,046,646	941,587	840,028	778,754	731,412
Adjusted Capital Expenditures	411,052	350,079	265,038	268,337	245,586
Free Cash Flow	371,753	242,510	160,432	18,709	141,121
<b>Key Metrics:</b>					
Travel Network					
Direct Billable Bookings - Air	445,050	384,309	321,962	314,275	326,175
Direct Billable Bookings - Non-Air	60,421	58,414	54,122	53,503	53,669
Total Direct Billable Bookings	505,471	442,723	376,084	367,778	379,844
Airline Solutions Passengers Boarded	789,260	584,876	510,713	478,088	405,420



As of December 31,

	2016	2015	2014	2013	2012
<b>Consolidated Balance Sheet Data:</b>					
Cash and cash equivalents	\$ 364,114	\$ 321,132	\$ 155,679	\$ 308,236	\$ 126,695
Total assets <sup>(1)</sup>	5,724,570	5,393,627	4,643,073	4,755,708	4,711,245
Long-term debt <sup>(1)</sup>	3,276,281	3,169,344	3,040,009	3,643,548	3,420,927
Working capital deficit <sup>(1)</sup>	(312,977)	(222,400)	(201,052)	(268,272)	(428,569)
Redeemable preferred stock	—	—	—	634,843	598,139
Noncontrolling interest	2,579	1,438	621	508	88
Total stockholders' equity	625,615	484,140	84,383	(952,536)	(876,875)

(1) In the fourth quarter of 2015, we adopted new accounting standards that changed the presentation of deferred tax assets and liabilities and debt issuance costs; see Note 1, Summary of Business and Significant Accounting Policies for additional information. We applied the new guidance on a retrospective basis to the balance sheet data as of December 31, 2014. The balance sheet data as of December 2013 and 2012 were not adjusted.

### Non-GAAP Financial Measures

The following table sets forth the reconciliation of net income (loss) attributable to common stockholders to Adjusted Net Income and Adjusted EBITDA (in thousands):

	Year Ended December 31,				
	2016	2015	2014	2013	2012
Net income (loss) attributable to common stockholders	\$ 242,562	\$ 545,482	\$ 57,842	\$ (137,198)	\$ (645,939)
Net (income) loss from discontinued operations, net of tax	(5,549)	(314,408)	38,918	149,697	394,410
Net income (loss) attributable to noncontrolling interests <sup>(1)</sup>	4,377	3,481	2,732	2,863	1,519
Preferred stock dividends	—	—	11,381	36,704	34,583
Income (loss) from continuing operations	241,390	234,555	110,873	52,066	(215,427)
Adjustments:					
Impairment <sup>(2)</sup>	—	—	—	—	44,054
Gain on sale of business and assets	—	—	—	—	(25,850)
Acquisition-related amortization <sup>(3a)</sup>	143,425	108,121	99,383	132,685	129,869
Loss on extinguishment of debt	3,683	38,783	33,538	12,181	—
Other, net <sup>(5)</sup>	(27,617)	(91,377)	63,860	305	6,635
Restructuring and other costs <sup>(6)</sup>	18,286	9,256	10,470	27,921	5,408
Acquisition-related costs <sup>(7)</sup>	779	14,437	—	—	—
Litigation costs <sup>(8)</sup>	46,995	16,709	14,144	18,514	396,412
Stock-based compensation	48,524	29,971	20,094	3,387	4,365
Management fees <sup>(9)</sup>	—	—	23,701	8,761	7,769
Tax impact of net income adjustments <sup>(10), (12)</sup>	(104,528)	(52,383)	(143,586)	(73,633)	(205,501)
Adjusted Net Income from continuing operations	<u>\$ 370,937</u>	<u>\$ 308,072</u>	<u>\$ 232,477</u>	<u>\$ 182,187</u>	<u>\$ 147,734</u>
Adjusted Net Income from continuing operations per share	\$ 1.31	\$ 1.10	\$ 0.94	\$ 0.98	\$ 0.81
Diluted weighted-average common shares outstanding <sup>(11)</sup>	282,752	280,067	246,747	184,978	182,830
Adjusted Net Income from continuing operations	370,937	308,072	232,477	182,187	147,734
Adjustments:					
Depreciation and amortization of property and equipment <sup>(3b)</sup>	233,303	213,520	157,592	123,414	96,668
Amortization of capitalized implementation costs <sup>(3c)</sup>	37,258	31,441	35,859	34,143	19,439
Amortization of upfront incentive consideration <sup>(4)</sup>	55,724	43,521	45,358	36,649	36,527
Interest expense, net	158,251	173,298	218,877	274,689	232,450
Remaining provision (benefit) for income taxes	191,173	171,735	149,865	127,672	198,594
Adjusted EBITDA	<u>\$1,046,646</u>	<u>\$ 941,587</u>	<u>\$ 840,028</u>	<u>\$ 778,754</u>	<u>\$ 731,412</u>

The following tables set forth the reconciliation of operating income (loss) in our statement of operations to Adjusted Gross Profit and Adjusted EBITDA by business segment (in thousands):

	Year Ended December 31, 2016			
	Travel Network	Airline and Hospitality Solutions	Corporate	Total
Operating income (loss)	\$ 835,248	\$ 217,631	\$ (593,307)	\$ 459,572
Add back:				
Selling, general and administrative	132,537	71,685	421,931	626,153
Cost of revenue adjustments:				
Depreciation and amortization <sup>(3)</sup>	72,110	153,204	62,039	287,353
Restructuring and other costs <sup>(6)</sup>	—	—	12,660	12,660
Amortization of upfront incentive consideration <sup>(4)</sup>	55,724	—	—	55,724
Stock-based compensation	—	—	19,213	19,213
Adjusted Gross Profit	1,095,619	442,520	(77,464)	1,460,675
Selling, general and administrative	(132,537)	(71,685)	(421,931)	(626,153)
Joint venture equity income	2,780	—	—	2,780
Selling, general and administrative adjustments:				
Depreciation and amortization <sup>(3)</sup>	4,826	1,228	120,579	126,633
Restructuring and other costs <sup>(6)</sup>	—	—	5,626	5,626
Acquisition-related costs <sup>(7)</sup>	—	—	779	779
Litigation costs <sup>(8)</sup>	—	—	46,995	46,995
Stock-based compensation	—	—	29,311	29,311
Adjusted EBITDA	\$ 970,688	\$ 372,063	\$ (296,105)	\$ 1,046,646

	Year Ended December 31, 2015			
	Travel Network	Airline and Hospitality Solutions	Corporate	Total
Operating income (loss)	\$ 751,546	\$ 180,448	\$ (472,225)	\$ 459,769
Add back:				
Selling, general and administrative	116,511	62,247	378,319	557,077
Cost of revenue adjustments:				
Depreciation and amortization <sup>(3)</sup>	62,337	142,109	40,089	244,535
Amortization of upfront incentive consideration <sup>(4)</sup>	43,521	—	—	43,521
Stock-based compensation	—	—	11,918	11,918
Adjusted Gross Profit	973,915	384,804	(41,899)	1,316,820
Selling, general and administrative	(116,511)	(62,247)	(378,319)	(557,077)
Joint venture equity income	14,842	—	—	14,842
Joint venture intangible amortization <sup>(3a)</sup>	1,602	—	—	1,602
Selling, general and administrative adjustments:				
Depreciation and amortization <sup>(3)</sup>	3,428	904	102,613	106,945
Restructuring and other costs <sup>(6)</sup>	—	—	9,256	9,256
Acquisition-related costs <sup>(7)</sup>	—	—	14,437	14,437
Litigation costs <sup>(8)</sup>	—	—	16,709	16,709
Stock-based compensation	—	—	18,053	18,053
Adjusted EBITDA	877,276	323,461	(259,150)	941,587

Year Ended December 31, 2014

	Travel Network	Airline and Hospitality Solutions	Corporate	Total
Operating income (loss)	\$ 657,326	\$ 176,730	\$ (412,711)	\$ 421,345
Add back:				
Selling, general and administrative	102,059	56,195	309,340	467,594
Cost of revenue adjustments:				
Depreciation and amortization <sup>(3)</sup>	58,533	104,926	34,950	198,409
Amortization of upfront incentive consideration <sup>(4)</sup>	45,358	—	—	45,358
Restructuring and other costs <sup>(6)</sup>	—	—	6,042	6,042
Stock-based compensation	—	—	8,044	8,044
Adjusted Gross Profit	863,276	337,851	(54,335)	1,146,792
Selling, general and administrative	(102,059)	(56,195)	(309,340)	(467,594)
Joint venture equity income	12,082	—	—	12,082
Joint venture intangible amortization <sup>(3a)</sup>	3,204	—	—	3,204
Selling, general and administrative adjustments:				
Depreciation and amortization <sup>(3)</sup>	2,174	992	88,055	91,221
Restructuring and other costs <sup>(6)</sup>	—	—	4,428	4,428
Litigation costs <sup>(8)</sup>	—	—	14,144	14,144
Stock-based compensation	—	—	12,050	12,050
Management fees <sup>(9)</sup>	—	—	23,701	23,701
Adjusted EBITDA	<u>\$ 778,677</u>	<u>\$ 282,648</u>	<u>\$ (221,297)</u>	<u>\$ 840,028</u>

Year Ended December 31, 2013

	Travel Network	Airline and Hospitality Solutions	Corporate	Total
Operating income (loss)	\$ 667,498	\$ 135,755	\$ (422,323)	\$ 380,930
Add back:				
Selling, general and administrative	106,392	51,538	279,523	437,453
Cost of revenue adjustments:				
Depreciation and amortization <sup>(3)</sup>	50,254	75,093	67,076	192,423
Amortization of upfront incentive consideration <sup>(4)</sup>	36,649	—	—	36,649
Restructuring and other costs <sup>(6)</sup>	—	—	11,491	11,491
Stock-based compensation	—	—	1,356	1,356
Adjusted Gross Profit	860,793	262,386	(62,877)	1,060,302
Selling, general and administrative	(106,392)	(51,538)	(279,523)	(437,453)
Joint venture equity income	12,350	—	—	12,350
Joint venture intangible amortization <sup>(3a)</sup>	3,204	—	—	3,204
Selling, general and administrative adjustments:				
Depreciation and amortization <sup>(3)</sup>	2,253	2,227	90,135	94,615
Restructuring and other costs <sup>(6)</sup>	—	—	16,430	16,430
Litigation costs <sup>(8)</sup>	—	—	18,514	18,514
Stock-based compensation	—	—	2,031	2,031
Management fees <sup>(9)</sup>	—	—	8,761	8,761
Adjusted EBITDA	<u>772,208</u>	<u>213,075</u>	<u>(206,529)</u>	<u>778,754</u>

Year Ended December 31, 2012

	Travel Network	Airline and Hospitality Solutions	Corporate	Total
Operating income (loss)	\$ 670,778	\$ 114,272	\$ (791,636)	\$ (6,586)
Add back:				
Selling, general and administrative	101,934	52,754	638,606	793,294
Impairment <sup>(2)</sup>	—	—	20,254	20,254
Cost of revenue adjustments:				
Depreciation and amortization <sup>(3)</sup>	34,624	51,395	63,456	149,475
Amortization of upfront incentive consideration <sup>(4)</sup>	36,527	—	—	36,527
Restructuring and other costs <sup>(6)</sup>	—	—	4,283	4,283
Litigation costs <sup>(6)</sup>	—	—	(23)	(23)
Stock-based compensation	—	—	1,383	1,383
Adjusted Gross Profit	843,863	218,421	(63,677)	998,607
Selling, general and administrative	(101,934)	(52,754)	(638,606)	(793,294)
Joint venture equity income	21,287	—	—	21,287
Joint venture intangible amortization <sup>(3a)</sup>	3,200	—	—	3,200
Selling, general and administrative adjustments:				
Depreciation and amortization <sup>(3)</sup>	2,036	615	90,650	93,301
Restructuring and other costs <sup>(6)</sup>	—	—	1,125	1,125
Litigation costs <sup>(6)</sup>	—	—	396,435	396,435
Stock-based compensation	—	—	2,982	2,982
Management fees <sup>(9)</sup>	—	—	7,769	7,769
Adjusted EBITDA	<u>\$ 768,452</u>	<u>\$ 166,282</u>	<u>\$ (203,322)</u>	<u>\$ 731,412</u>

The components of Adjusted Capital Expenditures are presented below (in thousands):

	Year Ended December 31,				
	2016	2015	2014	2013	2012
Additions to property and equipment	\$ 327,647	\$ 286,697	\$ 227,227	\$ 209,523	\$ 167,043
Capitalized implementation costs	83,405	63,382	37,811	58,814	78,543
Adjusted capital expenditures	<u>\$ 411,052</u>	<u>\$ 350,079</u>	<u>\$ 265,038</u>	<u>\$ 268,337</u>	<u>\$ 245,586</u>

The following tables present information from our statements of cash flows and sets forth the reconciliation of Free Cash Flow to cash provided by operating activities, the most directly comparable GAAP measure (in thousands):

	Year Ended December 31,				
	2016	2015	2014	2013	2012
Cash provided by operating activities	\$ 699,400	\$ 529,207	\$ 387,659	\$ 228,232	\$ 308,164
Cash used in investing activities	(445,808)	(729,041)	(258,791)	(239,999)	(209,815)
Cash provided by (used in) financing activities	(190,025)	93,144	(71,945)	262,172	(25,120)

	Year Ended December 31,				
	2016	2015	2014	2013	2012
Cash provided by operating activities	\$ 699,400	\$ 529,207	\$ 387,659	\$ 228,232	\$ 308,164
Additions to property and equipment	(327,647)	(286,697)	(227,227)	(209,523)	(167,043)
Free Cash Flow	<u>\$ 371,753</u>	<u>\$ 242,510</u>	<u>\$ 160,432</u>	<u>\$ 18,709</u>	<u>\$ 141,121</u>

- (1) Net income (loss) attributable to non-controlling interests represents an adjustment to include earnings allocated to non-controlling interest held in (i) Sabre Travel Network Middle East of 40% for all periods presented, (ii) Sabre Australia Technologies I Pty Ltd ("Sabre Pacific") of 49% through February 24, 2012, the date we sold this business, (iii) Travelocity.com LLC of approximately 9.5% through December 31, 2012, the date we merged this minority interest back into our capital structure, (iv) Sabre Seyahat Dagitim Sistemleri A.S. of 40% beginning in April 2014, and (v) Abacus International Lanka Pte Ltd of 40% beginning in July 2015.
- (2) Impairment charges in 2012, represent our share of impairment charges recorded by our previous equity method investment, SAPPL, for \$24 million and a \$20 million impairment charge on assets associated with an abandoned corporate facility.

- (3) Depreciation and amortization expenses:
  - a. Acquisition-related amortization represents amortization of intangible assets from the take-private transaction in 2007 as well as intangibles associated with acquisitions since that date. Also includes amortization of the excess basis in our underlying equity interest in SAPPL's net assets prior to our acquisition of SAPPL on July 1, 2015.
  - b. Depreciation and amortization of property and equipment includes software developed for internal use.
  - c. Amortization of capitalized implementation costs represents amortization of upfront costs to implement new customer contracts under our SaaS and hosted revenue model.
- (4) Our Travel Network business at times provides upfront incentive consideration to travel agency subscribers at the inception or modification of a service contract, which are capitalized and amortized to cost of revenue over an average expected life of the service contract, generally over three to five years. This consideration is made with the objective of increasing the number of clients or to ensure or improve customer loyalty. These service contract terms are established such that the supplier and other fees generated over the life of the contract will exceed the cost of the incentive consideration provided upfront. These service contracts with travel agency subscribers require that the customer commit to achieving certain economic objectives and generally have terms requiring repayment of the upfront incentive consideration if those objectives are not met.
- (5) In 2016, other, net primarily includes a gain of \$15 million in the fourth quarter from the sale of our available-for-sale marketable securities, and \$6 million gain from the first quarter associated with the receipt of an earn-out payment related to the sale of a business in 2013. In 2015, we recognized a gain of \$78 million associated with the remeasurement of our previously-held 35% investment in SAPPL to its fair value and a gain of \$12 million related to the settlement of pre-existing agreements between us and SAPPL. In 2014, other, net primarily includes a fourth quarter charge of \$66 million as a result of an increase to our tax receivable agreement ("TRA") liability. The increase in our TRA liability is due to a reduction in a valuation allowance maintained against our deferred tax assets. This charge is fully offset by an income tax benefit recognized in the fourth quarter of 2014 from the reduction in the valuation allowance which is included in tax impacts of net income adjustments. In addition, all periods presented include foreign exchange gains and losses related to the remeasurement of foreign currency denominated balances included in our consolidated balance sheets into the relevant functional currency. See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Tax Receivable Agreement" for additional information regarding the TRA.
- (6) Restructuring and other costs represents charges associated with business restructuring and associated changes implemented which resulted in severance benefits related to employee terminations, integration and facility opening or closing costs and other business reorganization costs. In 2016, we recognized a \$20 million charge to implement a plan to restructure a portion of our global workforce in support of funding our efforts to modernize our technology infrastructure, as well as to align and improve our operational efficiency to reflect expected changes by customers on implementation schedules for certain of Sabre Airline Solutions products, most of which will be paid in 2017. In 2015, we recognized a restructuring charge of \$9 million associated with the integration of Abacus, of which \$2 million was paid as of December 31, 2016. In 2016, we reduced our restructuring liability by \$4 million as a result of the reevaluation of our plan derived from a shift in timing and strategy of originally contemplated actions.
- (7) Acquisition-related costs represent fees and expenses incurred associated with the acquisition of Abacus, the Trust Group and Airpas Aviation.
- (8) Litigation costs, net represent charges and legal fee reimbursements associated with antitrust litigation, including an accrual of \$32 million as of December 31, 2016, representing the trebling of the jury award plus our estimate of attorneys' fees, expenses and costs in the US Airways litigation. See Item 3, "Legal Proceedings"
- (9) We paid an annual management fee to TPG Global, LLC ("TPG") and Silver Lake Management Company ("Silver Lake") in an amount between (i) \$5 million and (ii) \$7 million, plus reimbursement of certain costs incurred by TPG and Silver Lake, pursuant to the management services agreement (the "MSA"). In addition, we paid a \$21 million fee, in the aggregate, to TPG and Silver Lake in connection with our initial public offering in 2014. The MSA was terminated in conjunction with our initial public offering.
- (10) In 2014, the tax impact on net income adjustments includes a \$66 million benefit recognized in the fourth quarter of 2014 from the reduction in a valuation allowance maintained against our deferred tax assets.
- (11) The diluted weighted-average share outstanding presented for the year ended December 31, 2012 differs from GAAP and assumes the inclusion of 5,624,000 common stock equivalents associated with stock-options and restricted stock awards. We recognized a loss from continuing operations during the year ended December 31, 2012, which results in the basic weighted-average shares outstanding and the diluted-weighted average shares outstanding to be the same under GAAP.
- (12) In the first quarter of 2016, we adopted Accounting Standards Update ("ASU") 2016-09, Improvements to Employee Share-Based Payment Accounting. For the year ended December 31, 2016, we recognized \$35 million in excess tax benefits associated with employee equity-based awards, as a result of the adoption of this standard. There were no other material impacts to our consolidated financial statements as a result of adopting this updated standard.

### Definitions of Non-GAAP Financial Measures

We have included both financial measures compiled in accordance with GAAP and certain non-GAAP financial measures in this Annual Report on Form 10-K, including Adjusted Gross Profit, Adjusted Net Income, Adjusted EBITDA, Adjusted Capital Expenditures, Free Cash Flow, and ratios based on these financial measures.

We define Adjusted Gross Profit as operating income (loss) adjusted for selling, general and administrative expenses, impairment, amortization of upfront incentive consideration, and the cost of revenue portion of depreciation and amortization, restructuring and other costs, litigation costs, and stock-based compensation included in cost of revenue.

We define Adjusted Net Income as net income attributable to common stockholders adjusted for income (loss) from discontinued operations, net of tax, net income attributable to noncontrolling interests, preferred stock dividends, impairment, gain on sale of business and assets, acquisition-related amortization, loss on extinguishment of debt, other, net, restructuring and other costs, acquisition-related costs, litigation costs (reimbursements), net, stock-based compensation, management fees, and tax impact of net income adjustments.

We define Adjusted EBITDA as Adjusted Net Income adjusted for depreciation and amortization of property and equipment, amortization of capitalized implementation costs, amortization of upfront incentive consideration, interest expense, net, and the remaining provision (benefit) for income taxes. This Adjusted EBITDA metric differs from (i) the EBITDA metric referenced in the section entitled “—Liquidity and Capital Resources—Senior Secured Credit Facilities,” which is calculated for the purposes of compliance with our debt covenants, and (ii) the Pre-VCP EBITDA and EBITDA metrics referenced in the section entitled “Compensation Discussion and Analysis” in our 2016 Proxy Statement, which are calculated for the purposes of our annual incentive compensation program and performance-based awards, respectively.

We define Adjusted Capital Expenditures as additions to property and equipment and capitalized implementation costs.

We define Free Cash Flow as cash provided by operating activities less cash used in additions to property and equipment.

We define Adjusted Net Income from continuing operations per share as Adjusted Net Income divided by the applicable share count.

These non-GAAP financial measures are key metrics used by management and our board of directors to monitor our ongoing core operations because historical results have been significantly impacted by events that are unrelated to our core operations as a result of changes to our business and the regulatory environment. We believe that these non-GAAP financial measures are used by investors, analysts and other interested parties as measures of financial performance and to evaluate our ability to service debt obligations, fund capital expenditures and meet working capital requirements. Adjusted Capital Expenditures include cash flows used in investing activities, for property and equipment, and cash flows used in operating activities, for capitalized implementation costs. Our management uses this combined metric in making product investment decisions and determining development resource requirements. We also believe that Adjusted Gross Profit, Adjusted Net Income, Adjusted EBITDA and Adjusted Capital Expenditures assist investors in company-to-company and period-to-period comparisons by excluding differences caused by variations in capital structures (affecting interest expense), tax positions and the impact of depreciation and amortization expense. In addition, amounts derived from Adjusted EBITDA are a primary component of certain covenants under our senior secured credit facilities.

Adjusted Gross Profit, Adjusted Net Income, Adjusted EBITDA, Adjusted Capital Expenditures, Free Cash Flow, and ratios based on these financial measures are not recognized terms under GAAP. These non-GAAP financial measures and ratios based on them are unaudited and have important limitations as analytical tools, and should not be viewed in isolation and do not purport to be alternatives to net income as indicators of operating performance or cash flows from operating activities as measures of liquidity. These non-GAAP financial measures and ratios based on them exclude some, but not all, items that affect net income or cash flows from operating activities and these measures may vary among companies. Our use of these measures has limitations as an analytical tool, and you should not consider them in isolation or as substitutes for analysis of our results as reported under GAAP. Some of these limitations are:

- these non-GAAP financial measures exclude certain recurring, non-cash charges such as stock-based compensation expense and amortization of acquired intangible assets
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and Adjusted Gross Profit and Adjusted EBITDA do not reflect cash requirements for such replacements;
- Adjusted Net Income and Adjusted EBITDA do not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted EBITDA does not reflect the interest expense or the cash requirements necessary to service interest or principal payments on our indebtedness;
- Adjusted EBITDA does not reflect tax payments that may represent a reduction in cash available to us;
- Free Cash Flow removes the impact of accrual-basis accounting on asset accounts and non-debt liability accounts, and does not reflect the cash requirements necessary to service the principal payments on our indebtedness; and
- other companies, including companies in our industry, may calculate Adjusted Gross Profit, Adjusted Net Income, Adjusted EBITDA, Adjusted Capital Expenditures, or Free Cash Flow differently, which reduces their usefulness as comparative measures.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with our consolidated financial statements and related notes included in Item 8 of this Annual Report on Form 10-K.

### Overview

We are a leading technology solutions provider to the global travel and tourism industry. We operate through two business segments: (i) Travel Network, our global business-to-business travel marketplace for travel suppliers and travel buyers, and (ii) Airline and Hospitality Solutions, an extensive suite of leading software solutions primarily for airlines and hoteliers. Collectively, these offerings enable travel suppliers to better serve their customers across the entire travel lifecycle, from route planning to post-trip business intelligence and analytics.

A significant portion of our revenue is generated through transaction based fees that we charge to our customers. For Travel Network, this fee is in the form of a transaction fee for bookings on our GDS; for Airline and Hospitality Solutions, this fee is a recurring usage-based fee for the use of our SaaS and hosted systems, as well as upfront fees and professional service fees. Items that are not allocated to our business segments are identified as corporate and primarily include certain shared technology costs, stock-based compensation expense, litigation costs, corporate headcount-related costs, and other items that are not identifiable with either one of our segments.

In the first quarter of 2015, we completed our exit of the online travel agency business through the sale of Travelocity.com and lastminute.com. Our Travelocity segment has no remaining operations as a result of these dispositions. The financial results of our Travelocity segment are included in net income (loss) from discontinued operations in our consolidated statements of operations for all periods presented. The discussion and analysis of our results of operations refers to continuing operations unless otherwise indicated.

On July 1, 2015, we completed the acquisition of the remaining 65% interest in SAPPL, a Singapore-based business-to-business travel e-commerce provider that serves the Asia-Pacific region. Prior to the acquisition, SAPPL was 65% owned by a consortium of 11 airlines and the remaining 35% was owned by us. In the third and fourth quarters of 2015, SAPPL completed the acquisition of the remaining interest in three national marketing companies, Abacus Distribution Systems (Hong Kong), Abacus Travel Systems (Singapore) and Abacus Distribution Systems Sdn Bhd (Malaysia) (the "NMCs" and together with SAPPL, "Abacus"). The net cash consideration for Abacus was \$443 million. Abacus has been integrated and is managed as a region of our Travel Network business. Separately, SAPPL has signed new long-term agreements with the consortium of 11 airlines to continue to utilize the Abacus GDS.

In January 2016, we completed the acquisition of the Trust Group, a central reservation, revenue management and hotel marketing provider with a significant presence in EMEA and APAC, for net cash consideration of \$156 million. The Trust Group has been integrated and is managed as part of our Airline and Hospitality Solutions segment.

### Factors Affecting our Results

The following is a discussion of trends that we believe are the most significant opportunities and challenges currently impacting our business and industry. The discussion also includes management's assessment of the effects these trends have had and are expected to have on our results of continuing operations. This information is not an exhaustive list of all of the factors that could affect our results and should be read in conjunction with the factors referred to in the sections entitled "Risk Factors" and "Forward-Looking Statements" included elsewhere in this Annual Report on Form 10-K.

#### ***Increasing technology infrastructure costs***

We expect to continue to make significant investments in our information technology infrastructure to modernize, drive efficiency in development and ongoing technology costs, further enhance the stability and security of our network, and to accelerate our shift to open source and cloud-based solutions. The costs associated with these investments will impact both our corporate-level product and technology operating expenses, as well as our capital expenditures. See "Liquidity and Capital Resources—Capital Expenditures and Implementation Costs."

#### ***Shift to SaaS and hosted solutions by airlines and hotels to manage their daily operations***

Initially, large travel suppliers built custom in-house software and applications for their business process needs. In response to a desire for more flexible systems given increasingly complex and constantly changing technological requirements, reduced IT budgets and increased focus on cost efficiency, many travel suppliers turned to third party solutions providers for many of their key technologies and began to license software from software providers. We believe that significant revenue opportunity remains in this outsourcing trend, as legacy in-house systems continue to migrate and upgrade to third party systems. By moving away from one time license fees to recurring monthly fees associated with our SaaS and hosted solutions, our revenue stream has become

more predictable and sustainable. However, revenue recognition may be deferred due to the nature of this model and longer implementation schedules for larger suppliers. In the last part of 2016, implementation schedules for several airlines were delayed to future years. The SaaS and hosted models' centralized deployment also allows us to save time and money by reducing maintenance and implementation tasks and lowering operating costs.

### ***Increasing importance of OTAs to Travel Network***

The significance of OTAs to our Travel Network business has increased in recent years and as a result, our earnings may be impacted by factors affecting OTAs. As OTAs experience growth, we believe they shift bookings away from offline travel agencies and direct channels of travel suppliers. We expect to continue to benefit from this trend as we are a substantial GDS provider to the OTA industry. However, we may face pricing pressure in the future as OTAs increase their bargaining power through growth by consolidation.

### ***Growing demand for continued technology improvements in the fragmented hotel market***

Most of the hotel market is highly fragmented. Independent hotels and small to medium sized chains (groups of less than 300 properties) comprise a majority of hotel properties and available hotel rooms, with global and regional chains comprising the balance. Hotels use a number of different technology systems to distribute and market their products and operate efficiently. We offer technology solutions to all segments of the hospitality market. Our SynXis Enterprise Platform integrates critical hospitality systems to optimize distribution, operations, retailing and guest experience via one scalable, flexible and intelligent platform. As these markets continue to grow, we believe independent and enterprise hotel owners and operators will continue to seek increased connectivity and integrated solutions to ensure access to global travelers. We anticipate that this will contribute to the continued growth of Airline and Hospitality Solutions, which is ultimately dependent upon these hoteliers accepting and utilizing our products and services.

### ***Geographic mix of Travel Network***

There are structural differences between the geographies in which we operate. Due to our geographic concentration, our results of operations are particularly sensitive to factors affecting North America. For example, booking fees per transaction in North America have traditionally been lower than those in Europe. By growing internationally with our TMC and OTA customers and expanding the travel content available on our GDS to target regional traveler preferences, we anticipate that we will maintain share in North America and grow share in Europe, APAC and Latin America. For the year ended December 31, 2016, we derived approximately 54% of our Direct Billable Bookings from North America, 19% from APAC, 17% from EMEA and 10% from Latin America. For the year ended December 31, 2015, we derived approximately 61% of our Direct Billable Bookings from North America, 18% from EMEA and 21% from the rest of the world. We have initiated a plan to establish a regional operation company structure to better align geographic revenue generation, supplier relationships, and intellectual property with our global footprint, which is expected have a favorable impact on our consolidated results of operations over time.

### ***Travel buyers can shift their bookings to or from our Travel Network business***

Our Travel Network business relies on relationships with several large travel buyers, including TMCs and OTAs, to drive a large portion of its revenue. Although our contracts with larger travel agencies often increase the amount of the incentive consideration when the travel agency processes a certain volume or percentage of its bookings through our GDS, travel buyers are not contractually required to book exclusively through our GDS during the contract term. Travel buyers may shift bookings to other distribution intermediaries for many reasons, including to avoid becoming overly dependent on a single source of travel content and increase their bargaining power with the GDS providers. For example, in late 2012, Expedia adopted a dual GDS provider strategy and shifted a sizeable portion of its business from our GDS to a competitor GDS, resulting in a year over year decline in our transaction volumes in 2013. Conversely, certain OTAs including eTraveli, TravelPlanet24 and Bravofly in EMEA shifted a portion of their business to our GDS.

### ***Increasing importance of LCC/hybrids in Travel Network and Airline and Hospitality Solutions***

Hybrid and LCCs have become a significant segment of the air travel market, stimulating demand for air travel through low fares. LCC/hybrids have traditionally relied on direct distribution for the majority of their bookings. However, as these LCC/hybrids are evolving, many are increasing their distribution through indirect channels to expand their offering into higher yield markets and to higher yield customers, such as business and international travelers. Other LCC/hybrids, especially start up carriers, may choose not to distribute through the GDS until wider distribution is desired.

### ***Increasing travel agency incentive consideration***

Travel agency incentive consideration is a large portion of Travel Network expenses. The vast majority of incentive consideration is tied to absolute booking volumes based on transactions such as flight segments booked. Incentive consideration, which often increases once a certain volume or percentage of bookings is met, is provided in two ways, according to the terms of the agreement: (i) on a periodic basis over the term of the contract and (ii) in some instances, up front at the inception or modification



of contracts, which is capitalized and amortized over the expected life of the contract. Although this consideration has been increasing in real terms, growing in the low-single digits on a per booking basis in recent years, it has been relatively stable as a percentage of Travel Network revenue over the last five years, partially due to our focus on managing incentive consideration. The incentive rate increases may continue to impact margins, which we expect to be partially offset by increased Travel Network revenue. To address the trend towards increasing incentive consideration, we are seeking to offer added products and content, such as Sabre Red Workspace, a SaaS product available to our travel buyers that provides an easy to use interface along with many travel agency workflow and productivity tools.

### ***Continued focus by travel suppliers on cost cutting and exerting influence over distribution***

Travel suppliers continue to look for ways to decrease their costs and to increase their control over distribution. Airline consolidations, pricing pressure during contract renegotiations and the use of direct distribution may continue to subject our business to challenges. The shift from indirect distribution channels, such as our GDS, to direct distribution channels, may result from increased content availability on supplier operated websites or from increased participation of meta search engines, such as Kayak and Google, which direct consumers to supplier operated websites. This trend may adversely affect our Travel Network contract renegotiations with suppliers that use alternative distribution channels. For example, airlines may withhold part of their content for distribution exclusively through their own direct distribution channels or offer more attractive terms for content available through those direct channels. However, since 2010, we believe the rate at which bookings are shifting from indirect to direct distribution channels has slowed for a number of reasons, including the increased participation of LCC/hybrids in indirect channels. Over the last several years, notable carriers that previously only distributed directly, including JetBlue and Norwegian, have adopted our GDS. Other carriers such as EVA Airways and Virgin Australia have further increased their participation in a GDS.

These trends have impacted the revenue of Travel Network, which recognizes revenue for airline ticket sales based on transaction volumes, and the revenue of Airline and Hospitality Solutions, which recognizes a portion of its revenue based on the number of passengers boarded, depending upon the applicable revenue model. Simultaneously, this focus on cost cutting and direct distribution has also presented opportunities for Airline and Hospitality Solutions. Many airlines have turned to outside providers for key systems, process and industry expertise and other products that assist in their cost cutting initiatives in order to focus on their primary revenue generating activities.

## **Components of Revenues and Expenses**

### ***Revenues***

Travel Network primarily generates revenues from Direct Billable Bookings processed on our GDS as well as the sale of aggregated bookings data to carriers. Prior to our acquisition of the remaining interest in SAPPL on July 1, 2015, we generated revenue from certain services we provided SAPPL. Airline and Hospitality Solutions primarily generates revenue through upfront solution fees and recurring usage-based fees for the use of our software solutions hosted on secure platforms or deployed through our SaaS. Airline and Hospitality Solutions also generates revenue through professional service fees and software licensing fees. Certain professional service fees are discrete sales opportunities that may have a high degree of variability from period to period, and we cannot guarantee that we will have such fees in the future consistent with prior periods.

### ***Cost of revenue***

Cost of revenue incurred by Travel Network and Airline and Hospitality Solutions consists of expenses related to our technology infrastructure that hosts our GDS and software solutions, salaries and benefits, and allocated overhead such as facilities and other support costs. Cost of revenue for Travel Network also includes incentive consideration expense representing payments or other consideration to travel agencies for reservations made on our GDS which accrue on a monthly basis.

Corporate cost of revenue includes expenses associated with our technology organization that provides development and support activities to our segments. The costs associated with our technology organization that do not get allocated to the segments based on the segments' usage of resources primarily include shared technology infrastructure and labor costs. Corporate cost of revenue also includes stock-based compensation expense, professional service fees and other items that are not directly identifiable with our segments. Over time, we expect a substantial increase in stock-based compensation expense, as we have moved to granting broad-based equity awards annually, rather than biennially, beginning in March 2016 primarily in the form of restricted stock units. These awards generally vest over a four-year period, with 25% vesting annually. Stock compensation expense is based on the number of restricted stock units granted and the stock price on the date of grant, which is amortized over the four-year vesting period.

Depreciation and amortization included in cost of revenue is associated with property and equipment, amortization of contract implementation costs which relates to Airline and Hospitality Solutions, intangible assets for technology purchased through acquisitions or established with our take-private transaction, and software developed for internal use that supports our revenue, businesses and systems. Cost of revenue also includes amortization of upfront incentive consideration representing upfront payments or other consideration provided to travel agencies for reservations made on our GDS which are capitalized and amortized over the expected life of the contract.

## **Selling, General and Administrative Expenses**

Selling, general and administrative expenses consist of personnel-related expenses, including stock-based compensation, for employees that sell our services to new customers and administratively support the business, information technology and communication costs, professional service fees, certain settlement charges and costs to defend legal disputes, bad debt expense, depreciation and amortization and other overhead costs. Over time, we expect a substantial increase in stock-based compensation expense as described above.

## **Intersegment Transactions**

We account for significant intersegment transactions as if the transactions were with third parties, that is, at estimated current market prices. Airline and Hospitality Solutions pays fees to Travel Network for airline trips and hotel stays booked through our GDS.

## **Key Metrics**

“Direct Billable Bookings” and “Passengers Boarded” are the primary metrics utilized by Travel Network and Airline Solutions, respectively, to measure operating performance. Travel Network generates fees for each Direct Billable Booking which include bookings made through our GDS (e.g., air, car and hotel bookings) and through our joint venture partners in cases where we are paid directly by the travel supplier. Passengers Boarded (“PBs”) is the primary metric used by Airline Solutions to recognize SaaS and Hosted revenue from recurring usage-based fees. The following table sets forth these key metrics for the periods indicated (in thousands):

	Year Ended December 31,			% Change	
	2016	2015	2014	2016 - 2015	2015 - 2014
Travel Network					
Direct Billable Bookings - Air	445,050	384,309	321,962	15.8%	19.4%
Direct Billable Bookings - Non-Air	60,421	58,414	54,122	3.4%	7.9%
Total Direct Billable Bookings	505,471	442,723	376,084	14.2%	17.7%
Airline Solutions Passengers Boarded	789,260	584,876	510,713	34.9%	14.5%

## **Results of Operations**

The following table sets forth our consolidated statement of operations data for each of the periods presented:

	Year Ended December 31,		
	2016	2015	2014
	(Amounts in thousands)		
Revenue	\$ 3,373,387	\$ 2,960,896	\$ 2,631,417
Cost of revenue	2,287,662	1,944,050	1,742,478
Selling, general and administrative	626,153	557,077	467,594
Operating income	459,572	459,769	421,345
Interest expense, net	(158,251)	(173,298)	(218,877)
Loss on extinguishment of debt	(3,683)	(38,783)	(33,538)
Joint venture equity income	2,780	14,842	12,082
Other income (expense), net	27,617	91,377	(63,860)
Income from continuing operations before income taxes	328,035	353,907	117,152
Provision for income taxes	86,645	119,352	6,279
Income from continuing operations	<u>\$ 241,390</u>	<u>\$ 234,555</u>	<u>\$ 110,873</u>

## Years Ended December 31, 2016 and 2015

### Revenue

	Year Ended December 31,		Change	
	2016	2015		
	(Amounts in thousands)			
Travel Network	\$ 2,374,849	\$ 2,102,792	\$ 272,057	13%
Airline and Hospitality Solutions	1,019,306	872,086	147,220	17%
Total segment revenue	3,394,155	2,974,878	419,277	14%
Eliminations	(20,768)	(13,982)	(6,786)	49%
Total revenue	\$ 3,373,387	\$ 2,960,896	\$ 412,491	14%

*Travel Network*—Revenue increased \$272 million, or 13%, for the year ended December 31, 2016 compared to the prior year. The increase in revenue primarily resulted from:

- a \$312 million increase in transaction-based revenue to \$2,199 million due to growth in the business and the impact of the acquisition of Abacus in 2015. Direct Billable Bookings increased by 14% to 505 million in the year ended December 31, 2016. Excluding the impact of the acquisition of Abacus, Direct Billable Bookings increased by 3%, which was driven by growth of 6% in EMEA, 3% in North America and 1% in Latin America;
- a decrease of \$40 million in other revenue resulting from a \$51 million decrease in other revenue related to services we provided to Abacus prior to the acquisition in July 2015, offset by an increase of \$11 million primarily due to data analytic products revenue.

*Airline and Hospitality Solutions*—Revenue increased \$147 million, or 17%, for the year ended December 31, 2016 compared to the prior year. The increase in revenue primarily resulted from:

- a \$66 million increase in Airline Solutions' SabreSonic revenue for the year ended December 31, 2016 compared to the prior year. Passengers boarded increased by 35% to 789 million for the year ended December 31, 2016, driven primarily by the cutover to SabreSonic CSS for American Airlines Group and Alitalia in the fourth quarter of 2015 and 2016, respectively, and by growth of existing customers. Revenue increased by \$105 million primarily as a result of growth in PBs for the year ended December 31, 2016. This increase was partially offset by a \$39 million decrease in non-PB revenue, primarily due to the expiration of a service contract in the fourth quarter of 2015 in conjunction with a litigation settlement agreement with that customer in 2012. In addition, in the last part of 2016, implementation schedules for several airlines were delayed to future years;
- a \$32 million increase in Airline Solutions' commercial and operations solutions revenue driven by growth in multiple products across our portfolio;
- a \$66 million increase in Hospitality Solutions revenue to \$225 million for the year ended December 31, 2016 compared to the prior year, primarily driven by an increase in CRS transactions. The increase was mainly driven by revenue growth of \$26 million from new and existing customers and revenue growth of \$40 million from the acquisition of the Trust Group; and
- a \$17 million decrease in discrete professional service fees revenue, as a result of certain unrealized customer contracts.

### Cost of Revenue

	Year Ended December 31,		Change	
	2016	2015		
	(Amounts in thousands)			
Travel Network	\$ 1,279,231	\$ 1,128,878	\$ 150,353	13%
Airline and Hospitality Solutions	576,786	487,282	89,504	18%
Eliminations	(20,371)	(13,653)	(6,718)	49%
Total segment cost of revenue	1,835,646	1,602,507	233,139	15%
Corporate	108,939	53,487	55,452	104%
Depreciation and amortization	287,353	244,535	42,818	18%
Amortization of upfront incentive consideration	55,724	43,521	12,203	28%
Total cost of revenue	\$ 2,287,662	\$ 1,944,050	\$ 343,612	18%

*Travel Network*—Cost of revenue increased \$150 million, or 13%, for the year ended December 31, 2016 compared to the prior year. The increase was primarily the result of costs associated with Abacus' operations, an increase in incentive consideration primarily in EMEA and North America, and a \$7 million impairment of a prepaid incentive for a European travel agency due its insolvency.

*Airline and Hospitality Solutions*—Cost of revenue increased \$90 million, or 18%, for the year ended December 31, 2016 compared to the prior year. The increase was primarily the result of higher transaction-related expenses, driven by growth in transaction volumes and an increase in headcount-related costs, which included the impact the of the Trust Group acquisition.

*Corporate*—Cost of revenue associated with corporate costs increased \$55 million, or 104%, for the year ended December 31, 2016 compared to the prior year. The increase was primarily due to higher shared technology infrastructure and labor costs, stock-based compensation expense, and other headcount-related costs, including a \$12 million charge to implement a plan to restructure a portion of our global workforce in support of funding our efforts to modernize our technology infrastructure, as well as to align and improve our operational efficiency to reflect expected changes by customers on implementation schedules for certain of Airline Solutions products. We expect that incremental costs will continue to rise as we increase investment in the modernization, stability and security of our technology platforms, including accelerating the adoption of cloud and open architecture systems.

*Depreciation and amortization*—Cost of revenue associated with depreciation and amortization increased \$43 million, or 18%, for the year ended December 31, 2016 compared to the prior year. The increase was primarily due to the completion and amortization of software developed for internal use and additional amortization of capitalized implementation costs. We also incurred an increase in amortization of definite-lived intangible assets associated with the acquisition of Abacus, the Trust Group and Airpas Aviation.

*Amortization of upfront incentive consideration*—Amortization of upfront incentive consideration increased \$12 million, or 28%, for the year ended December 31, 2016 compared to the prior year primarily due to an increase in upfront consideration provided to travel agencies during 2016 and second half of 2015. This increase includes an impairment of \$2 million of upfront incentive consideration in 2016 provided to a European travel agency due to its insolvency.

#### *Selling, General and Administrative Expenses*

	Year Ended December 31,		Change	
	2016	2015		
	(Amounts in thousands)			
Selling, general and administrative	\$ 626,153	\$ 557,077	\$ 69,076	12%

Selling, general and administrative expenses (“SG&A”) increased by \$69 million, or 12%, for the year ended December 31, 2016 compared to the prior year. This increase is primarily due to a \$40 million increase in headcount-related expenses driven by the acquisitions of Abacus and the Trust Group, an increase in stock-based compensation of \$11 million, and other headcount-related costs, including a \$8 million charge to implement a plan to restructure a portion of our global workforce in support of funding our efforts to modernize our technology infrastructure, as well as to align and improve our operational efficiency to reflect expected changes by customers on implementation schedules for certain of Airline Solutions products. Depreciation and amortization expenses increased \$18 million due to the amortization of intangible assets obtained in the acquisition of Abacus in 2015, and the Trust Group and Airpas Aviation acquisitions earlier this year. Litigation costs increased primarily due to the accrual of \$32 million for the US Airways litigation, which represents the trebling of the jury award plus our estimate of attorneys’ fees, expenses and costs (See Note 15—Commitments and Contingencies), offset by \$6 million of insurance reimbursements. Additionally, acquisition-related costs decreased by \$14 million due to the acquisition of Abacus in 2015.

#### *Interest Expense, net*

	Year Ended December 31,		Change	
	2016	2015		
	(Amounts in thousands)			
Interest expense, net	\$ 158,251	\$ 173,298	\$ (15,047)	(9)%

Interest expense, net, decreased \$15 million, or 9%, for the year ended December 31, 2016 compared to the prior year. The decrease was primarily the result of a lower effective interest rate from the extinguishment of our 8.5% senior secured notes due 2019 in April 2015 and the partial extinguishment of our 8.35% senior unsecured notes due 2016 in December 2015, funded by the issuance of our 5.375% and 5.25% senior secured notes due 2023, respectively. Our senior unsecured notes due 2016 fully matured in March 2016. The decrease in our effective interest rate was partially offset by an increase in average debt outstanding compared to the same period in the prior year, the impacts of our interest rate swaps and an increase in amortization of debt issuance costs.

### Loss on Extinguishment of Debt

	Year Ended December 31,		Change
	2016	2015	
	(Amounts in thousands)		
Loss on extinguishment of debt	\$ 3,683	\$ 38,783	\$ (35,100) (91)%

Loss on extinguishment of debt decreased by \$35 million, or 91%, for the year ended December 31, 2016 compared to the same period in prior year. We recognized a loss on extinguishment of debt of \$4 million due to the prepayment of a portion of Term Loan B in July 2016. In 2015, as a result of the extinguishment of our senior secured notes due 2019 and the prepayment on our senior unsecured notes due 2016, we recognized losses on extinguishment of debt of \$33 million and \$6 million, respectively.

### Joint Venture Equity Income

	Year Ended December 31,		Change
	2016	2015	
	(Amounts in thousands)		
Joint venture equity income	\$ 2,780	\$ 14,842	\$ (12,062) (81)%

On July 1, 2015, we acquired the remaining 65% of SAPPL, which represented the majority of our joint venture income for the year ended December 31, 2015. We do not expect significant joint venture income subsequent to this acquisition.

### Other (income), net

	Year Ended December 31,		Change
	2016	2015	
	(Amounts in thousands)		
Other (income), net	\$ (27,617)	\$ (91,377)	\$ 63,760 (70)%

Other (income), net decreased \$64 million, or 70%, for the year ended December 31, 2016 compared to the prior year, primarily due to the acquisition of Abacus. We recognized a gain from sale of available-for-sale securities of \$15 million, receipt of an earn-out payment of \$6 million associated with the sale of a business in 2013, and realized and unrealized foreign currency exchange gains for the year ended December 31, 2016. In 2015, we recognized a gain of \$78 million as a result of the remeasurement of our previously-held 35% equity interest in SAPPL to its fair value as of the acquisition date. In addition, we recognized a gain of \$12 million during the year ended December 31, 2015 associated with the settlement of a pre-existing agreement between us and SAPPL related to data processing services.

### Provision for Income Taxes

	Year Ended December 31,		Change
	2016	2015	
	(Amounts in thousands)		
Provision for income taxes	\$ 86,645	\$ 119,352	\$ (32,707) (27)%

Our effective tax rates for the years ended December 31, 2016 and 2015 were 26.4% and 33.7%, respectively. The decrease in the effective tax rate for the year ended December 31, 2016 as compared to the prior year is primarily due to the recognition of excess tax benefits on employee equity-based awards not previously recognized, due to the adoption of the new accounting standard, ASU 2016-09, offset by tax on the gain from sale of available-for-sale securities. See "—Recent Accounting Pronouncements."

The differences between our effective tax rates and the U.S. federal statutory income tax rate primarily result from our geographic mix of taxable income in various tax jurisdictions as well as the discrete tax items referenced above.

## Year Ended December 31, 2015 and 2014

### Revenue

	Year Ended December 31,		Change	
	2015	2014		
	(Amounts in thousands)			
Travel Network	\$ 2,102,792	\$ 1,854,785	\$ 248,007	13%
Airline and Hospitality Solutions	872,086	786,478	85,608	11%
Total segment revenue	2,974,878	2,641,263	333,615	13%
Eliminations	(13,982)	(9,846)	(4,136)	42%
Total revenue	\$ 2,960,896	\$ 2,631,417	\$ 329,479	13%

*Travel Network*—Revenue increased \$248 million, or 13%, for the year ended December 31, 2015 compared to the prior year. The increase in revenue primarily resulted from:

- a \$272 million increase in transaction-based revenue to \$1,887 million primarily due to the acquisition of Abacus. Direct Billable Bookings increased by 18% to 443 million in the year ended December 31, 2015. Excluding the impact of the acquisition of Abacus, Direct Billable Bookings increased by 6%, which was driven by growth of 6% in North America and 15% in EMEA, partially offset by a slight decline in Latin America; and
- the increase in revenue was partially offset by a \$21 million decrease in other revenue related to services we provided to Abacus prior to the acquisition.

*Airline and Hospitality Solutions*—Revenue increased \$86 million, or 11%, for the year ended December 31, 2015 compared to the prior year. The increase in revenue primarily resulted from:

- a \$57 million increase in Airline Solutions' SabreSonic revenue for the year ended December 31, 2015 compared to the same period in the prior year. Approximately \$38 million of the revenue increase in SabreSonic is attributable to growth in PBs of 15% to 585 million for the year ended December 31, 2015, combined with a \$10 million increase in revenue due to broader adoption of our products by our existing customers. The growth in PBs was driven by existing customers and also by the cutover of American Airlines Group to SabreSonic in the fourth quarter of 2015. In addition, revenue associated with the extension of a services contract with a significant customer increased by \$10 million during the year ended December 31, 2015. This contract was extended in conjunction with a litigation settlement agreement with that customer in 2012; and
- a \$28 million increase in Hospitality Solutions revenue to \$159 million for the year ended December 31, 2015 compared to \$132 million in the prior year, primarily driven by an increase in CRS transactions.

### Cost of Revenue

	Year Ended December 31,		Change	
	2015	2014		
	(Amounts in thousands)			
Travel Network	\$ 1,128,878	\$ 991,509	\$ 137,369	14 %
Airline and Hospitality Solutions	487,282	448,627	38,655	9 %
Eliminations	(13,653)	(9,830)	(3,823)	39 %
Total segment cost of revenue	1,602,507	1,430,306	172,201	12 %
Corporate	53,487	68,405	(14,918)	(22)%
Depreciation and amortization	244,535	198,409	46,126	23 %
Amortization of upfront incentive consideration	43,521	45,358	(1,837)	(4)%
Total cost of revenue	\$ 1,944,050	\$ 1,742,478	\$ 201,572	12 %

*Travel Network*—Cost of revenue increased \$137 million, or 14%, for the year ended December 31, 2015 compared to the prior year. The increase is primarily the result of an increase in incentive consideration as well as other costs associated with Abacus' operations.

*Airline and Hospitality Solutions*—Cost of revenue increased \$39 million, or 9%, for the year ended December 31, 2015 compared to the prior year. The increase was primarily the result of higher transaction-related expenses, including technology costs, driven by growth in transaction volumes and an increase in headcount-related costs.

*Corporate*—Cost of revenue associated with corporate unallocated costs decreased \$15 million, or 22%, for the year ended December 31, 2015 compared to the prior year. The decrease was primarily the result of a \$26 million decrease in unallocated labor costs, partially offset by an increase of \$10 million of shared data processing and technology costs.

*Depreciation and amortization*—Cost of revenue associated with depreciation and amortization increased \$46 million, or 23%, for the year ended December 31, 2015 compared to the prior year. The increase was primarily due to the completion and amortization of software developed for internal use and an increase in amortization of definite-lived intangible assets associated with the acquisition of Abacus.

*Selling, General and Administrative Expenses*

	Year Ended December 31,		Change	
	2015	2014		
	(Amounts in thousands)			
Selling, general and administrative	\$ 557,077	\$ 467,594	\$ 89,483	19%

SG&A increased by \$89 million, or 19%, for the year ended December 31, 2015 compared to the prior year. The acquisition of Abacus contributed \$55 million to the increase in SG&A, primarily due to its costs of operations, \$14 million in acquisition-related costs, \$9 million in restructuring and related costs, and \$10 million of amortization of acquired intangible assets. In addition, there were increases of \$42 million in headcount related costs to support the growth of our business, including \$6 million of stock-based compensation expense, \$12 million in professional fees and \$5 million in depreciation and amortization. These increases were partially offset by \$24 million in management fees paid in the prior year to TPG and Silver Lake mainly in connection with our initial public offering.

*Interest Expense, net*

	Year Ended December 31,		Change	
	2015	2014		
	(Amounts in thousands)			
Interest expense, net	\$ 173,298	\$ 218,877	\$ (45,579)	(21)%

Interest expense, net, decreased \$46 million, or 21%, for the year ended December 31, 2015 compared to the prior year. The decrease was primarily the result of a lower effective interest rate due to the extinguishment in April 2015 of our 8.5% senior secured notes due 2019 through the issuance of our 5.375% senior secured notes due 2023 and prepayments of \$296 million on our Term C facility and \$320 million on our senior secured notes due 2019, made in conjunction with our initial public offering in April 2014. In addition, we recognized \$12 million in losses during the year ended December 31, 2014 associated with interest rate swaps that matured in September 2014.

*Loss on Extinguishment of Debt*

	Year Ended December 31,		Change	
	2015	2014		
	(Amounts in thousands)			
Loss on extinguishment of debt	\$ 38,783	\$ 33,538	\$ 5,245	16%

As a result of the extinguishment of our senior secured notes due 2019 and the prepayment on our senior unsecured notes due 2016, we recognized losses on extinguishment of debt of \$33 million and \$6 million, respectively, during the year ended December 31, 2015. In the prior year, we recognized \$31 million of losses on extinguishment of debt as a result of prepayments on our Term C facility and senior secured notes due 2019, as well as \$3 million related to amendments to our senior secured credit facility in February 2014.

*Joint Venture Equity Income*

	Year Ended December 31,		Change	
	2015	2014		
	(Amounts in thousands)			
Joint venture equity income	\$ 14,842	\$ 12,082	\$ 2,760	23%

On July 1, 2015, we acquired the remaining 65% of our former joint venture, SAPPL, which represents the majority of our joint venture income for the years ended December 31, 2015 and 2014. Joint venture equity income for the year ended December 31, 2015 includes a release of a significant tax reserve recorded by SAPPL, prior to the acquisition on July 1, 2015, due to the resolution of certain tax positions with a local tax authority.

*Other (Income) Expense, Net*

	Year Ended December 31,		Change	
	2015	2014		
	(Amounts in thousands)			
Other (income) expense, net	\$ (91,377)	\$ 63,860	\$ (155,237)	**%

\*\* not meaningful

We recognized a gain of \$78 million during the year ended December 31, 2015 as a result of the remeasurement of our previously-held 35% equity interest in SAPPL to its fair value as of the acquisition date. In addition, we recognized a gain of \$12 million during the year ended December 31, 2015 associated with the settlement of a pre-existing agreement between us and SAPPL related to data processing services. In the fourth quarter of 2014, we recognized a charge of \$66 million in other expenses, net as a result of an increase to our TRA liability. The increase in our TRA liability was due to a reduction in a valuation allowance maintained against our deferred tax assets. This charge was fully offset by an income tax benefit recognized in the fourth quarter of 2014 from the reduction in the valuation allowance. This increase was partially offset by realized and unrealized foreign currency exchange gains.

*Provision for income taxes*

	Year Ended December 31,		Change	
	2015	2014		
	(Amounts in thousands)			
Provision for income taxes	\$ 119,352	\$ 6,279	\$ 113,073	**%

\*\* not meaningful

Our effective tax rates for the years ended December 31, 2015 and 2014 were 33.7% and 5.4%, respectively. The increase in the effective tax rate for the year ended December 31, 2015 as compared to the prior year is primarily due to items recognized in the year ended December 31, 2014 that did not reoccur in the year ended December 31, 2015, which include the reduction in the valuation allowance related to certain U.S. deferred tax assets and the settlement of a state income tax contingency in our favor. The increase is partially offset by an increase in earnings in lower tax jurisdictions and the \$78 million gain on remeasurement of our previously-held equity interest in SAPPL, which is non-taxable.

The differences between our effective tax rates and the U.S. federal statutory income tax rate primarily result from our geographic mix of taxable income in various tax jurisdictions as well as the discrete tax items referenced above.

**Liquidity and Capital Resources**

Our principal sources of liquidity are: (i) cash flows from operations, (ii) cash and cash equivalents and (iii) borrowings under our \$400 million Revolver (see “—Senior Secured Credit Facilities”). Borrowing availability under our Revolver is reduced by our outstanding letters of credit and restricted cash collateral. As of December 31, 2016 and 2015, our cash and cash equivalents, Revolver, and outstanding letters of credit were as follows (in thousands):

	As of December 31,	
	2016	2015
Cash and cash equivalents	\$ 364,114	\$ 321,132
Revolver outstanding balance	—	—
Available balance under the Revolver	365,006	380,603
Outstanding letters of credit	34,994	24,560

We consider cash equivalents to be highly liquid investments that are readily convertible into cash. Securities with contractual maturities of three months or less, when purchased, are considered cash equivalents. We record changes in a book overdraft position, in which our bank account is not overdrawn but recently issued and outstanding checks result in a negative general ledger balance, as cash flows from financing activities. We invest in a money market fund which is classified as cash and cash equivalents in our consolidated balance sheets and statements of cash flows. We held no short-term investments as of December 31, 2016 and 2015.

We consider the undistributed earnings of our foreign subsidiaries as of December 31, 2016 to be indefinitely reinvested and, accordingly, no U.S. income taxes have been provided thereon. As of December 31, 2016, the amount of indefinitely reinvested foreign earnings was approximately \$278 million. As of December 31, 2016, \$123 million of cash, cash equivalents, and marketable securities was held by our foreign subsidiaries. If such cash, cash equivalents and marketable securities are needed for our operations



in the United States, we would be required to accrue and pay taxes on up to \$44 million of these funds to repatriate all such cash, cash equivalents and marketable securities. We have not, nor do we anticipate the need to, repatriate funds from our controlled foreign corporations to the United States in a taxable transaction to satisfy domestic liquidity needs arising in the ordinary course of business, including liquidity needs associated with our domestic debt service requirements.

### ***Liquidity Outlook***

Our ability to generate cash depends on many factors beyond our control, and any failure to meet our debt service obligations could harm our business, financial condition and results of operations. Our ability to make payments on and to refinance our indebtedness, and to fund working capital needs, planned capital expenditures, share repurchases and dividends will depend on our ability to generate cash in the future, which is subject to general economic, financial, competitive, business, legislative, regulatory and other factors that are beyond our control. See “Risk Factors—We may require more cash than we generate in our operating activities, and additional funding on reasonable terms or at all may not be available.”

We utilize cash and cash equivalents, supplemented by our Revolver, primarily to pay our operating expenses, make capital expenditures, invest in our products and offerings, pay quarterly dividends on our common stock, make payments under the TRA, and service our debt and other long-term liabilities. Furthermore, on an ongoing basis, we will evaluate and consider strategic acquisitions, divestitures, joint ventures, repurchasing shares of our common stock (including the multi-year \$500 million share repurchase program announced in February 2017) or our outstanding debt obligations in open market or in privately negotiated transactions, as well as other transactions we believe may create stockholder value or enhance financial performance. These transactions may require cash expenditures or generate proceeds and, to the extent they require cash expenditures, may be funded through a combination of cash on hand, debt or equity offerings, or utilization of our Revolver.

We believe that cash flows from operations, cash and cash equivalents on hand and our Revolver provide adequate liquidity for our operational and capital expenditures and other obligations over the next twelve months. We may supplement our current liquidity through debt or equity offerings to support future strategic investments, or to pay down debt. We intend to pay down our Term Loan B, Incremental Term Loan Facility and our Term Loan C through debt offerings. We intend to fund the maturity of our \$80 million mortgage note due April 1, 2017 through debt offerings or through a combination of cash on hand or utilization of our Revolver. We funded TRA payments of \$101 million, including interest, due in January of 2017 with cash on hand. We expect to fund future TRA payments through a combination of cash on hand, utilization of our Revolver or debt offerings.

### ***Dividends***

During the year ended December 31, 2016, we paid quarterly cash dividends on our common stock totaling \$144 million and expect to continue to pay quarterly cash dividends thereafter. Our board of directors has declared a cash dividend of \$0.14 per share of our common stock, which will be paid on March 30, 2017 to stockholders of record as of March 21, 2017. We funded the 2016 dividends, and intend to fund any future dividends, from cash generated from our operations. Future cash dividends, if any, will be at the discretion of our board of directors and the amount of cash dividends per share will depend upon, among other things, our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions, number of shares of common stock outstanding and other factors the board of directors may deem relevant. The timing and amount of future dividend payments will be at the discretion of our board of directors. See “Risk Factors—Our ability to pay regular dividends to our stockholders is subject to the discretion of our board of directors and may be limited by our holding company structure and applicable provisions of Delaware law.”

### ***Recent Events Impacting Our Liquidity and Capital Resources***

#### ***Amendments to Amended and Restated Credit Agreement***

On July 18, 2016, Sabre GLOB Inc. entered into a series of amendments to our Amended and Restated Credit Agreement to provide for an incremental term loan under a new class and to replace the existing revolving credit facility with a new revolving credit facility. See “—Senior Secured Credit Facilities” for additional information.

#### ***Senior Unsecured Notes Due 2016***

In March 2016, the remaining principal balance of \$165 million of our senior unsecured notes matured. We repaid the remaining principal on the senior unsecured notes with a draw on our Prior Revolver and cash on hand.

#### ***Acquisition of the Trust Group***

In January 2016, we completed the acquisition of the Trust Group, a central reservations, revenue management and hotel marketing provider, expanding our presence in EMEA and APAC. The Trust Group has been integrated and is managed as part of our Airline and Hospitality Solutions segment. We paid net cash consideration of \$156 million. The acquisition was funded using proceeds from our 5.25% senior secured notes due in 2023 and cash on hand.

### *Political and Economic Environment in Venezuela*

Venezuela has imposed currency controls, including volume restrictions on the conversion of bolivars to U.S. dollars, which impact the ability of certain of our airline customers operating in the country to obtain U.S. dollars to make timely payments to us. Consequently, the collection of accounts receivable due to us can be, and has been, delayed. Due to the nature of this delay, we have recorded specific reserves against all outstanding balances due to us and are deferring the recognition of any future revenues effective January 1, 2014 until cash is collected in accordance with our policies. Accordingly, our accounts receivable are subject to a general collection risk, as there can be no assurance that we will be paid from such customers in a timely manner, if at all. Certain airlines have scaled back operations in response to the reduced demand for travel in conjunction with the political and economic uncertainty as well as the currency controls which has impacted our airline customers in Venezuela. During the year ended December 31, 2016, we collected \$5 million from customers in Venezuela all of which was outstanding as of December 31, 2015. Accounts receivable outstanding from customers in Venezuela totaled \$19 million as of December 31, 2016, which will be recognized as revenue when cash is received.

### *Share Repurchase Program*

During the year ended December 31, 2016, we repurchased 3,980,672 shares totaling \$100 million pursuant to a share repurchase program authorized by our Board of Directors on November 2, 2016. This program was announced on November 3, 2016 and allowed for the purchase of up to \$100 million of outstanding shares of our common stock in privately negotiated transactions or in the open market, or otherwise. This program was funded by cash on hand and expired on December 31, 2016. See "Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities."

In February 2017, we announced the approval of a multi-year share repurchase program to purchase up to \$500 million of Sabre's common stock outstanding. Repurchases under the program may take place in the open market or privately negotiated transactions.

### **Capital Expenditures and Implementation Costs**

Capitalized costs associated with software developed for internal use represent a significant portion of our capital expenditures and we expect such costs to increase as we continue to make significant investments in our information technology infrastructure to modernize, drive efficiency in development and ongoing technology costs, further enhance the stability and security of our network, and to accelerate our shift to open source and cloud-based solutions. Capitalized implementation costs are upfront costs we incur related to the implementation of new customer contracts associated with our SaaS and hosted products. Implementation costs are sometimes partially offset by upfront solution fees that we charge and collect, depending on the customer contracts. During the year ended December 31, 2016, we incurred \$328 million of capital expenditures, which includes \$284 million related to software developed for internal use. We incurred \$83 million of capitalized implementation costs and collected \$84 million of upfront solution fees from customers. In 2017, we expect capital expenditures to range from approximately \$360 million to \$380 million and capitalized implementation costs to range from approximately \$85 million to \$95 million.

### **Senior Secured Credit Facilities**

On February 19, 2013, Sabre GLBL entered into the Amended and Restated Credit Agreement. The agreement replaced (i) the existing term loans with new classes of term loans of \$1,775 million (the "Term Loan B") and \$425 million (the "Term Loan C") and (ii) the existing revolving credit facility with a new revolving credit facility of \$352 million, which we now refer to as the Prior Revolver. On September 30, 2013, Sabre GLBL entered into an agreement to amend the Amended and Restated Credit Agreement to add a new class of term loans in the amount of \$350 million (the "Incremental Term Loan Facility"). On July 18, 2016, Sabre GLBL entered into a series of amendments to our Amended and Restated Credit Agreements (the "Credit Agreement Amendments") to provide for the Term Loan A with an aggregate principal amount of \$600 million and to replace the Prior Revolver a new revolving credit facility totaling \$400 million (the "Revolver"). The proceeds of \$597 million (net of \$3 million discount) from the Term Loan A were used to repay \$350 million of outstanding principal on our Term Loan B and Incremental Term Loan Facility, on a pro rata basis, repay the \$120 million outstanding balance on our Prior Revolver immediately prior to the execution of the Credit Agreement Amendments, and to pay \$11 million in associated financing fees. We intend to use the remaining proceeds for general corporate purposes. As of December 31, 2016, we had outstanding face value amounts of \$585 million on our Term Loan A, \$1,421 million on our Term Loan B, \$282 million on our Incremental Term Loan Facility, \$49 million on our Term Loan C, and no outstanding balance on the Revolver.

The Term Loan A matures in July 2021 and amortizes in equal quarterly installments of 1.25% during the first two years of its term and 2.50% during the next three years of its term. The Term Loan B and Incremental Term Loan Facility mature in February 2019 and no longer require quarterly principal payments as a result of the Credit Agreement Amendments. The Term Loan C matures in December 2017, with \$17 million due in September 2017 and the remaining \$32 million due in December 2017. We are scheduled to make \$79 million in principal payments on our senior secured credit facilities over the next twelve months, consisting of \$30 million for the Term Loan A and \$49 million for the Term Loan C. The Term Loan A and the Revolver mature in July 2021 and include an accelerated maturity of November 19, 2018, if on November 19, 2018 the Term Loan B and Incremental Term Loan Facility have not been repaid in full or refinanced with a maturity date subsequent to July 18, 2021. The amount of the Revolver commitments available as a letter of credit subfacility was set at \$150 million. The applicable margins for the Term Loan A and the

Revolver are 2.50% for Eurocurrency borrowings and 1.50% for base rate borrowings, with a step down to 2.25% for Eurocurrency borrowings and 1.25% for base rate borrowings if the Senior Secured Leverage Ratio (as defined in the Amended and Restated Credit Agreement) is less than 2.50 to 1.00. The applicable margin for the Term Loan B is 3.00% for Eurocurrency borrowings and 2.00% for base rate borrowings, with a step up to 3.25% for Eurocurrency borrowings and 2.25% for base rate borrowings if the Senior Secured Leverage Ratio is more than 3.25 to 1.00. The applicable margins for the Incremental Term Loan Facility are 3.50% for Eurocurrency borrowings and 2.50% for base rate borrowings, with a step down to 3.00% for Eurocurrency borrowings and 2.00% for base rate borrowings if the Senior Secured Leverage Ratio is less than or equal to 3.00 to 1.00.

Under the Amended and Restated Credit Agreement, the loan parties are subject to certain customary non-financial covenants, including certain restrictions on incurring certain types of indebtedness, creation of liens on certain assets, making of certain investments, and payment of dividends, as well as a maximum leverage ratio. Prior to July 18, 2016, this ratio applied if our revolver utilization exceeded a certain threshold and was calculated as senior secured debt (net of cash) to EBITDA, as defined by the credit agreement. The maximum ratio was 4.5 to 1.0 for 2015 and 4.0 to 1.0 until July 18, 2016. The definition of EBITDA is based on a trailing twelve months EBITDA adjusted for certain items including non-recurring expenses and the pro forma impact of cost saving initiatives. Pursuant to Credit Agreement Amendments, effective July 18, 2016, the maximum leverage ratio has been adjusted to be based on the Total Net Leverage Ratio (as defined in the Amended and Restated Credit Agreement) and we are required, at all times (no longer solely when a threshold amount of revolving loans or letters of credit were outstanding), to maintain a Total Net Leverage Ratio of less than 4.5 to 1.0.

We are also required to pay down the term loans by an amount equal to 50% of annual excess cash flow, as defined in the Amended and Restated Credit Agreement. This percentage requirement may decrease or be eliminated if certain leverage ratios are achieved. Based on our results for the year ended December 31, 2015, we were not required to make an excess cash flow payment in 2016 and no excess cash flow payment is required in 2017 with respect to our results for the year ended December 31, 2016. We are further required to pay down the term loan with proceeds from certain asset sales or borrowings as defined in the Amended and Restated Credit Agreement.

### ***Tax Receivable Agreement***

Immediately prior to the closing of our initial public offering, we entered into the TRA that provides the Pre-IPO Existing Stockholders (as defined in Note 6—Income Taxes) the right to receive future payments from us. The future payments will equal 85% of the amount of cash savings, if any, in U.S. federal income tax that we and our subsidiaries realize as a result of the utilization of the Pre-IPO Tax Assets (as defined in Note 6—Income Taxes). Based on current tax laws and assuming that we and our subsidiaries earn sufficient taxable income to realize the full tax benefits subject to the TRA, we estimate that future payments under the TRA relating to Pre-IPO Tax Assets will total \$387 million, excluding interest, and the majority of them will be made over the next five years. The TRA payments accrue interest at a rate of LIBOR plus 1.00% beginning on the 15<sup>th</sup> day of March subsequent to the tax year in which the tax benefits are realized through the date of the benefit payment. No material payments occurred in 2016 and we made estimated payments of \$101 million, including interest, in January 2017. The estimate of future payments considers the impact of Section 382 of the Internal Revenue Code of 1986, as amended (the "Code"), which imposes an annual limit on the ability of a corporation that undergoes an ownership change to use its net operating loss carryforwards to reduce its liability. We do not anticipate any material limitations on our ability to utilize U.S. federal net operating loss carryforwards ("NOLs") under Section 382 of the Code.

These payment obligations are our obligations and not obligations of any of our subsidiaries. The actual utilization of the Pre-IPO Tax Assets, as well as the timing of any payments under the TRA, will vary depending upon a number of factors, including the amount, character and timing of our and our subsidiaries' taxable income in the future. See Note 6—Income Taxes, to our consolidated financial statements for additional information regarding income taxes and the TRA.

In addition, the TRA provides that upon certain mergers, stock and asset sales, other forms of business combinations or other changes of control, the TRA will terminate and we will be required to make a payment intended to equal to the present value of future payments under the TRA, which payment would be based on certain assumptions, including those relating to our and our subsidiaries' future taxable income. In these situations, our obligations under the TRA could have a substantial negative impact on our liquidity and could have the effect of delaying, deferring or preventing certain mergers, asset sales, other forms of business combinations or other changes of control. Different timing rules will apply to payments under the TRA to be made to holders that, prior to the completion of the initial public offering, held stock options and restricted stock units (collectively, the "Pre-IPO Award Holders"). These payments will generally be deemed invested in a notional account rather than made on the scheduled payment dates, and the account will be distributed on the fifth anniversary of the initial public offering, together with (a) interest accrued on these payments from the scheduled payment date to the distribution date, and (b) an amount equal to the net present value of the Award Holder's future expected payments, if any, under the TRA. Moreover, payments to holders of stock options that were unvested prior to the completion of the initial public offering are subject to vesting on the same schedule as such holder's unvested stock options.

The TRA contains a Change of Control definition that includes, among other things, a change of a majority of the board of directors without approval of a majority of the then existing Board members (the "Continuing Directors Provision"). Recent Delaware case law has stressed that such Continuing Directors Provisions could have a potential adverse impact on stockholders' right to

elect a company's directors. In this regard, decisions of the Delaware Chancery Court (not involving us or our securities) have considered change of control provisions and noted that a board of directors may "approve" a dissident stockholders' nominees solely to avoid triggering the change of control provisions, without supporting their election, if the board determines in good faith that the election of the dissident nominees would not be materially adverse to the interests of the corporation or its stockholders. Further, according to these decisions, the directors' duty of loyalty to stockholders under Delaware law may, in certain circumstances, require them to give such approval.

Our counterparties under the TRA will not reimburse us for any payments previously made under the TRA if such benefits are subsequently disallowed (although future payments would be adjusted to the extent possible to reflect the result of such disallowance). As a result, in certain circumstances, payments could be made under the TRA in excess of our cash tax savings. Certain transactions by the company could cause it to recognize taxable income (possibly material amounts of income) without a current receipt of cash. Payments under the TRA with respect to such taxable income would cause a net reduction in our available cash. For example, transactions giving rise to cancellation of debt income, the accrual of income from original issue discount or deferred payments, a "triggering event" requiring the recapture of dual consolidated losses, or "Subpart F" income would each produce income with no corresponding increase in cash. In these cases, we may use some of the Pre-IPO Tax Assets to offset income from these transactions and, under the TRA, would be required to make a payment to our Pre-IPO Existing Stockholders even though we receive no cash from such income.

Because Sabre Corporation, on an unconsolidated basis, is a holding company with no operations of its own, its ability to make payments under the TRA is dependent on the ability of its subsidiaries to make distributions to Sabre Corporation. To the extent that we are unable to make payments under the TRA for specified reasons, such payments will be deferred and will accrue interest at a rate of the London Interbank Offered Rate ("LIBOR") plus 1.00% per annum until paid. The TRA is designed with the objective of causing our annual cash costs attributable to federal income taxes (without regard to our continuing 15% interest in the Pre-IPO Tax Assets) to be the same as we would have paid had we not had the Pre-IPO Tax Assets available to offset our federal taxable income. As a result, stockholders who are not Pre-IPO Existing Stockholders will not be entitled to the economic benefit of the Pre-IPO Tax Assets that would have been available if the TRA were not in effect (except to the extent of our continuing 15% interest in the Pre-IPO Tax Assets).

## **Cash Flows**

### ***Operating Activities***

Cash provided by operating activities for the year ended December 31, 2016 was \$699 million and consisted of net income from continuing operations of \$241 million, adjustments for non-cash and other items of \$557 million and a decrease in cash from changes in operating assets and liabilities of \$99 million. The adjustments for non-cash and other items consist primarily of \$414 million of depreciation and amortization, \$56 million in amortization of upfront incentive consideration, \$49 million of stock-based compensation expense, and \$48 million of deferred income taxes, partially offset by \$26 million of litigation-related credits. The decrease in cash from changes in operating assets and liabilities of \$99 million was primarily the result of \$83 million used for capitalized implementation costs, \$71 million used for upfront incentive consideration, a \$13 million increase in accounts receivable, and a \$12 million increase in prepaid expenses and other assets. These decreases were partially offset by an increase of \$57 million in accounts payable and other accrued liabilities and an increase of \$23 million in deferred revenue primarily due to upfront solution fees.

Cash provided by operating activities for the year ended December 31, 2015 was \$529 million and consisted of net income from continuing operations of \$235 million, adjustments for non-cash and other items of \$455 million and a decrease in cash from changes in operating assets and liabilities of \$160 million. The adjustments for non-cash and other items consist primarily of \$351 million of depreciation and amortization, \$97 million of deferred taxes, \$44 million in amortization of upfront incentive consideration, \$39 million loss on extinguishment of debt, \$30 million of stock-based compensation and a \$29 million dividend received from SAPPL prior to the acquisition; partially offset by the \$78 million gain on the remeasurement of our previously-held interest in Abacus and \$61 million of litigation-related credits. The decrease in cash from changes in operating assets and liabilities was primarily the result of a \$67 million increase in other assets, mainly driven by deferred customer discounts, \$64 million used for upfront incentive consideration and \$63 million used for capitalized implementation costs; partially offset by an increase in accrued compensation and related benefits of \$18 million and a decrease in accounts and other receivables of \$11 million.

Cash provided by operating activities for the year ended December 31, 2014 was \$388 million and consisted of net income from continuing operations of \$111 million, adjustments for non-cash and other items of \$359 million and a decrease in cash from changes in operating assets and liabilities of \$82 million. The adjustments for non-cash and other items consist primarily of \$290 million of depreciation and amortization, \$45 million in amortization of upfront incentive consideration, \$34 million loss on extinguishment of debt and \$20 million of stock-based compensation expense; partially offset by \$42 million of litigation related credits and \$12 million of joint venture equity income. The decrease in cash from changes in operating assets and liabilities was primarily the result of a \$79 million increase in other assets primarily due to a \$50 million payment made to American Airlines in conjunction with the new Airline Solutions contract, \$51 million used for upfront incentive consideration, and \$38 million used for capitalized implementation costs, partially offset by a \$52 million increase in accounts payable and other accrued liabilities and a \$39 million increase in deferred revenue.

### ***Investing Activities***

For the year ended December 31, 2016, we used cash of \$164 million for the acquisition of the Trust Group and Airpas Aviation and \$328 million on capital expenditures, which includes \$284 million related to software developed for internal use. The use of cash from investing activities was offset by proceeds received from the sale of our available-for-sale securities of \$46 million.

For the year ended December 31, 2015, we used cash of \$442 million to acquire Abacus and \$287 million on capital expenditures, which includes \$233 million related to software developed for internal use.

For the year ended December 31, 2014, we used cash of \$227 million on capital expenditures, which includes \$171 million related to software developed for internal use, and we paid \$32 million related to the acquisition of Genares Worldwide Reservations Services, Ltd., a solutions provider to the hospitality industry.

### ***Financing Activities***

For the year ended December 31, 2016, we used \$190 million for financing activities. Significant highlights of our financing activities include:

- we received proceeds of \$597 million (net of \$3 million discount) from the Term Loan A and used a portion of the proceeds to repay \$350 million of outstanding principal on our Term Loan B and Incremental Term Loan Facility;
- we paid the remaining principal of \$165 million on our senior secured notes due 2016, which matured in March 2016, paid down \$26 million of the term loan outstanding as part of quarterly principal repayments;
- we made draws on our Prior Revolver totaling \$458 million and payments totaling \$458 million resulting in no outstanding balance as of December 31, 2016;
- we made payments of \$13 million for capital leases;
- we paid \$144 million in dividends on our common stock; and
- we received proceeds of \$27 million from the settlement of employee stock-option awards;
- we repurchased 3,980,672 shares of our common stock outstanding totaling \$100 million.

For the year ended December 31, 2015, cash provided from financing activities totaled \$93 million. Significant highlights of our financing activities included:

- in April 2015, we issued \$530 million of our 5.375% senior secured notes due in 2023 and used the net proceeds of \$522 million to redeem all of the \$480 million principal of our senior secured notes due 2019, pay a \$31 million redemption premium and \$2 million make-whole premium;
- in November 2015, we issued \$500 million of 5.25% senior secured notes due 2023 and used the net proceeds of \$494 million to repay \$235 million of the \$400 million senior secured notes due 2016, pay a \$5 million make-whole premium and repurchase 3,400,000 shares of our common stock totaling \$99 million;
- we paid down \$21 million of the term loan outstanding as part of quarterly principal repayments;
- we paid \$99 million in dividends on our common stock; and
- received net proceeds of \$47 million from the settlement of stock-based awards.

For the year ended December 31, 2014, we used \$72 million for financing activities. Significant highlights of our financing activities included:

- we entered into the Repricing Amendments which resulted in proceeds of \$148 million from new lenders which were utilized to repay prior lenders. There was no net change in our outstanding indebtedness as a result of the Repricing Amendments;
- we raised \$672 million net proceeds from our initial public offering and utilized the net proceeds to repay \$296 million aggregate principal amount of our Term Loan C and \$320 million aggregate principal amount of our 2019 Notes;
- we paid down \$37 million of the term loan outstanding as part of quarterly principal repayments;
- we paid \$30 million in debt-related costs including a \$27 million prepayment fee on our 2019 Notes;
- we paid \$27 million in contingent consideration associated with our acquisition of PRISM in 2012; and
- we paid \$48 million in dividends on our common stock.

### ***Discontinued Travelocity Business***

Cash flows (used in) provided by discontinued operating activities was \$(19) million, less than \$1 million, and \$(206) million for the years ended December 31, 2016, 2015 and 2014, respectively. The increase in cash flows used by discontinued operating activities for the year ended December 31, 2016 compared to 2015 is primarily due to a tax benefit associated with the resolution of uncertain tax positions. The cash flows provided by discontinued operating activities in the year ended December 31, 2015 was primarily due to a \$30 million refund received from the State of Hawaii associated with a favorable ruling in hotel occupancy tax

litigation, offset by cash used to wind down the discontinued business. The cash flows used in discontinued operating activities in the year ended December 31, 2014, were primarily to pay down operating liabilities, mainly associated with travel supplier liabilities.

Cash flows provided by discontinued investing activities for the year ended December 31, 2015 totaled \$279 million which consisted of \$280 million in proceeds from the sale of Travelocity.com, partially offset by \$1 million in capital expenditures associated with lastminute.com prior to its sale.

As a result of our completed divestiture of the Travelocity segment, we do not expect our discontinued operations to have material ongoing liquidity requirements. See Note 15, Commitments and Contingencies, regarding litigation and other contingencies associated with our discontinued Travelocity segment.

## Contractual Obligations

As of December 31, 2016, our contractual obligations were as follows (in thousands):

	Payments Due by Period						Total
	2017	2018	2019	2020	2021	Thereafter	
Total debt <sup>(1)</sup>	\$ 243,108	\$ 724,934	\$1,777,653	\$ 59,195	\$ 54,738	\$1,125,231	\$3,984,859
Headquarters mortgage <sup>(2)</sup>	80,895	—	—	—	—	—	80,895
Operating lease obligations <sup>(3)</sup>	29,398	26,498	23,037	20,479	17,671	39,927	157,010
IT outsourcing agreement <sup>(4)</sup>	181,453	173,561	144,108	136,117	122,366	210,067	967,672
Purchase orders <sup>(5)</sup>	326,033	3,298	1,307	1,333	—	—	331,971
Letters of credit <sup>(6)</sup>	34,796	55	143	—	—	—	34,994
Unrecognized tax benefits <sup>(7)</sup>	—	—	—	—	—	—	71,176
Tax Receivable Agreement <sup>(8)</sup>	100,501	—	—	—	—	—	394,763
Total contractual cash obligations <sup>(9)</sup>	<u>\$ 996,184</u>	<u>\$ 928,346</u>	<u>\$1,946,248</u>	<u>\$ 217,124</u>	<u>\$ 194,775</u>	<u>\$1,375,225</u>	<u>\$6,023,340</u>

- (1) Includes all interest and principal of borrowings under our senior secured credit facilities, senior secured notes due 2023 and capital lease obligations. Under certain circumstances, we are required to pay a percentage of the excess cash flow, if any, generated each year to our lenders which obligation is not reflected in the table above. Interest on the term loan is based on the LIBOR rate plus a base margin and includes the effect of interest rate swaps. For purposes of this table, we have used projected LIBOR rates for all future periods. See Note 7, Debt, to our consolidated financial statements.
- (2) Includes all interest and principal related to our mortgage facility, which matures on April 1, 2017. See Note 7, Debt, to our consolidated financial statements.
- (3) We lease approximately one million square feet of office space in 114 locations in 53 countries. Lease payment escalations are based on fixed annual increases, local consumer price index changes or market rental reviews. We have renewal options of various term lengths in 89 leases. We have no purchase options and no restrictions imposed by our leases concerning dividends or additional debt.
- (4) Represents minimum amounts due to HPE under the terms of an outsourcing agreement through which HPE manages a significant portion of our information technology systems. Actual payments may vary significantly from the minimum amounts presented.
- (5) Purchase obligations represent an estimate of all open purchase orders and contractual obligations in the ordinary course of business for which we have not received the goods or services as of December 31, 2016. Although open purchase orders are considered enforceable and legally binding, the terms generally allow us the option to cancel, reschedule and adjust our requirements based on our business needs prior to the delivery of goods or performance of services.
- (6) Our letters of credit consist of stand-by letters of credit, underwritten by a group of lenders, which we primarily issue for certain regulatory purposes as well as to certain hotel properties to secure our payment for hotel room transactions. The contractual expiration dates of these letters of credit are shown in the table above. There were no claims made against any stand-by letters of credit during the years ended December 31, 2016, 2015 and 2014.
- (7) Unrecognized tax benefits include associated interest and penalties. The timing of related cash payments for substantially all of these liabilities is inherently uncertain because the ultimate amount and timing of such liabilities is affected by factors which are variable and outside our control.
- (8) We paid \$101 million, including interest, under our TRA in January 2017. See Note 6, Income Taxes, to our consolidated financial statements and “—Tax Receivable Agreement.” The exact timing of future payments under the TRA is uncertain and dependent on the timing of the realization of taxable income.
- (9) Excludes pension obligations, see Note 13, Pension and Other Postretirement Benefit Plans, to our consolidated financial statements.

## Off Balance Sheet Arrangements

We had no off balance sheet arrangements during the years ended December 31, 2016, 2015 and 2014.

## Recent Accounting Pronouncements

In August 2016, the FASB issued an updated guidance on how companies present and classify certain cash receipts and cash payments in the statement of cash flows. The updated guidance is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years for public business entities. Early adoption is permitted in any interim or annual period provided that the entire ASU is adopted. We early adopted this standard effective fourth quarter of 2016, which did not have a material impact on our consolidated financial statements.

In March 2016, the FASB issued an updated guidance to simplify accounting for share-based payments. The amendments of the updated standard include, among other things, the requirement to recognize excess tax benefits (or deficiencies) through earnings, the election of a policy to either estimate forfeitures when determining periodic expense or recognize actual forfeitures when they occur, and an increase in the allowable income tax withholding from the minimum to the maximum statutory rate. The updated guidance is effective for fiscal years beginning after December 15, 2016, and interim periods within those years for public business entities. Early adoption is permitted in any interim or annual period provided that the entire ASU is adopted. We early adopted this updated guidance in the first quarter of 2016. See Note 1, Summary of Business and Significant Accounting Policies, to our consolidated financial statements.

In February 2016, the FASB issued an updated guidance requiring organizations that lease assets—referred to as "lessees"—to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases, when the lease has a term of more than 12 months. The updated standard is effective for public companies for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. We are currently evaluating the impact of this standard on our consolidated financial statements.

In January 2016, the FASB issued an updated guidance on accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure for financial instruments. Under this updated standard, entities must measure equity investments at fair value and recognize changes in fair value in net income. For equity investments without readily determinable fair values, entities have the option to either measure these investments at fair value or at cost adjust for changes in observable prices less impairment. The updated guidance does not apply to equity method investments or investments in consolidated subsidiaries. This new standard is effective for public companies for annual periods, including interim periods, beginning after December 15, 2017. We do not expect that the adoption of this updated standard will have a material impact to our consolidated financial statements.

In April 2015, the FASB issued new guidance on a customer's accounting for fees paid in a cloud computing arrangement. Prior to this standard, there was no specific guidance under GAAP on accounting for these fees from the customer's perspective. Under the new standard, customers will apply the same criteria as vendors to determine whether a cloud computing agreement contains a software license or is solely a service contract. This new standard is effective for public companies for annual periods, including interim periods, beginning after December 15, 2015. We adopted this standard prospectively in the first quarter of 2016, which did not have a material impact on our consolidated financial statements.

In August 2014, the FASB issued new guidance which requires management to assess a company's ability to continue as a going concern within one year from the financial statement issuance date and to provide related footnote disclosures in certain circumstances. The assessment is required to be performed for each reporting period including interim periods. The new standard applies to all companies and is effective for the annual period ending after December 15, 2016, and all annual and interim periods thereafter. We adopted this standard in the fourth quarter of 2016, and its adoption did not have an impact on our consolidated financial statements.

In June 2014, the FASB issued final guidance that a performance target in a share-based payment that affects vesting and that could be achieved after the requisite service period should be accounted for as a performance condition. The guidance was issued to resolve diversity in practice. The standard is effective for annual and interim reporting periods beginning after December 15, 2015. We adopted this standard in the first quarter of 2016, and its adoption did not have a material impact on our consolidated financial statements.

In May 2014, the FASB issued a comprehensive update to revenue recognition guidance that will replace current standards. Under the updated standard, revenue is recognized when a company transfers promised goods or services to customers in an amount that reflects the consideration that is expected to be received for those goods and services. The updated standard also requires additional disclosures on the nature, timing, and uncertainty of revenue and related cash flows. On July 9, 2015, the FASB approved to defer the effective date of the new standard which is now effective for annual and interim reporting periods beginning after December 15, 2017. Based on our initial assessment, we expect to adopt this new standard using the modified retrospective transition method that will result in a cumulative adjustment as of the date of the adoption. Upon initial evaluation, we believe the allocation of contract revenues between various products and solutions, and the timing of when those revenues are recognized will be impacted primarily due to accounting for variable consideration within the standard. Additionally, the requirement to defer incremental costs to obtain a contract, and recognize them over the contract period or expected customer life will result in the recognition of a deferred charge on our balance sheet and will impact our Airline Solutions and Hospitality Solutions business. We are continuing to evaluate all of the provisions of each of these standards, and their impacts to our current accounting policies, processes, controls and systems.

## **Critical Accounting Estimates**

This discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect our reported assets and liabilities, revenues and expenses and other financial information. Actual results may differ significantly from these estimates, and our reported financial condition and results of operations could vary under different assumptions and conditions. In addition, our reported financial condition and results of operations could vary due to a change in the application of a particular accounting standard.

Our accounting policies that include significant estimates and assumptions include: (i) estimation for revenue recognition and multiple-element arrangements, (ii) collectability of accounts receivable, (iii) amounts for future cancellations of bookings processed through our GDS, (iv) determination of the fair value of assets and liabilities acquired in a business combination, (v) the evaluation of the recoverability of the carrying value of long-lived assets and goodwill, (vi) assumptions utilized to test recoverability of capitalized implementation costs, (vii) amortization of deferred customer advances and discounts, and (viii) the evaluation of uncertainties surrounding the calculation of our tax assets and liabilities. We regard an accounting estimate underlying our financial statements as a “critical accounting estimate” if the accounting estimate requires us to make assumptions about matters that are uncertain at the time of estimation and if changes in the estimate are reasonably likely to occur and could have a material effect on the presentation of financial condition, changes in financial condition, or results of operations.

We have included below a discussion of the accounting policies involving material estimates and assumptions that we believe are most critical to the preparation of our financial statements, how we apply such policies and how results differing from our estimates and assumptions would affect the amounts presented in our financial statements. We have discussed the development, selection and disclosure of these accounting policies with our Audit Committee. Although we believe these policies to be the most critical, other accounting policies also have a significant effect on our financial statements and certain of these policies also require the use of estimates and assumptions. For further information about our significant accounting policies, see Note 1, Summary of Business and Significant Accounting Policies, to our consolidated financial statements.

### ***Revenue Recognition and Multiple-Element Arrangements***

Our agreements with customers of our Airline and Hospitality Solutions business may have multiple deliverables which generally include software solutions through SaaS and hosted delivery, professional service fees and implementation services. In addition, from time to time, we enter into agreements with customers to provide access to Travel Network’s GDS and, at or near the same time, enter into a separate agreement to provide software solutions through SaaS and hosted delivery. Due to these multiple-element arrangements, revenue recognition involves judgment, including estimates of the selling prices of goods and services, assessments of the likelihood of nonpayment and estimates of total costs and costs to complete a project.

The professional and implementation services are generally performed in the early stages of the agreements. Access to our GDS is provided over the full term of the contract. Software solutions through SaaS and hosted delivery are often not provided until implementation services are completed. We evaluate revenue recognition for agreements with customers which generally are represented by individual contracts but could include groups of contracts if the contracts are executed at or near the same time. Typically, access to our GDS and our professional service fees are separated from the implementation and software hosting services. We account for separable elements on an individual basis with value assigned to each element based on its relative selling price. A comprehensive market analysis is performed on a periodic basis to determine the range of selling prices for each product and service. In making these judgments we analyze various factors, including competitive landscapes, value differentiators, continuous monitoring of market prices, customer segmentation and overall market and economic conditions. Based on these results, estimated selling prices are set for each product and service delivered to customers. Changes in judgments related to these items, or deterioration in industry or general economic conditions, could materially impact the timing and amount of revenue and costs recognized. Revenue for professional service fees is generally recognized as the services are performed and revenue for implementation services, access to our GDS and SaaS and hosted services is generally recognized on a transaction basis over the term of the agreement.

### ***Accounts Receivable and Air Booking Cancellation Reserve***

We evaluate the collectability of our accounts receivable based on a combination of factors. In circumstances where we are aware of a specific customer’s inability to meet its financial obligations to us (e.g., bankruptcy filings, failure to pay amounts due to us or others), we record a specific reserve for bad debts against amounts due to reduce the net recorded receivable to the amount we reasonably believe will be collected. For all other customers, we record reserves for bad debts based on past write-off history (average percentage of receivables written off historically) and the length of time the receivables are past due.

Transaction revenue for airline travel reservations is recognized by Travel Network at the time of the booking of the reservation, net of estimated future cancellations. Cancellations prior to the day of departure are estimated based on the historical level of cancellation rates, adjusted to take into account any recent factors which could cause a change in those rates. In circumstances where expected cancellation rates or booking behavior changes, our estimates are revised, and in these circumstances, future cancellation rates could vary materially, with a corresponding variation in revenue net of estimated future cancellations. Factors



that could have a significant effect on our estimates include global security issues, epidemics or pandemics, natural disasters, general economic conditions, the financial condition of travel suppliers, and travel related accidents.

### ***Business Combinations***

Authoritative guidance for business combinations requires us to recognize separately from goodwill the assets acquired and the liabilities assumed at their acquisition date fair values. Goodwill as of the acquisition date is measured as the excess of consideration transferred over the net of the acquisition date fair values of the assets acquired and the liabilities assumed. While we use our best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date as well as contingent consideration, where applicable, our estimates are inherently uncertain and, as a result, actual results may differ from estimates.

Accounting for business combinations requires our management to make significant estimates and assumptions, especially at the acquisition date including our estimates for intangible assets, contractual obligations assumed, pre-acquisition contingencies, contingent consideration, where applicable and previously-held investment interests. Although we believe the assumptions and estimates we have made in the past have been reasonable and appropriate, they are based in part on historical experience and information obtained from the management of the acquired companies and are inherently uncertain.

Examples of critical estimates in valuing certain of the intangible assets we have acquired include, but are not limited to: future expected cash flows, support agreements, consulting contracts, other customer contracts, acquired developed technologies and patents; the acquired company's brand and competitive position, as well as assumptions about the period of time the acquired brand will continue to be used in the combined company's product portfolio; and discount rates. Unanticipated events and circumstances may occur that may affect the accuracy or validity of such assumptions, estimates or actual results.

For a given acquisition, we may identify certain pre-acquisition contingencies as of the acquisition date and may extend our review and evaluation of these pre-acquisition contingencies throughout the measurement period in order to obtain sufficient information to assess whether we include these contingencies as a part of the fair value estimates of assets acquired and liabilities assumed and, if so, to determine their estimated amounts. If we cannot reasonably determine the fair value of a pre-acquisition contingency (non-income tax related) by the end of the measurement period, which is generally the case given the nature of such matters, we will recognize an asset or a liability for such pre-acquisition contingency if: (i) it is probable that an asset existed or a liability had been incurred at the acquisition date and (ii) the amount of the asset or liability can be reasonably estimated. Subsequent to the measurement period, changes in our estimates of such contingencies will affect earnings and could have a material effect on our results of operations and financial position.

Depending on the circumstances, the fair value of contingent consideration is determined based on management's best estimate of fair value given the specific facts and circumstances of the contractual arrangement, considering the likelihood of payment, payment terms and management's best estimates of future performance results on the acquisition date, if applicable.

In addition, uncertain tax positions and tax related valuation allowances assumed in connection with a business combination are initially estimated as of the acquisition date. We reevaluate these items quarterly based upon facts and circumstances that existed as of the acquisition date with any adjustments to our preliminary estimates being recorded to goodwill if identified within the measurement period. Subsequent to the measurement period or our final determination of the tax allowance's or contingency's estimated value, whichever comes first, changes to these uncertain tax positions and tax-related valuation allowances will affect our provision for income taxes in our consolidated statement of operations and could have a material impact on our results of operations and financial position.

### ***Goodwill and Long-Lived Assets***

We evaluate goodwill for impairment on an annual basis or when impairment indicators exist. We begin our evaluation with a qualitative assessment of whether it is more likely than not that a reporting unit's fair value is less than its carrying value before applying the two-step goodwill impairment model described below. If it is determined through the qualitative assessment that a reporting unit's fair value is more likely than not greater than its carrying value, the remaining impairment steps are unnecessary. Otherwise, we perform a comparison of the estimated fair value of the reporting unit to which the goodwill has been assigned to the sum of the carrying value of the assets and liabilities of that unit. If the sum of the carrying value of the assets and liabilities of a reporting unit exceeds the estimated fair value of that reporting unit, the carrying value of the reporting unit's goodwill is reduced to its implied fair value through an adjustment to the goodwill balance, resulting in an impairment charge. Goodwill was assigned to each reporting unit based on that reporting unit's percentage of enterprise value as of the date of the acquisition of Sabre Corporation by TPG and Silver Lake plus goodwill associated with acquisitions since that time. We have three reporting units associated with our continuing operations: Travel Network, Airline Solutions and Hospitality Solutions.

The fair values used in our evaluation are estimated using a combined approach based upon discounted future cash flow projections and observed market multiples for comparable businesses. The cash flow projections are based upon a number of assumptions, including risk-adjusted discount rates, future booking and transaction volume levels, future price levels, rates of growth in our consumer and corporate direct booking businesses and rates of increase in operating expenses, cost of revenue and taxes.

Additionally, in accordance with authoritative guidance on fair value measurements, we made a number of assumptions, including assumptions related to market participants, the principal markets and highest and best use of the reporting units. We did not record any goodwill impairment charges for the year ended December 31, 2016 and 2015. Goodwill related to our other reporting units totaled \$2,548 million as of December 31, 2016. Changes in the assumptions used in our impairment testing may result in future impairment losses which could have a material impact on our results of operations. A change of 10% in the future cash flow projections, risk-adjusted discount rates, and rates of growth used in our fair value calculations would not result in impairment of the remaining goodwill for any of our reporting units.

Definite-lived intangible assets are assigned depreciable lives of two to thirty years, depending on classification, and are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of definite-lived intangible assets used in combination to generate cash flows largely independent of other assets may not be recoverable. If impairment indicators exist for definite-lived intangible assets, the undiscounted future cash flows associated with the expected service potential of the assets are compared to the carrying value of the assets. If our projection of undiscounted future cash flows is in excess of the carrying value of the intangible assets, no impairment charge is recorded. If our projection of undiscounted cash flows is less than the carrying value, the intangible assets are then measured at fair value and an impairment charge is recorded based on the excess of the carrying value of the assets over its fair value. We also evaluate the need for additional impairment disclosures based on our Level 3 inputs. For fair value measurements categorized within Level 3 of the fair value hierarchy, we disclose the valuation processes used by the reporting entity. We did not record material intangible asset impairment charges for the years ended December 31, 2016, 2015 and 2014.

The most significant assumptions used in the discounted cash flows calculation to determine the fair value of our reporting units in connection with impairment testing include: (i) the discount rate, (ii) the expected long-term growth rate and (iii) annual cash flow projections. See Note 9, Fair Value Measurements, to our consolidated financial statements.

#### ***Capitalized Implementation Costs***

Capitalized implementation costs represents upfront costs to implement new customer contracts under our SaaS and hosted revenue model. Capitalized implementation costs are amortized on a straight-line basis over the related contract term, ranging from three to ten years, as they are recoverable through deferred or future revenues associated with the relevant contract. These assets are reviewed for recoverability on a periodic basis or when an event occurs that could impact the recoverability of the assets, such as a significant contract modification or early renewal of contract terms. Recoverability is measured based on the future estimated revenue and direct costs of the contract compared to the capitalized implementation costs. We record an impairment charge for the portion of the asset considered unrecoverable in the period identified, while considering the uncertainties associated with these types of contracts and judgments made in estimating revenue and direct costs.

#### ***Deferred Advances to Customers and Customer Discounts***

Deferred advances to customers and customer discounts are amortized in future periods as the related revenue is earned. The assets are reviewed for recoverability based on future contracted revenues and estimated direct costs of the contract when a significant event occurs that could impact the recoverability of the assets, such as a significant contract modification or early renewal of contract terms. Contracts are priced to generate total revenues over the life of the contract that exceed any discounts or advances provided and any upfront costs incurred to implement the customer contract.

#### ***Income and Non-Income Taxes***

We recognize deferred tax assets and liabilities based on the temporary differences between the financial statement carrying amounts and the tax bases of assets and liabilities. We regularly review deferred tax assets by jurisdiction to assess their potential realization and establish a valuation allowance for portions of such assets that we believe will not be ultimately realized. In performing this review, we make estimates and assumptions regarding projected future taxable income, the expected timing of the reversals of existing temporary differences and the implementation of tax planning strategies. A change in these assumptions could cause an increase or decrease to the valuation allowance resulting in an increase or decrease in the effective tax rate, which could materially impact our results of operations. At year end, we had a valuation allowance on certain loss carryforwards based on our assessment that it is more likely than not that the deferred tax asset will not be realized. We believe that our estimates for the valuation allowances against deferred tax assets are appropriate based on current facts and circumstances.

We believe that it is more likely than not that the benefit from certain non-U.S. deferred tax assets will not be realized. As a result, we established and maintain a valuation allowance on the non-U.S. deferred tax assets of our lastminute.com and other non-US subsidiaries of \$72 million and \$81 million as of December 31, 2016 and 2015, respectively. We reassess these assumptions regularly, which could cause an increase or decrease to the valuation allowance resulting in an increase or decrease in the effective tax rate, and could materially impact our results of operations.

As of December 31, 2016, we had approximately \$721 million of NOLs for U.S. federal income tax purposes. As a result of an ownership change during 2007 and 2015 (as defined in Section 382 of the Code which imposes an annual limit on the ability of a corporation to use certain tax attributes), all of the U.S. tax NOLs and credit carryforwards are subject to an annual limitation on

their ability to be utilized. However, we expect that Section 382 will not limit our ability to fully realize the tax benefits. Approximately \$664 million of these NOLs are tax benefits subject to the TRA, which provides for the payment by us of 85% of the amount of cash savings, if any, in U.S. federal income tax that we and our subsidiaries are deemed to realize as a result of the utilization of tax benefits.

We operate in numerous countries where our income tax returns are subject to audit and adjustment by local tax authorities. Because we operate globally, the nature of the uncertain tax positions is often very complex and subject to change, and the amounts at issue can be substantial. It is inherently difficult and subjective to estimate such amounts, as we have to determine the probability of various possible outcomes. We re-evaluate uncertain tax positions on a quarterly basis. This evaluation is based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, effectively settled issues under audit, and new audit activity. At December 31, 2016 and 2015, we had a liability, including interest and penalty, of \$71 million and \$86 million, respectively, for unrecognized tax benefits, which would affect our effective tax rate if recognized. Such a change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### *Market Risk Management*

Market risk is the potential loss from adverse changes in: (i) prevailing interest rates, (ii) foreign exchange rates, (iii) credit risk and (iv) inflation. Our exposure to market risk relates to interest payments due on our long-term debt, Revolver, derivative instruments, income on cash and cash equivalents, accounts receivable and payable and travel supplier liabilities and related deferred revenue. We manage our exposure to these risks through established policies and procedures. We do not engage in trading, market making or other speculative activities in the derivatives markets. Our objective is to mitigate potential income statement, cash flow and fair value exposures resulting from possible future adverse fluctuations in interest and foreign exchange rates.

### *Interest Rate Risk*

As of December 31, 2016, our exposure to interest rates relates primarily to our interest rate swaps, our senior secured debt and our borrowings on our Revolver. Offsetting some of this exposure is interest income received from our money market funds. The objectives of our investment in money market funds are (i) preservation of principal, (ii) liquidity and (iii) yield. If future short-term interest rates averaged 10% lower than they were during the year ended December 31, 2016, the impact to our interest income from money market funds would not be material. This amount was determined by applying the hypothetical interest rate change to our average money market funds invested.

In the fourth quarter of 2014, we entered into interest rate swaps that effectively convert \$750 million of floating interest rate senior secured debt into a fixed rate obligation. The terms of the outstanding and matured interest rate swaps relevant to the years ended December 31, 2016, 2015, and 2014 were as follows:

	Notional Amount	Interest Rate Received	Interest Rate Paid	Effective Date	Maturity Date
Outstanding:	\$750 million	1 month LIBOR	2.19%	December 30, 2016	December 29, 2017
	\$750 million	1 month LIBOR	2.61%	December 29, 2017	December 31, 2018
Matured:	\$400 million	1 month LIBOR	2.03%	July 29, 2011	September 30, 2014
	\$350 million	1 month LIBOR	2.51%	April 30, 2012	September 30, 2014
	\$750 million	1 month LIBOR	1.48%	December 31, 2015	December 30, 2016

Since outstanding balances under our senior secured credit facilities incur interest at rates based on LIBOR, subject to a 1.00% floor, increases in short-term interest rates would not impact our interest expense until LIBOR exceeded 1.00%. If our mix of interest rate-sensitive assets and liabilities changes significantly, we may enter into additional derivative transactions to manage our net interest rate exposure. The fair value of these interest rate swaps was a liability of \$16 million and \$14 million at December 31, 2016 and 2015, respectively.

### *Foreign Currency Risk*

We conduct various operations outside the United States, primarily in Asia Pacific, Europe and Latin America. Our foreign currency risk is primarily associated with operating expenses. During the year ended December 31, 2016, foreign currency operations included \$211 million of revenue and \$666 million of operating expenses, representing approximately 6% and 23% of our total revenue and operating expenses, respectively, including the impact of our Abacus acquisition on July 1, 2015. During the year ended December 31, 2015, foreign currency operations included \$178 million of revenue and \$481 million of operating expenses, representing approximately 6% and 19% of our total revenue and operating expenses, respectively.

The principal foreign currencies involved include the Euro, the Singapore Dollar, the British Pound Sterling, the Polish Zloty, the Indian Rupee and the Australian Dollar. Our most significant foreign currency denominated operating expenses is in the Euro, which comprised approximately 7% and 6% of our operating expenses for each of the years ended December 31, 2016 and 2015, respectively. In recent years, exchange rates between these currencies and the U.S. dollar have fluctuated significantly and may continue to do so in the future. During times of volatile currency movements, this risk can impact our earnings. To reduce the impact of this earnings volatility, we hedge our foreign currency exposure in our operating expenses by entering into foreign currency forward contracts on several of our largest exposures, including the Euro, the British Pound Sterling, the Polish Zloty, the Indian Rupee and the Australian Dollar. In 2016, we hedged approximately 24% of our exposure in foreign currency operating expenses. In addition, approximately 32% of our exposure in foreign currency operating expenses is naturally hedged by foreign currency cash receipts associated with foreign currency revenue. In 2016, we began hedging of our foreign currency exposure in operating expenses denominated in Singapore Dollars by entering into foreign currency forward contracts.

The notional amounts of our forward contracts totaled \$154 million at December 31, 2016. The forward contracts represent obligations to purchase foreign currencies at a predetermined exchange rate to fund a portion of our expenses that are denominated in foreign currencies. The fair value of these forward contracts recognized in our consolidated balance sheets was a \$7 million and an \$2 million liability as of December 31, 2016 and December 31, 2015, respectively.

We are also exposed to foreign currency fluctuations through the translation of the financial condition and results of operations of our foreign operations into U.S. dollars in consolidation. These gains and losses are recognized as a component of accumulated other comprehensive income (loss) and is included in stockholders' equity. Translation (losses) gains recognized as other comprehensive (loss) income were \$(1) million, \$(4) million and \$8 million for the years ended December 31, 2016, 2015 and 2014, respectively.

### ***Credit Risk***

Our customers are primarily located in the United States, Canada, Europe, Latin America and Asia, and are concentrated in the travel industry.

We generate a significant portion of our revenues and corresponding accounts receivable from services provided to the commercial air travel industry. As of December 31, 2016 and 2015, approximately \$274 million or 74% and \$252 million or 72%, respectively, of our trade accounts receivable were attributable to these customers, in each case excluding balances associated with our discontinued Travelocity segment. Our other accounts receivable are generally due from other participants in the travel and transportation industry. Substantially all of our accounts receivable represents trade balances. We generally do not require security or collateral from our customers as a condition of sale. See "Risk Factors—Our travel supplier customers may experience financial instability or consolidation, pursue cost reductions, change their distribution model or undergo other changes."

We regularly monitor the financial condition of the air transportation industry. We believe the credit risk related to the air carriers' difficulties is significantly mitigated by the fact that we collect a significant portion of the receivables from these carriers through the Airline Clearing House ("ACH") and other similar clearing houses.

As of December 31, 2016, 2015 and 2014, approximately 69%, 57%, and 58%, respectively, of our air customers make payments through the ACH which accounts for approximately 95%, 89% and 95%, respectively, of our air billings. ACH requires participants to deposit certain balances into their demand deposit accounts by certain deadlines, which facilitates a timely settlement process. For these carriers, we believe the use of ACH mitigates our credit risk with respect to airline bankruptcies. For those carriers from which we do not collect payments through the ACH or other similar clearing houses, our credit risk is higher. We monitor these carriers and account for the related credit risk through our normal reserve policies.

### ***Inflation***

Competitive market conditions and the general economic environment have minimized inflation's impact on our results of operations in recent periods. There can be no assurance, however, that our operating results will not be affected by inflation in the future.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

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## Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Sabre Corporation:

We have audited the accompanying consolidated balance sheets of Sabre Corporation as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income, stockholders' equity (deficit), and cash flows for each of the three years in the period ended December 31, 2016. Our audits also included the financial statement schedule listed in the Index at Item 15. These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and the schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Sabre Corporation at December 31, 2016 and 2015, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2016, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

As discussed in Note 1 to the consolidated financial statements, the Company has adopted ASU 2016-09 Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting effective January 1, 2016.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Sabre Corporation's internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) and our report dated February 17, 2017 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Dallas, Texas  
February 17, 2017

## Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Sabre Corporation:

We have audited Sabre Corporation's internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) (the “COSO criteria”). Sabre Corporation's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Sabre Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Sabre Corporation as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income, stockholders' equity (deficit), and cash flows for each of the three years in the period ended December 31, 2016 and our report dated February 17, 2017 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Dallas, Texas  
February 17, 2017

**SABRE CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands, except per share amounts)

	Year Ended December 31,		
	2016	2015	2014
Revenue	\$ 3,373,387	\$ 2,960,896	\$ 2,631,417
Cost of revenue	2,287,662	1,944,050	1,742,478
Selling, general and administrative	626,153	557,077	467,594
Operating income	459,572	459,769	421,345
Other (expense) income:			
Interest expense, net	(158,251)	(173,298)	(218,877)
Loss on extinguishment of debt	(3,683)	(38,783)	(33,538)
Joint venture equity income	2,780	14,842	12,082
Other, net	27,617	91,377	(63,860)
Total other expense, net	(131,537)	(105,862)	(304,193)
Income from continuing operations before income taxes	328,035	353,907	117,152
Provision for income taxes	86,645	119,352	6,279
Income from continuing operations	241,390	234,555	110,873
(Loss) income from discontinued operations, net of tax	5,549	314,408	(38,918)
Net income	246,939	548,963	71,955
Net income attributable to noncontrolling interests	4,377	3,481	2,732
Net income attributable to Sabre Corporation	242,562	545,482	69,223
Preferred stock dividends	—	—	11,381
Net income attributable to common stockholders	\$ 242,562	\$ 545,482	\$ 57,842
Basic net income (loss) per share attributable to common stockholders:			
Income from continuing operations	\$ 0.85	\$ 0.85	\$ 0.41
Income (loss) from discontinued operations	0.02	1.15	(0.16)
Net income (loss) per common share	\$ 0.87	\$ 2.00	\$ 0.24
Diluted net income (loss) per share attributable to common stockholders:			
Income from continuing operations	\$ 0.84	\$ 0.83	\$ 0.39
Income (loss) income from discontinued operations	0.02	1.12	(0.16)
Net income per common share	\$ 0.86	\$ 1.95	\$ 0.23
Weighted-average common shares outstanding:			
Basic	277,546	273,139	238,633
Diluted	282,752	280,067	246,747
Dividend per common share	\$ 0.52	\$ 0.36	\$ 0.18

See Notes to Consolidated Financial Statements.



**SABRE CORPORATION**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(In thousands)

	Year Ended December 31,		
	2016	2015	2014
Net income	\$ 246,939	\$ 548,963	\$ 71,955
Other comprehensive (loss) income, net of tax:			
Foreign currency translation adjustments ("CTA"):			
Foreign CTA (losses) gains, net of tax	(1,265)	(4,382)	7,794
Reclassification adjustment for realized losses on foreign CTA, net of taxes of \$107, \$12,152, and \$0	(198)	(18,558)	—
Net change in foreign CTA (losses) gains, net of tax	<u>(1,463)</u>	<u>(22,940)</u>	<u>7,794</u>
Retirement-related benefit plans:			
Net actuarial (loss), net of taxes of \$9,701, \$2,273 and \$16,296	(17,223)	(4,060)	(28,554)
Amortization of prior service credits, net of taxes of \$518, \$516 and \$516	(914)	(915)	(916)
Amortization of actuarial losses, net of taxes of \$(2,123), \$(2,545) and \$(1,730)	3,748	4,500	3,058
Total retirement-related benefit plans	<u>(14,389)</u>	<u>(475)</u>	<u>(26,412)</u>
Derivatives and available-for-sale securities:			
Unrealized losses (gains), net of taxes of \$2,214, \$5,753 and \$2,604	4,307	(9,642)	(8,797)
Reclassification adjustment for realized (gains) losses, net of taxes of \$1,170, \$(3,312) and \$(2,913)	(13,422)	10,646	4,086
Net change in derivatives and available-for-sale securities, net of tax	<u>(9,115)</u>	<u>1,004</u>	<u>(4,711)</u>
Share of other comprehensive (loss)/income of joint ventures	(697)	(4,921)	3,421
Other comprehensive loss	<u>(25,664)</u>	<u>(27,332)</u>	<u>(19,908)</u>
Comprehensive income	221,275	521,631	52,047
Less: Comprehensive income attributable to noncontrolling interests	<u>(4,377)</u>	<u>(3,481)</u>	<u>(2,732)</u>
Comprehensive income attributable to Sabre Corporation	<u>\$ 216,898</u>	<u>\$ 518,150</u>	<u>\$ 49,315</u>

See Notes to Consolidated Financial Statements.

**SABRE CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except share amounts)

	December 31,	
	2016	2015
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 364,114	\$ 321,132
Accounts receivable, net	400,667	375,789
Prepaid expenses and other current assets	88,600	81,167
Total current assets	853,381	778,088
Property and equipment, net	753,279	627,529
Investments in joint ventures	25,582	24,348
Goodwill	2,548,447	2,440,431
Acquired customer relationships, net	387,632	416,887
Other intangible assets, net	387,805	419,666
Deferred income taxes	95,285	44,464
Other assets, net	673,159	642,214
Total assets	<u>\$ 5,724,570</u>	<u>\$ 5,393,627</u>
<b>Liabilities and stockholders' equity</b>		
Current liabilities		
Accounts payable	\$ 168,576	\$ 138,421
Accrued compensation and related benefits	102,037	99,382
Accrued subscriber incentives	216,011	185,270
Deferred revenues	187,108	165,124
Other accrued liabilities	222,879	221,976
Current portion of debt	169,246	190,315
Tax Receivable Agreement	100,501	—
Total current liabilities	1,166,358	1,000,488
Deferred income taxes	88,957	83,562
Other noncurrent liabilities	567,359	656,093
Long-term debt	3,276,281	3,169,344
Commitments and contingencies (Note 15)		
Stockholders' equity		
Common Stock: \$0.01 par value; 450,000,000 authorized shares; 285,461,125 and 279,082,473 shares issued; 276,949,802 and 274,955,830 shares outstanding at December 31, 2016 and 2015, respectively	2,854	2,790
Additional paid-in capital	2,105,843	2,016,325
Treasury stock, at cost, 8,511,323 and 4,126,643 shares at December 31, 2016 and 2015 respectively	(221,746)	(110,548)
Retained deficit	(1,141,116)	(1,328,730)
Accumulated other comprehensive loss	(122,799)	(97,135)
Noncontrolling interest	2,579	1,438
Total stockholders' equity	625,615	484,140
Total liabilities and stockholders' equity	<u>\$ 5,724,570</u>	<u>\$ 5,393,627</u>

See Notes to Consolidated Financial Statements.

**SABRE CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

	Year Ended December 31,		
	2016	2015	2014
<b>Operating Activities</b>			
Net income	\$ 246,939	\$ 548,963	\$ 71,955
Adjustments to reconcile net income to cash provided by operating activities:			
Depreciation and amortization	413,986	351,480	289,630
Amortization of upfront incentive consideration	55,724	43,521	45,358
Litigation-related credits	(25,527)	(60,998)	(41,672)
Stock-based compensation expense	48,524	29,971	20,094
Allowance for doubtful accounts	10,567	8,558	10,356
Deferred income taxes	48,454	97,225	(3,829)
Joint venture equity income	(2,780)	(14,842)	(12,082)
Dividends received from joint venture investments	640	28,700	2,261
Amortization of debt issuance costs	9,611	6,759	6,316
Debt modification costs	—	—	3,290
Gain on remeasurement of previously-held joint venture interest	—	(78,082)	—
Loss on extinguishment of debt	3,683	38,783	33,538
Other	(5,426)	3,556	6,023
Loss (income) from discontinued operations	(5,549)	(314,408)	38,918
Changes in operating assets and liabilities:			
Accounts and other receivables	(12,949)	10,662	(7,295)
Prepaid expenses and other current assets	(11,809)	(13,255)	6,948
Capitalized implementation costs	(83,405)	(63,382)	(37,811)
Upfront incentive consideration	(70,702)	(63,510)	(50,936)
Other assets	(2,799)	(66,873)	(78,873)
Accrued compensation and related benefits	2,768	18,268	(5,301)
Accounts payable and other accrued liabilities	56,787	8,721	52,128
Deferred revenue including upfront solution fees	22,663	9,390	38,643
Cash provided by operating activities	699,400	529,207	387,659
<b>Investing Activities</b>			
Additions to property and equipment	(327,647)	(286,697)	(227,227)
Acquisitions, net of cash acquired	(164,120)	(442,344)	(31,799)
Proceeds from sale of marketable securities	45,959	—	—
Other investing activities	—	—	235
Cash used in investing activities	(445,808)	(729,041)	(258,791)
<b>Financing Activities</b>			
Proceeds of borrowings from lenders	1,055,000	1,252,000	148,307
Payments on borrowings from lenders	(999,868)	(960,807)	(802,664)
Debt prepayment fees and issuance costs	(11,377)	(52,674)	(30,490)
Acquisition-related contingent consideration paid	—	—	(27,000)
Proceeds from issuance of common stock in initial public offering, net	—	—	672,137
Net proceeds on the settlement of equity-based awards	27,344	47,414	13,809
Cash dividends paid to common stockholders	(144,355)	(98,596)	(47,904)
Repurchase of common stock	(100,000)	(98,770)	—
Other financing activities	(16,769)	4,577	1,860
Cash (used in) provided by financing activities	(190,025)	93,144	(71,945)
<b>Cash Flows from Discontinued Operations</b>			
Cash (used in) provided by operating activities	(19,478)	236	(205,988)
Cash provided by (used in) investing activities	—	278,834	(1,965)
Cash (used in) provided by discontinued operations	(19,478)	279,070	(207,953)
Effect of exchange rate changes on cash and cash equivalents	(1,107)	(6,927)	(1,527)
Increase (decrease) in cash and cash equivalents	42,982	165,453	(152,557)
Cash and cash equivalents at beginning of period	321,132	155,679	308,236
Cash and cash equivalents at end of period	\$ 364,114	\$ 321,132	\$ 155,679
Cash payments for income taxes	\$ 39,032	\$ 27,816	\$ 47,545
Cash payments for interest	\$ 151,495	\$ 154,307	\$ 197,782
Capitalized interest	\$ 13,887	\$ 11,981	\$ 13,412
Preferred shares dividend	\$ —	\$ —	\$ 11,381

See Notes to Consolidated Financial Statements.

**SABRE CORPORATION**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)**  
(In thousands, except share data)

	Temporary Equity		Stockholders' Equity (Deficit)								
	Series A Redeemable Preferred Stock		Common Stock		Additional Paid in Capital	Treasury Stock		Retained Earnings (Deficit)	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount		Shares	Amount				
<b>Balance at December 31, 2013</b>	87,229,703	\$ 634,843	178,633,409	\$ 1,786	\$ 880,619	—	\$ —	\$ (1,785,554)	\$ (49,895)	\$ 508	\$ (952,536)
Comprehensive income	—	—	—	—	—	—	—	69,223	(19,908)	2,732	52,047
Dividends declared	—	—	—	—	—	—	—	(47,904)	—	—	(47,904)
Issuances pursuant to:											
Initial public offering, net of offering costs	—	—	45,080,000	451	671,686	—	—	—	—	—	672,137
Conversion of redeemable preferred stock to common stock	(87,229,703)	(646,224)	40,343,529	403	645,821	—	—	—	—	—	646,224
Settlement of stock-based awards	—	—	4,180,609	42	19,584	437,386	(5,297)	—	—	—	14,329
Accrued preferred shares dividend	—	11,381	—	—	—	—	—	(11,381)	—	—	(11,381)
Stock-based compensation expense	—	—	—	—	29,217	—	—	—	—	—	29,217
Initial recognition of tax receivable agreement liability	—	—	—	—	(321,377)	—	—	—	—	—	(321,377)
Tax effect of initial public offering related costs	—	—	—	—	6,246	—	—	—	—	—	6,246
Dividends paid to non-controlling interest on subsidiary common stock	—	—	—	—	—	—	—	—	—	(2,844)	(2,844)
Acquisition of minority interest	—	—	—	—	—	—	—	—	—	225	225
<b>Balance at December 31, 2014</b>	—	—	268,237,547	2,682	1,931,796	437,386	(5,297)	(1,775,616)	(69,803)	621	84,383
Comprehensive income	—	—	—	—	—	—	—	545,482	(27,332)	3,481	521,631
Dividends declared	—	—	—	—	—	—	—	(98,596)	—	—	(98,596)
Repurchase of common stock	—	—	—	—	—	3,400,000	(98,770)	—	—	—	(98,770)
Settlement of stock-based awards	—	—	10,844,926	108	54,425	289,257	(6,481)	—	—	—	48,052
Tax benefits from stock-based awards	—	—	—	—	—	—	—	—	—	—	—
Stock-based compensation expense	—	—	—	—	30,104	—	—	—	—	—	30,104
Dividends paid to non-controlling interest on subsidiary common stock	—	—	—	—	—	—	—	—	—	(2,664)	(2,664)
<b>Balance at December 31, 2015</b>	—	—	279,082,473	2,790	2,016,325	4,126,643	(110,548)	(1,328,730)	(97,135)	1,438	484,140
Comprehensive income	—	—	—	—	—	—	—	242,562	(25,664)	4,377	221,275
Dividends declared	—	—	—	—	—	—	—	(144,307)	—	—	(144,307)
Repurchase of common stock	—	—	—	—	—	3,980,672	(100,000)	—	—	—	(100,000)
Settlement of stock-based awards	—	—	6,378,652	64	38,602	404,008	(11,198)	—	—	—	27,468
Stock-based compensation expense	—	—	—	—	48,524	—	—	—	—	—	48,524
Dividends paid to non-controlling interest on subsidiary common stock	—	—	—	—	—	—	—	—	—	(3,236)	(3,236)
Adoption of New Accounting Standard	—	—	—	—	2,392	—	—	89,359	—	—	91,751
<b>Balance at December 31, 2016</b>	—	\$ —	285,461,125	\$ 2,854	\$ 2,105,843	8,511,323	\$ (221,746)	\$ (1,141,116)	\$ (122,799)	\$ 2,579	\$ 625,615

See Notes to Consolidated Financial Statements

**SABRE CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Summary of Business and Significant Accounting Policies**

***Description of Business***

Sabre Corporation is a Delaware corporation formed in December 2006. On March 30, 2007, Sabre Corporation acquired Sabre Holdings Corporation ("Sabre Holdings"). Sabre Holdings is the sole subsidiary of Sabre Corporation. Sabre GLOB Inc. ("Sabre GLOB") is the principal operating subsidiary and sole direct subsidiary of Sabre Holdings. Sabre GLOB or its direct or indirect subsidiaries conduct all of our businesses. In these consolidated financial statements, references to "Sabre," the "Company," "we," "our," "ours," and "us" refer to Sabre Corporation and its consolidated subsidiaries unless otherwise stated or the context otherwise requires.

We are a leading technology solutions provider to the global travel and tourism industry. We operate through two business segments: (i) Travel Network, our global travel marketplace for travel suppliers and travel buyers, and (ii) Airline and Hospitality Solutions, an extensive suite of travel industry leading software solutions primarily for airlines and hoteliers.

***Basis of Presentation***

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). We consolidate all majority owned subsidiaries and companies over which we exercise control through majority voting rights. No entities are consolidated due to control through operating agreements, financing agreements, or as the primary beneficiary of a variable interest entity. The consolidated financial statements include our accounts after elimination of all significant intercompany balances and transactions. All dollar amounts in the financial statements and the tables in the notes, except per share amounts, are stated in thousands of U.S. dollars unless otherwise indicated. All amounts in the notes reference results from continuing operations unless otherwise indicated.

The preparation of these annual financial statements in conformity with GAAP requires that certain amounts be recorded based on estimates and assumptions made by management. Actual results could differ from these estimates and assumptions. Our accounting policies, which include significant estimates and assumptions, include, among other things, estimation of the collectability of accounts receivable, amounts for future cancellations of bookings processed through the Sabre GDS, revenue recognition for software arrangements, determination of the fair value of assets and liabilities acquired in a business combination, determination of the fair value of derivatives, the evaluation of the recoverability of the carrying value of intangible assets and goodwill, assumptions utilized in the determination of pension and other postretirement benefit liabilities, estimation of loss contingencies, and evaluation of uncertainties surrounding the calculation of our tax assets and liabilities.

***Adoption of New Accounting Standard***

In the first quarter of 2016, we adopted Accounting Standards Update ("ASU") 2016-09, Improvements to Employee Share-Based Payment Accounting. This guidance was issued by the Financial Accounting Standards Board ("FASB") under their initiative to reduce complexity in financial reporting. The amendments of the updated standard include, among other things, the requirement to recognize excess tax benefits (or deficiencies) through earnings, the election of a policy to either estimate forfeitures when determining periodic expense or recognize actual forfeitures when they occur, and an increase in the allowable income tax withholding from the minimum to the maximum statutory rate.

In recent years, we have realized significant excess tax benefits associated with settled equity-based awards that have not been recognized due to certain accounting policy elections we made under the previous accounting standard, combined with the significant amount of our net operating loss carryforwards. As a result of the adoption of ASU 2016-09, we recorded a cumulative effect adjustment as of January 1, 2016 to increase retained earnings by \$92 million with a corresponding increase to deferred tax assets in order to recognize excess tax benefits that can be used to reduce income taxes payable in the future. Effective January 1, 2016, excess tax benefits or deficiencies are recognized in our results of operations and are included in cash flows from operating activities in our statement of cash flows. In accordance with the updated standard, we elected to recognize actual forfeitures of equity-based awards as they occur. As we previously estimated forfeitures to determine stock-based compensation expense, this change resulted in a cumulative effect adjustment as of January 1, 2016 to reduce retained earnings by \$2 million, net of tax.

For the year ended December 31, 2016, we recognized \$35 million in excess tax benefits associated with employee equity-based awards, as a result of the adoption of this standard. There were no other material impacts to our consolidated financial statements as a result of adopting this updated standard.

***Reclassifications***

We reclassified all of our \$30 million litigation settlement liability as of December 31, 2015 to other accrued liabilities in our consolidated balance sheet to conform to our current period presentation. As of December 31, 2016, our remaining liability associated with this litigation settlement is included in other accrued liabilities and totaled \$5 million.

## **Revenue Recognition**

We employ a number of revenue models across our businesses, depending on the dynamics of the industry segment and the technology on which the revenue is based. Some revenue models are used in multiple businesses. Travel Network primarily employs the transaction revenue model. Airline and Hospitality Solutions primarily employs the SaaS and hosted and professional service fees revenue models, as well as the software licensing fee model to a lesser extent. Contracts with the same customer which are entered into at or around the same period are analyzed for revenue recognition purposes on a combined basis across our businesses which can impact our revenue recognized.

We report revenue net of any revenue based taxes assessed by governmental authorities that are imposed on and concurrent with specific revenue producing transactions.

*Transaction Revenue Model*—This model accounts for substantially all of Travel Network’s revenues. We define a direct billable booking as any booking that generates a fee directly to Travel Network. Transaction fees include, but are not limited to, transaction fees paid by travel suppliers for selling their inventory through the Sabre global distribution system (“GDS”) and transaction fees paid by travel agency subscribers related to their use of the Sabre GDS. Pursuant to this model, a transaction occurs when a travel agency or corporate travel department books, or reserves, a travel supplier’s product on the Sabre GDS. We receive revenue from a travel supplier, travel agency, or corporate travel department depending upon the commercial arrangement represented in each of their contracts. Transaction revenue for airline travel reservations is recognized at the time of the booking of the reservation, net of estimated future cancellations. Our transaction fee cancellation reserve, calculated based on our historical experience, was \$14 million and \$13 million at December 31, 2016 and 2015, respectively. Transaction revenue for car rental, hotel bookings and other travel providers is recognized at the time the reservation is used by the customer. We evaluate whether it is appropriate to record the gross amount of our revenues and related costs by considering a number of factors, including, among other things, whether we are the primary obligor under the arrangement, change the product or perform part of the service and have latitude in establishing prices.

*Software-as-a-Service and Hosted Revenue Model*—SaaS and hosted is the primary revenue model employed by Airline and Hospitality Solutions. In this revenue model, we host software solutions on secure platforms, or deploy it through our SaaS solutions, we maintain the software and manage the related infrastructure. Our customers, which include airlines, airports and hotel companies, pay us an upfront solutions fee and a recurring usage-based fee for the use of the software pursuant to contracts with terms that typically range between three and ten years and generally include minimum annual volume requirements. This usage-based fee arrangement allows our customers to pay for software normally on a monthly basis, to the extent that it is used. Contracts with the same customer which are entered into at or around the same period are analyzed for revenue recognition purposes on a combined basis. Revenue from upfront solution fees is generally recognized over the term of the agreement beginning when the solution is implemented. The amount of periodic usage fees is typically based on a metric relevant to the software’s purpose. We recognize revenue from recurring usage based fees in the period earned, which typically fluctuates based on a real time metric, such as the actual number of passengers boarded or the actual number of hotel bookings made in a given month and may differ from contractual minimums, if applicable.

*Professional Service Fees Revenue Model*—Our SaaS and hosted offerings can be sold as part of multiple element agreements for which we also provide professional services. Our professional services are primarily focused on helping customers achieve better utilization of and return on their software investment. Often we provide these services during the implementation phase of our SaaS solutions. In such cases, we account for professional service revenue separately from upfront solution fees and recurring usage-based fees, with value assigned to each element based on its relative selling price to the total selling price. We perform a market analysis on a periodic basis to determine the range of selling prices for each product and service. Estimated selling prices are set for each product and service delivered to customers. The revenue for professional services is generally recognized over the period the services are performed, once any acceptance criteria is met.

*Software Licensing Fee Revenue Model*—The software licensing fee revenue model is utilized by Airline and Hospitality Solutions. Under this model, we generate revenue by charging customers for the installation and use of our software products. Some contracts under this model generate additional revenue for the maintenance of the software product. When software is sold without associated customization or implementation services, revenue from software licensing fees is recognized when all of the following are met: (i) the software is delivered, (ii) fees are fixed or determinable, (iii) no undelivered elements are essential to the functionality of delivered software, and (iv) collection is probable. When software is sold with customization or implementation services, revenue from software licensing fees is recognized based on the percentage of completion of the customization and implementation services. Fees for software maintenance are recognized ratably over the life of the contract. We are unable to determine vendor specific objective evidence of fair value for software maintenance fees. Therefore, when fees for software maintenance are included in software license agreements, revenue from the software license, customization, implementation and the maintenance are recognized ratably over the related contract term.

## **Incentive Consideration**

Certain service contracts with significant travel agency customers contain booking productivity clauses and other provisions that allow travel agency customers to receive cash payments or other consideration. We establish liabilities for these commitments and recognize the related expense as these travel agencies earn incentive consideration based on the applicable contractual terms.

Periodically, we make cash payments to these travel agencies at inception or modification of a service contract which are capitalized and amortized to cost of revenue over the expected life of the service contract, which is generally three to five years. Deferred charges related to such contracts are recorded in other assets, net on the consolidated balance sheets. The service contracts are priced so that the additional airline and other booking fees generated over the life of the contract will exceed the cost of the incentive consideration provided. Incentive consideration paid to the travel agency represents a commission paid to the travel agency for booking travel on our GDS and the amounts paid to travel agencies represent fair value for the services provided.

### ***Advertising Costs***

The majority of our historical advertising expense related to our discontinued Travelocity segment. Advertising costs are expensed as incurred. We did not have any advertising costs incurred by our discontinued Travelocity segment in 2016 and these costs totaled \$10 million and \$141 million for the years ended, December 31, 2015 and 2014, respectively, which are included in net (loss) income from discontinued operations. Advertising costs incurred by our continuing operations totaled \$24 million, \$19 million and \$17 million for the years ended December 31, 2016, 2015 and 2014, respectively.

### ***Cash and Cash Equivalents and Restricted Cash***

We classify all highly liquid instruments, including money market funds and money market securities with original maturities of three months or less, as cash equivalents.

### ***Allowance for Doubtful Accounts and Concentration of Credit Risk***

We evaluate the collectability of our accounts receivable based on a combination of factors. In circumstances where we are aware of a specific customer's inability to meet its financial obligations to us, such as bankruptcy filings or failure to pay amounts due to us or others, we record a specific reserve for bad debts against amounts due to reduce the recorded receivable to the amount we reasonably believe will be collected. For all other customers, we record reserves for bad debts based on historical experience and the length of time the receivables are past due. We maintained an allowance for doubtful accounts of approximately \$37 million and \$32 million at December 31, 2016 and 2015, respectively.

Effective January 1, 2014, we have recorded specific reserves against all accounts receivable outstanding due to us from all airlines in Venezuela and are deferring the recognition of any future revenues until cash is collected. Accounts receivable outstanding from customers in Venezuela totaled \$19 million and \$14 million as of December 31, 2016 and 2015, which will be recognized as revenue when cash is received.

Our customers are primarily located in the United States, Canada, Europe, Latin America and Asia, and are concentrated in the travel industry. We generate a significant portion of our revenues and corresponding accounts receivable from services provided to the commercial air travel industry. As of December 31, 2016 and 2015, approximately \$274 million, or 74%, and \$252 million, or 72%, respectively, of our trade accounts receivable were attributable to these customers, in each case excluding balances associated with our discontinued Travelocity segment. Our other accounts receivable are generally due from other participants in the travel and transportation industry. Substantially all of our accounts receivable represents trade balances. We generally do not require security or collateral from our customers as a condition of sale.

We regularly monitor the financial condition of the air transportation industry. We believe the credit risk related to the air carriers' difficulties is significantly mitigated by the fact that we collect a significant portion of the receivables from these carriers through the Airline Clearing House ("ACH") and other similar clearing houses. As of December 31, 2016, approximately 69% of our air customers make payments through the ACH which accounts for approximately 95% of our air revenue. For these carriers, we believe the use of ACH mitigates our credit risk with respect to airline bankruptcies. For those carriers from which we do not collect payments through the ACH or other similar clearing houses, our credit risk is higher. We monitor these carriers and account for the related credit risk through our normal reserve policies.

### ***Derivative Financial Instruments***

We recognize all derivatives on the consolidated balance sheets at fair value. If the derivative is designated as a hedge, depending on the nature of the hedge, changes in the fair value of derivatives are offset against the change in fair value of the hedged item through earnings (a "fair value hedge") or recognized in other comprehensive income until the hedged item is recognized in earnings (a "cash flow hedge"). The ineffective portion of the change in fair value of a derivative designated as a hedge is immediately recognized in earnings. For derivative instruments not designated as hedging instruments, the gain or loss resulting from the change in fair value is recognized in current earnings during the period of change. No hedging ineffectiveness was recorded in earnings during the periods presented.

## **Property and Equipment**

Property and equipment are stated at cost less accumulated depreciation and amortization, which is calculated on the straight-line basis. Our depreciation and amortization policies are as follows:

Buildings	Lesser of lease term or 35 years
Leasehold improvements	Lesser of lease term or useful life
Furniture and fixtures	5 to 15 years
Equipment, general office and computer	3 to 5 years
Software developed for internal use	3 to 5 years

We capitalize certain costs related to our infrastructure, software applications and reservation systems under authoritative guidance on software developed for internal use. Capitalizable costs consist of (a) certain external direct costs of materials and services incurred in developing or obtaining internal use computer software and (b) payroll and payroll related costs for employees who are directly associated with and who devote time to our GDS and web-related development projects. Costs incurred during the preliminary project stage or costs incurred for data conversion activities and training, maintenance and general and administrative or overhead costs are expensed as incurred. Costs that cannot be separated between maintenance of, and relatively minor upgrades and enhancements to, internal use software are also expensed as incurred. See Note 5, Balance Sheet Components, for amounts capitalized as property and equipment in our consolidated balance sheets. Depreciation and amortization of property and equipment totaled \$226 million, \$214 million and \$157 million for the years ended December 31, 2016, 2015 and 2014, respectively. Amortization of software developed for internal use, included in depreciation and amortization, totaled \$176 million, \$170 million and \$122 million for the years ended December 31, 2016, 2015 and 2014, respectively.

Property and equipment are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets used in combination to generate cash flows largely independent of other assets may not be recoverable. We did not record any property and equipment impairment charges for the years ended December 31, 2016, 2015 and 2014.

## **Business Combinations**

Business combinations are accounted for under the acquisition method of accounting. Under this method, the assets acquired and liabilities assumed are recognized at their respective fair values as of the date of acquisition. The excess, if any, of the acquisition price over the fair values of the assets acquired and liabilities assumed is recorded as goodwill. For significant acquisitions, we utilize third-party appraisal firms to assist us in determining the fair values for certain assets acquired and liabilities assumed. The measurement of these fair values requires us to make significant estimates and assumptions which are inherently uncertain.

Adjustments to the fair values of assets acquired and liabilities assumed are made until we obtain all relevant information regarding the facts and circumstances that existed as of the acquisition date (the "measurement period"), not to exceed one year from the date of the acquisition. In the third quarter of 2015, we adopted ASU 2015-16, Simplifying the Accounting for Measurement-Period Adjustments, which requires us to recognize measurement-period adjustments in the period in which we determine the amounts, including the effect on earnings of any amounts we would have recorded in previous periods if the accounting had been completed at the acquisition date.

## **Goodwill and Intangible Assets**

Goodwill is the excess of the purchase price over the fair value of identifiable tangible and intangible assets acquired in business combinations. Goodwill is not amortized but are reviewed for impairment on an annual basis or more frequently if events and circumstances indicate the carrying amount may not be recoverable. Definite-lived intangible assets are amortized on a straight-line basis and assigned useful economic lives of two to thirty years, depending on classification. The useful economic lives are evaluated on an annual basis.

We perform our annual assessment of possible impairment of goodwill as of October 1 of each year. We begin with the qualitative assessment of whether it is more likely than not that a reporting unit's fair value is less than its carrying value before applying the two step goodwill impairment model described below. If it is determined through the qualitative assessment that a reporting unit's fair value is more likely than not greater than its carrying value, the remaining impairment steps are unnecessary. Otherwise, we perform a comparison of the estimated fair value of the reporting unit to which the goodwill has been assigned to the sum of the carrying value of the assets and liabilities of that unit. If the sum of the carrying value of the assets and liabilities of a reporting unit exceeds the estimated fair value of that reporting unit, the carrying value of the reporting unit's goodwill is reduced to its implied fair value through an adjustment to the goodwill balance, resulting in an impairment charge. We have three reporting units associated with our continuing operations: Travel Network, Airline Solutions and Hospitality Solutions. Based on our qualitative assessment, we did not record any goodwill impairment charges for the years ended December 31, 2016 and 2015. See Note 4, Goodwill and Intangible Assets, for additional information.



Definite-lived intangible assets are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of definite lived intangible assets used in combination to generate cash flows largely independent of other assets may not be recoverable. If impairment indicators exist for definite-lived intangible assets, the undiscounted future cash flows associated with the expected service potential of the assets are compared to the carrying value of the assets. If our projection of undiscounted future cash flows is in excess of the carrying value of the intangible assets, no impairment charge is recorded. If our projection of undiscounted cash flows is less than the carrying value, the intangible assets are measured at fair value and an impairment charge is recorded based on the excess of the carrying value of the assets to its fair value. We did not record material intangible asset impairment charges for the years ended December 31, 2016, 2015 and 2014. See Note 4, Goodwill and Intangible Assets, for additional information.

### ***Equity Method Investments***

We utilize the equity method to account for our interests in joint ventures and investments in stock of other companies that we do not control but over which we exert significant influence. We periodically evaluate equity and debt investments in entities accounted for under the equity method for impairment by reviewing updated financial information provided by the investee, including valuation information from new financing transactions by the investee and information relating to competitors of investees when available. On July 1, 2015, we completed the acquisition of the remaining 65% interest in Abacus International Pte Ltd, now named Sabre Asia Pacific Pte Ltd ("SAPPL"), a former joint venture, which we previously accounted for under the equity method. In addition to the acquisition in SAPPL, we also own voting interests in various national marketing companies ranging from 20% to 49% , a voting interest of 40% in ESS Elektroniczne Systemy Spzedazy Sp. zo.o, and a voting interest of 20% in Sabre Bulgaria AD and Asiana Sabre, Inc. The carrying value of these investments in joint venture amounts to \$22 million as of December 31, 2016.

### ***Capitalized Implementation Costs***

We incur upfront costs to implement new customer contracts under our SaaS revenue model. We capitalize these costs, including (a) certain external direct costs of materials and services incurred to implement a customer contract and (b) payroll and payroll related costs for employees who are directly associated with and devote time to implementation activities. Capitalized implementation costs are amortized on a straight-line basis over the related contract term, ranging from three to ten years, as they are recoverable through deferred or future revenues associated with the relevant contract. These assets are reviewed for recoverability on a periodic basis or when an event occurs that could impact the recoverability of the assets, such as a significant contract modification or early renewal of contract terms. Recoverability is measured based on the future estimated revenue and direct costs of the contract compared to the capitalized implementation costs. Amortization of capitalized implementation costs, included in depreciation and amortization, totaled \$37 million, \$31 million and \$36 million for the years ended December 31, 2016, 2015 and 2014, respectively.

### ***Deferred Customer Advances and Discounts***

Deferred advances to customers and customer discounts are amortized in future periods as the related revenue is earned. The assets are reviewed for recoverability based on future contracted revenues and estimated direct costs of the contract. Contracts are priced to generate total revenues over the life of the contract that exceed any discounts or advances provided and any upfront costs incurred to implement the customer contract.

### ***Income Taxes***

Deferred income tax assets and liabilities are determined based on differences between financial reporting and income tax basis of assets and liabilities and are measured using the tax rates and laws in effect at the time of such determination. We regularly review our deferred tax assets for recoverability and a valuation allowance is provided when it is more likely than not that some portion or all of a deferred tax asset will not be realized. In assessing the need for a valuation allowance, we make estimates and assumptions regarding projected future taxable income, our ability to carry back operating losses to prior periods, the reversal of deferred tax liabilities and implementation of tax planning strategies. We reassess these assumptions regularly which could cause an increase or decrease to the valuation allowance resulting in an increase or decrease in the effective tax rate, and could materially impact our results of operations.

We recognize liabilities when we believe that an uncertain tax position may not be fully sustained upon examination by the tax authorities. Liabilities are recognized for uncertain tax positions that do not pass a two-step approach for recognition and measurement. First, we evaluate the tax position for recognition by determining if based solely on its technical merits, it is more likely than not to be sustained upon examination. Secondly, for positions that pass the first step, we measure the tax benefit as the largest amount which is more than 50% likely of being realized upon ultimate settlement. We recognize penalties and interest accrued related to income taxes as a component of the provision for income taxes.

### ***Pension and Other Postretirement Benefits***

We recognize the funded status of our defined benefit pension plans and other postretirement benefit plans in our consolidated balance sheets. The funded status is the difference between the fair value of plan assets and the benefit obligation as of the balance sheet date. The fair value of plan assets represents the cumulative contributions made to fund the pension and other postretirement benefit plans which are invested primarily in domestic and foreign equities and fixed income securities. The benefit obligation of our pension and other postretirement benefit plans are actuarially determined using certain assumptions approved by us. The benefit obligation is adjusted annually in the fourth quarter to reflect actuarial changes and may also be adjusted upon the adoption of plan amendments. These adjustments are initially recorded in accumulated other comprehensive income (loss) and are subsequently amortized over the life expectancy of the plan participants as a component of net periodic benefit costs.

### ***Equity-Based Compensation***

We account for our stock awards and options by recognizing compensation expense, measured at the grant date based on the fair value of the award, on a straight-line basis over the award vesting period, giving consideration as to whether the amount of compensation cost recognized at any date is equal to the portion of grant date value that is vested at that date. With the adoption of ASU 2016-09, we recognize equity-based compensation expense net of any actual forfeitures.

We measure the grant date fair value of stock option awards as calculated by the Black-Scholes option-pricing model which requires certain subjective assumptions, including the expected term of the option, the expected volatility of our common stock, risk-free interest rates and expected dividend yield. The expected term is estimated by using the "simplified method" which is based on the midpoint between the vesting date and the expiration of the contractual term. We utilized the simplified method due to the lack of sufficient historical experience under our current grant terms. The expected volatility is based on both the historical volatility of our stock price as well as implied volatilities from exchange traded options on our stock. The expected risk-free interest rates are based on the yields of U.S. Treasury securities with maturities appropriate for the expected term of the stock options. The expected dividend yield was based on the calculated yield on our common stock at the time of grant assuming annual dividends totaling \$0.52 per share for awards granted in 2016.

### ***Foreign Currency***

We remeasure foreign currency transactions into the relevant functional currency and record the foreign currency transaction gains or losses as a component of other, net in our consolidated statements of operations. We translate the financial statements of our non-U.S. dollar functional currency foreign subsidiaries into U.S. dollars in consolidation and record the translation gains or losses as a component of other comprehensive income (loss). Translation gains or losses of foreign subsidiaries related to divested businesses are reclassified into earnings as a component of other, net in our consolidated statements of operations once the liquidation of the respective foreign subsidiaries is substantially complete. The majority of our foreign subsidiaries related to divested businesses are classified as discontinued operations in our consolidated statements of operations.

## Recent Accounting Pronouncements

In August 2016, the FASB issued an updated guidance on how companies present and classify certain cash receipts and cash payments in the statement of cash flows. The updated guidance is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years for public business entities. Early adoption is permitted in any interim or annual period provided that the entire ASU is adopted. We early adopted this standard effective fourth quarter of 2016, which did not have a material impact on our consolidated financial statements.

In March 2016, the FASB issued an updated guidance to simplify accounting for share-based payments. The amendments of the updated standard include, among other things, the requirement to recognize excess tax benefits (or deficiencies) through earnings, the election of a policy to either estimate forfeitures when determining periodic expense or recognize actual forfeitures when they occur, and an increase in the allowable income tax withholding from the minimum to the maximum statutory rate. The updated guidance is effective for fiscal years beginning after December 15, 2016, and interim periods within those years for public business entities. Early adoption is permitted in any interim or annual period provided that the entire ASU is adopted. We early adopted this updated guidance in the first quarter of 2016. See Note 1, Summary of Business and Significant Accounting Policies, to our consolidated financial statements.

In February 2016, the FASB issued an updated guidance requiring organizations that lease assets—referred to as "lessees"—to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases, when the lease has a term of more than 12 months. The updated standard is effective for public companies for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. We are currently evaluating the impact of this standard on our consolidated financial statements.

In January 2016, the FASB issued an updated guidance on accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure for financial instruments. Under this updated standard, entities must measure equity investments at fair value and recognize changes in fair value in net income. For equity investments without readily determinable fair values, entities have the option to either measure these investments at fair value or at cost adjust for changes in observable prices less impairment. The updated guidance does not apply to equity method investments or investments in consolidated subsidiaries. This new standard is effective for public companies for annual periods, including interim periods, beginning after December 15, 2017. We do not expect that the adoption of this updated standard will have a material impact to our consolidated financial statements.

In April 2015, the FASB issued new guidance on a customer's accounting for fees paid in a cloud computing arrangement. Prior to this standard, there was no specific guidance under GAAP on accounting for these fees from the customer's perspective. Under the new standard, customers will apply the same criteria as vendors to determine whether a cloud computing agreement contains a software license or is solely a service contract. This new standard is effective for public companies for annual periods, including interim periods, beginning after December 15, 2015. We adopted this standard prospectively in the first quarter of 2016, which did not have a material impact on our consolidated financial statements.

In August 2014, the FASB issued new guidance which requires management to assess a company's ability to continue as a going concern within one year from the financial statement issuance date and to provide related footnote disclosures in certain circumstances. The assessment is required to be performed for each reporting period including interim periods. The new standard applies to all companies and is effective for the annual period ending after December 15, 2016, and all annual and interim periods thereafter. We adopted this standard in the fourth quarter of 2016, and its adoption did not have an impact on our consolidated financial statements.

In June 2014, the FASB issued final guidance that a performance target in a share-based payment that affects vesting and that could be achieved after the requisite service period should be accounted for as a performance condition. The guidance was issued to resolve diversity in practice. The standard is effective for annual and interim reporting periods beginning after December 15, 2015. We adopted this standard in the first quarter of 2016, and its adoption did not have a material impact on our consolidated financial statements.

In May 2014, the FASB issued a comprehensive update to revenue recognition guidance that will replace current standards. Under the updated standard, revenue is recognized when a company transfers promised goods or services to customers in an amount that reflects the consideration that is expected to be received for those goods and services. The updated standard also requires additional disclosures on the nature, timing, and uncertainty of revenue and related cash flows. On July 9, 2015, the FASB approved to defer the effective date of the new standard which is now effective for annual and interim reporting periods beginning after December 15, 2017. Based on our initial assessment, we expect to adopt this new standard using the modified retrospective transition method that will result in a cumulative adjustment as of the date of the adoption. Upon initial evaluation, we believe the allocation of contract revenues between various products and solutions, and the timing of when those revenues are recognized will be impacted primarily due to accounting for variable consideration within the standard. Additionally, the requirement to defer incremental costs to obtain a contract, and recognize them over the contract period or expected customer life will result in the recognition of a deferred charge on our balance sheet and will impact our Airline Solutions and Hospitality Solutions business. We are continuing to evaluate all of the provisions of each of these standards, and their impacts to our current accounting policies, processes, controls and systems.

## 2. Acquisitions

### *Airpas Aviation*

In April 2016, we completed the acquisition of Airpas Aviation, a software provider and consultancy company which offers route profitability and cost management software solutions. We acquired all of the outstanding stock and ownership interest of Airpas Aviation for net cash consideration of \$9 million. Assets acquired and liabilities assumed were recorded at their estimated fair values as of the acquisition date. The preliminary allocation of purchase price includes \$10 million of assets acquired, primarily consisting of \$4 million of goodwill, not deductible for tax purposes, and \$5 million of intangible assets. The intangible assets consist of \$4 million of acquired customer relationships with a useful life of 10 years and \$1 million of purchased technology with a useful life of 5 years. The preliminary purchase price allocation is subject to change, which is expected to be finalized in the first quarter of 2017. Airpas Aviation has been integrated and is managed as part of our Airline and Hospitality Solutions segment. The acquisition of Airpas Aviation did not have a material impact to our consolidated financial statements, and therefore pro forma information is not presented.

### *Trust Group*

In January 2016, we completed the acquisition of the Trust Group, a central reservations, revenue management and hotel marketing provider, expanding our presence in Europe, the Middle East, and Africa ("EMEA") and Asia Pacific ("APAC"). The net cash consideration for the Trust Group was \$156 million. The acquisition was funded using proceeds from our 5.25% senior secured notes due in 2023 and cash on hand. The Trust Group has been integrated and is managed as part of our Airline and Hospitality Solutions segment.

### *Preliminary Purchase Price Allocation*

The preliminary purchase price allocation is subject to change for deferred income taxes, which is expected to be finalized in the first quarter of 2017. A summary of the acquisition price and fair values of assets acquired and liabilities assumed as of the date of acquisition is as follows (in thousands):

Cash and cash equivalents	\$	4,209
Accounts receivable		10,564
Other current assets		793
Goodwill		102,333
Intangible assets:		
Customer relationships		52,292
Purchased technology		23,362
Trademarks and brand names		2,183
Property and equipment, net		1,556
Current liabilities		(11,152)
Deferred income taxes		(25,766)
Total acquisition price	\$	<u>160,374</u>

The goodwill recognized reflects expected synergies from combined operations and also the acquired assembled workforce of the Trust Group in EMEA and APAC. The goodwill recognized is assigned to our Airline and Hospitality Solutions segment and is not deductible for tax purposes. The weighted-average useful lives of the intangible assets acquired are 13 years for customer relationships, 2 years for purchased technology and 2 years for trademarks and brand names.

The acquisition of the Trust Group did not have a material impact to our consolidated financial statements, and therefore pro forma information is not presented.

### *Abacus*

On July 1, 2015, we completed the acquisition of the remaining 65% interest in Abacus International Pte Ltd, a Singapore-based business-to-business travel e-commerce provider that serves the Asia-Pacific region, which is now named Sabre Asia Pacific Pte Ltd ("SAPPL"). Prior to the acquisition, SAPPL was 65% owned by a consortium of 11 airlines and the remaining 35% was owned by us. Separately, SAPPL has signed new long-term agreements with the consortium of 11 airlines to continue to utilize the GDS. In the third and fourth quarters of 2015, SAPPL completed the acquisition of the remaining interest in three national marketing companies, Abacus Distribution Systems (Hong Kong), Abacus Travel Systems (Singapore) and Abacus Distribution Systems Sdn Bhd (Malaysia) (the "NMCs" and, together with SAPPL, "Abacus"). SAPPL previously owned noncontrolling interests in the NMCs. The net cash consideration for Abacus was \$443 million. The acquisition was funded with a combination of cash on hand and a \$70 million draw on the Prior Revolver, which has since been repaid.

### Purchase Price Allocation

A summary of the acquisition price and estimated fair values of assets acquired and liabilities assumed as of the date of acquisition is as follows (in thousands), which includes estimates for contingent liabilities of \$25 million related to tax uncertainties:

Cash and cash equivalents	\$	65,641
Accounts receivable, net		49,099
Other current assets		12,522
Intangible assets:		
Customer relationships		319,000
Reacquired rights <sup>(1)</sup>		113,500
Purchased technology		14,000
Supplier agreements		13,000
Trademarks and brand names		4,000
Property and equipment, net		6,402
Other assets		66,423
Current liabilities		(123,307)
Noncurrent liabilities		(44,245)
Noncurrent deferred income taxes		(78,054)
Goodwill		292,267
		<u>710,248</u>
Fair value of Sabre Corporation's previously held equity investment in SAPPL		(200,000)
Fair value of SAPPL's previously held equity investment in national marketing companies		(1,880)
Total acquisition price	\$	<u>508,368</u>

<sup>(1)</sup>In connection with the acquisition of Abacus, we reacquired certain contractual rights that provided Abacus the exclusive right, within the Asia-Pacific region, to operate and profit from the Sabre GDS.

In connection with our acquisition of Abacus, we recognized a gain of \$78 million for the year ended December 31, 2015, as a result of the remeasurement of our previously-held 35% equity interest in Abacus to its fair value as of the acquisition date. The fair value of the previously-held equity interest of \$202 million in Abacus was estimated by applying a market approach and an income approach. The fair value measurement of the previously-held equity interest is based on significant inputs not observable in the market, and therefore represents Level 3 measurements (see Note 9, Fair Value, for a description of the fair value hierarchy). The fair value estimate for the previously-held equity interest is based on (i) a discount rate commensurate with the risks and inherent uncertainty in the business, (ii) an assumed long-term sustainable growth rate based on our most recent views of the long-term outlook, and (iii) assumed financial multiples of reporting entities deemed to be similar to Abacus. In addition, we recognized a gain of \$12 million for year the ended December 31, 2015, associated with the settlement of a pre-existing agreement between us and SAPPL related to data processing services. The \$78 million remeasurement gain and the \$12 million settlement gain are reflected in other, net in our consolidated statements of operations.

The goodwill recognized reflects expected synergies from combined operations and also the acquired assembled workforce of Abacus. The goodwill recognized is assigned to our Travel Network business and is not deductible for tax purposes. The useful lives of the intangible assets acquired are 20 years for customer relationships, 7 years for reacquired rights, 3 years for purchased technology, 7 years for supplier agreements and 2 years for trademarks and brand names.

Abacus has been substantially integrated and is managed as part of our Travel Network segment. As part of the integration strategy for Abacus, management evaluated actions to optimize the investment's potential, including the implementation of a restructuring plan to align the acquired business with Travel Network. This plan includes the elimination of redundant positions, centralization of key operations and termination of particular product offerings. Our restructuring accrual associated with this plan was \$2 million and \$7 million as of December 31, 2016 and December 31, 2015, respectively. We made payments of \$1 million per year in 2016 and 2015 and adjusted the balance by \$4 million in 2016 as a result of the reevaluation of our plan derived from a shift in the timing and strategy of originally contemplated actions. The plan is expected to be substantially complete by the first quarter of 2017, and we currently do not expect to incur significant additional charges in connection with the plan.

### Unaudited Pro Forma Financial Information

The following unaudited pro forma results of operations information give effect to the acquisitions of Abacus as if it occurred on January 1, 2014. The unaudited pro forma results of operations information include adjustments to: (i) eliminate historical revenue and cost of revenue between us, SAPPL and the NMCs; (ii) remove historical amortization recognized by SAPPL associated with its upfront incentive consideration and software developed for internal use, which are replaced by acquired intangible assets; and (iii) add amortization expense associated with acquired intangible assets.

The following unaudited pro forma results of operations information is presented in thousands:

	Year Ended December 31,	
	2015	2014
Revenue	\$ 3,109,310	\$ 2,905,944
Income from continuing operations	165,006	122,561
Net income attributable to common stockholders	475,933	69,524

The unaudited pro forma financial information is for informational purposes only and is not necessarily indicative of what our financial performance would have been had the acquisition been completed on the date assumed nor is such unaudited pro forma combined financial information necessarily indicative of the results to be expected in any future period.

### **Genares**

In September 2014, we acquired certain assets and liabilities of Genares, a CRS provider, revenue management and marketing solutions to more than 2,300 independent and chain hotel properties worldwide. Under the transaction, we acquired the net assets of Genares for cash consideration of \$32 million. The operating results of Genares have been included in our consolidated statement of operations and results of operations of our Airline and Hospitality Solutions segment from the date of the acquisition. Assets acquired and liabilities assumed were recorded at their estimated fair values using management's best estimates, based in part on an independent valuation of the net assets acquired. The allocation of the purchase price includes \$16 million of goodwill, which is deductible for tax purposes, \$16 million of other intangible assets and \$1 million of other net assets acquired. The other intangible assets consist primarily of \$13 million of acquired customer relationships with a useful life of ten years and \$2 million of non-compete agreements with a useful life of five years.

### **PRISM**

In August 2012, we acquired all of the outstanding stock and ownership interests of PRISM Group Inc. and PRISM Technologies LLC (collectively "PRISM"), a leading provider of end to end airline contract business intelligence and decision support software. The acquisition added to our portfolio of products within Airline and Hospitality Solutions, allows for new relationships with airlines and added to our existing business intelligence capabilities. The purchase price was \$116 million, of which \$66 million was paid in August 2012 and \$50 million, on a discounted basis, was contingent consideration paid in two annual installments. The first \$27 million installment was paid in August 2013 and represented a holdback payment primarily for indemnification purposes. The second \$27 million installment was paid in August 2014 and represented contingent consideration based on performance measures which were met. In addition, we paid a total of \$6 million of contingent compensation to key employees in two installments of \$3 million each in August of 2013 and 2014. The contingent compensation was not considered part of the purchase price consideration.

### **3. Discontinued Operations**

In the first quarter of 2015, we completed the divestiture of our Travelocity business through the sale of Travelocity.com and lastminute.com. Our Travelocity segment has no remaining operations subsequent to these dispositions. The financial results of our Travelocity business are included in net income from discontinued operations in our consolidated statements of operations for all periods presented.

*Travelocity.com*—On January 23, 2015, we sold Travelocity.com to Expedia Inc. ("Expedia"), pursuant to the terms of an Asset Purchase Agreement (the "Travelocity Purchase Agreement"), dated January 23, 2015, by and among Sabre GBLB and Travelocity.com LP, and Expedia. The signing and closing of the Travelocity Purchase Agreement occurred contemporaneously. Expedia purchased Travelocity.com pursuant to the Travelocity Purchase Agreement for cash consideration of \$280 million. The net assets of Travelocity.com disposed of primarily included a trade name with a carrying value of \$55 million. We recognized a gain on sale of \$143 million, net of tax, in the first quarter of 2015.

*lastminute.com*—On March 1, 2015, we sold lastminute.com to Bravofly Rumbo Group. The transaction was completed through the transfer of net liabilities as of the date of sale consisting primarily of a working capital deficit of \$70 million, partially offset by assets sold including intangible assets of \$27 million. We did not receive any cash proceeds or any other significant consideration in the transaction other than payments for specific services to be provided to the acquirer under a transition services agreement which concluded on March 31, 2016. Additionally, at the time of sale, the acquirer entered into a long-term agreement with us to continue to utilize our GDS for bookings, which generates incentive consideration paid by us to the acquirer. We recognized a gain on sale of \$24 million, net of tax, in the first quarter of 2015.

*Travel Partner Network*—In February 2014, we completed a sale of assets associated with Travelocity Partner Network ("TPN"), a business-to-business private white label website offering, for \$10 million in proceeds. Pursuant to the sale agreement, we were to receive two annual earn-out payments, totaling up to \$10 million, if the purchaser exceeded certain revenue thresholds during the calendar years ending December 31, 2014 and 2015, which were not met. In connection with the sale, Travelocity entered into a Transition Services Agreement ("TSA") with the acquirer to provide services to maintain the websites and certain technical

and administrative functions for the acquirer until a complete transition occurs or the TSA terminates. Consideration received under both agreements has been allocated to the disposition and the services provided under the TSA; therefore, a significant portion of the upfront proceeds were deferred, based on fair value of the TSA services, and recognized as an offset to operating expense within discontinued operations as the services were provided through August 2015. We recognized a \$3 million loss on disposition for the year ended December 31, 2014 in our results of discontinued operations.

**Holiday Autos**—On June 25, 2013, we sold certain assets of our Holiday Autos operations to a third party and, in November 2013, completed the closing of the remainder of the Holiday Autos operations such that it represented a discontinued operation. Holiday Autos was a leisure car hire broker that offered pre-paid, low-cost car rentals in various markets, largely in Europe. In the second quarter of 2013, we recognized an \$11 million loss, net of tax, on the sale of Holiday Autos. The loss includes the write-off of \$39 million of goodwill and intangible assets attributed to Holiday Autos, with the goodwill portion determined based on Holiday Autos' relative fair value to the Travelocity Europe reporting unit. The sale provided for us to receive two earn-out payments measured during the 12 month periods ending September 30, 2014 and 2015, totaling up to \$12 million, based upon the purchaser exceeding certain booking thresholds as defined in the sale agreement. At the time of sale, we recognized a total of \$6 million relative to these earn-out provisions. We received the first earn-out payment of \$6 million in the fourth quarter of 2014. The second earn-out payment of \$6 million was received in first quarter of 2016 and is included in Other, Net in results from operations.

### **Financial Information of Discontinued Operations**

The results of our discontinued operations are as follows (in thousands):

	Year Ended December 31,		
	2016	2015	2014
Revenue	\$ —	\$ 24,815	\$ 328,835
Cost of revenue	—	21,520	113,092
Selling, general and administrative	11,619	(23,077)	273,195
Restructuring charges	—	—	1,785
Operating income (loss)	(11,619)	26,372	(59,237)
Other income (expense):			
Gain (loss) on sale of businesses <sup>(1)</sup>	305	294,276	—
Other, net	(1,025)	4,640	(10,545)
Total other income (expense), net	(720)	298,916	(10,545)
Income (loss) from discontinuing operations before income taxes	(12,339)	325,288	(69,782)
Provision (benefit) for income taxes <sup>(2)</sup>	(17,888)	10,880	(30,864)
Net income (loss) from discontinued operations	\$ 5,549	\$ 314,408	\$ (38,918)

(1) The year ended December 31, 2015 includes \$31 million of reclassified cumulative translation gains associated with our lastminute.com subsidiaries. See "Divestiture of lastminute.com—Cumulative Translation Adjustments" for additional information.

(2) The year ended December 31, 2016 includes a \$17 million tax benefit associated with the resolution of uncertain tax positions. The year ended December 31, 2015 includes a U.S. tax benefit of \$93 million; see "Divestiture of lastminute.com—U.S. Tax Benefit" for additional information.

For the year ended December 31, 2015, selling, general and administrative includes a gain of \$40 million as a result of the favorable final ruling from the Supreme Court of Hawaii and receipt of a cash refund related to our litigation of hotel occupancy taxes. See Note 15, Commitments and Contingencies, for additional information.

### **Divestiture of lastminute.com**

#### *Cumulative Translation Adjustments*

Cumulative translation adjustment ("CTA") gains or losses of foreign subsidiaries related to divested businesses are reclassified into earnings once the liquidation of the respective foreign subsidiaries is substantially complete. During the year ended December 31, 2015, we substantially completed the liquidation of our lastminute.com subsidiaries and, therefore, reclassified \$19 million, net of tax, of CTA gains from accumulated comprehensive income (loss) to our results of discontinued operations.

#### *U.S. Tax Benefit*

We wrote off the remaining U.S. tax basis in goodwill and intangible assets during the fourth quarter of 2015, the period in which we completed the wind down of lastminute.com activities. As a result, we recognized a U.S. tax benefit of \$93 million in our results of discontinued operations.

#### 4. Goodwill and Intangible Assets

Changes in the carrying amount of goodwill during the years ended December 31, 2016 and 2015 are as follows (in thousands):

	Travel Network	Airline and Hospitality Solutions	Total Goodwill
Balance as of December 31, 2014	\$ 1,812,500	\$ 340,999	\$ 2,153,499
Acquired	287,349	—	287,349
Adjustments <sup>(1)</sup>	(269)	(148)	(417)
Balance as of December 31, 2015	2,099,580	340,851	2,440,431
Acquired	4,894	105,990	110,884
Adjustments <sup>(1)</sup>	68	(2,936)	(2,868)
Balance as of December 31, 2016	<u>\$ 2,104,542</u>	<u>\$ 443,905</u>	<u>\$ 2,548,447</u>

(1) Includes net foreign currency effects during the year.

The following table presents our intangible assets as of December 31, 2016 and 2015 (in thousands):

	December 31, 2016			December 31, 2015		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Acquired customer relationships	\$ 1,034,483	\$ (646,851)	\$ 387,632	\$ 978,763	\$ (561,876)	\$ 416,887
Trademarks and brand names	332,238	(114,430)	217,808	330,054	(99,814)	230,240
Reacquired rights	113,500	(24,481)	89,019	113,500	(8,267)	105,233
Purchased technology	427,823	(366,456)	61,367	403,524	(342,805)	60,719
Acquired contracts, supplier and distributor agreements	37,600	(18,953)	18,647	37,600	(15,494)	22,106
Non-compete agreements	15,025	(14,061)	964	15,025	(13,657)	1,368
Total intangible assets	<u>\$ 1,960,669</u>	<u>\$ (1,185,232)</u>	<u>\$ 775,437</u>	<u>\$ 1,878,466</u>	<u>\$ (1,041,913)</u>	<u>\$ 836,553</u>

Amortization expense relating to intangible assets subject to amortization totaled \$143 million, \$107 million and \$96 million for the year ended December 31, 2016, 2015 and 2014, respectively. Estimated amortization expense related to intangible assets subject to amortization for each of the five succeeding years and beyond is as follows (in thousands):

2017	\$ 95,840
2018	67,983
2019	63,866
2020	62,256
2021	60,743
2022 and thereafter	424,749
Total	<u>\$ 775,437</u>



## 5. Balance Sheet Components

### **Prepaid Expenses and Other Current Assets**

Prepaid expenses and other current assets consist of the following (in thousands):

	December 31,	
	2016	2015
Prepaid Expenses	\$ 61,539	\$ 46,177
Value added tax receivable, net	26,244	28,830
Other	817	6,160
Prepaid Expenses and Other Current Assets	<u>\$ 88,600</u>	<u>\$ 81,167</u>

### **Property and Equipment, Net**

Property and equipment, net consists of the following (in thousands):

	December 31,	
	2016	2015
Buildings and leasehold improvements	\$ 144,604	\$ 141,070
Furniture, fixtures and equipment	35,525	29,265
Computer equipment	288,982	321,001
Software developed for internal use	1,271,059	986,780
	<u>1,740,170</u>	<u>1,478,116</u>
Accumulated depreciation and amortization	(986,891)	(850,587)
Property and equipment, net	<u>\$ 753,279</u>	<u>\$ 627,529</u>

### **Other Assets, Net**

Other assets, net consist of the following (in thousands):

	December 31,	
	2016	2015
Capitalized implementation costs, net	\$ 249,317	\$ 206,429
Deferred customer discounts	212,065	212,037
Deferred upfront incentive consideration	125,289	109,943
Other	86,488	113,805
Other assets, net	<u>\$ 673,159</u>	<u>\$ 642,214</u>

### **Other Noncurrent Liabilities**

Other noncurrent liabilities consist of the following (in thousands):

	December 31,	
	2016	2015
Tax receivable agreement	\$ 288,146	\$ 387,342
Pension and other postretirement benefits	123,002	96,733
Deferred revenue	77,260	71,434
Other	78,951	100,584
Other noncurrent liabilities	<u>\$ 567,359</u>	<u>\$ 656,093</u>

## Accumulated Other Comprehensive Income

Accumulated other comprehensive income consists of the following (in thousands):

	December 31,	
	2016	2015
Defined benefit pension and other postretirement benefit plans	\$ (105,036)	\$ (90,647)
Unrealized loss on foreign currency forward contracts, interest rate swaps and available-for-sale securities	(15,499)	(6,391)
Unrealized foreign currency translation gain	(2,264)	(97)
Total accumulated other comprehensive loss, net of tax	<u>\$ (122,799)</u>	<u>\$ (97,135)</u>

The amortization of actuarial losses and periodic service credits associated with our retirement-related benefit plans is included in selling, general and administrative expenses. See Note 8, Derivatives, for information on the income statement line items affected as the result of reclassification adjustments associated with derivatives.

## 6. Income Taxes

The components of pretax income from continuing operations, generally based on the jurisdiction of the legal entity, were as follows:

	Year Ended December 31,		
	2016	2015	2014
Components of pre-tax income:			
Domestic	\$ 206,182	\$ 262,682	\$ 109,481
Foreign	121,853	91,225	7,671
	<u>\$ 328,035</u>	<u>\$ 353,907</u>	<u>\$ 117,152</u>

The provision for income taxes relating to continuing operations consists of the following:

	Year Ended December 31,		
	2016	2015	2014
Current portion:			
Federal	\$ 8,357	\$ 1,730	\$ —
State and Local	1,346	(6,249)	(10,099)
Non U.S.	28,488	26,646	20,207
Total current	<u>38,191</u>	<u>22,127</u>	<u>10,108</u>
Deferred portion:			
Federal	60,372	89,682	(10,852)
State and Local	(4,352)	5,715	3,381
Non U.S.	(7,566)	1,828	3,642
Total deferred	<u>48,454</u>	<u>97,225</u>	<u>(3,829)</u>
Total provision for income taxes	<u>\$ 86,645</u>	<u>\$ 119,352</u>	<u>\$ 6,279</u>

The provision for income taxes relating to continuing operations differs from amounts computed at the statutory federal income tax rate as follows:

	Year Ended December 31,		
	2016	2015	2014
Income tax provision at statutory federal income tax rate	\$ 114,812	\$ 123,867	\$ 41,003
State income taxes, net of federal benefit	(1,964)	(1,263)	(3,224)
Impact of non U.S. taxing jurisdictions, net	11,482	13,966	30,476
Non-taxable gain on remeasurement of previously-held investment in Abacus	—	(27,279)	—
Employee stock based compensation	(34,789)	—	—
Research tax credit	(9,817)	(3,857)	(3,101)
Tax receivable agreement	—	—	22,982
Valuation allowance	8	3,010	(82,116)
Other, net	6,913	10,908	259
Total provision for income taxes	<u>\$ 86,645</u>	<u>\$ 119,352</u>	<u>\$ 6,279</u>

The components of our deferred tax assets and liabilities are as follows:

	As of December 31,	
	2016	2015
Deferred tax assets:		
Accrued expenses	\$ 30,953	\$ 33,823
Employee benefits other than pension	43,197	29,726
Deferred revenue	75,727	57,197
Pension obligations	43,145	34,718
Tax loss carryforwards	312,073	295,329
Incentive consideration	12,586	17,897
Tax credit carryforwards	58,357	36,897
Suspended loss	23,702	23,713
Other	(562)	8,183
Total deferred tax assets	<u>599,178</u>	<u>537,483</u>
Deferred tax liabilities:		
Depreciation and amortization	(42,238)	(24,938)
Software developed for internal use	(286,653)	(232,924)
Intangible assets	(173,838)	(189,600)
Write off of Intercompany Debt	—	(35,544)
Unrealized gains and losses	(5,050)	(13,622)
Currency translation adjustment	—	82
Non U.S. operations	(760)	609
Investment in partnership	(9,788)	131
Total deferred tax liabilities	<u>(518,327)</u>	<u>(495,806)</u>
Valuation allowance	(74,523)	(80,775)
Net deferred tax (liability) asset	<u>\$ 6,328</u>	<u>\$ (39,098)</u>

In the first quarter of 2016, we adopted ASU 2016-09, Improvements to Employee Share-Based Payment Accounting. In recent years, we have incurred significant excess tax benefits associated with settled equity-based awards that have not been recognized due to certain accounting policy elections we made under the previous accounting standard, combined with the significant amount of our net operating loss carryforwards. As a result of the adoption of ASU 2016-09, we recorded a cumulative effect adjustment as of January 1, 2016 to increase retained earnings by \$92 million with a corresponding increase to deferred tax assets in order to recognize excess tax benefits that can be used to reduce income taxes payable in the future. Effective January 1, 2016, excess tax benefits or deficiencies are recognized in our results of operations and are included in cash flows from operating activities in our statement of cash flows. For the year ended December 31, 2016, we recognized \$35 million in excess tax benefits associated with employee equity-based awards, as a result of the adoption of this standard. There were no other material impacts to our consolidated financial statements as a result of adopting this updated standard.

We pay U.S. income taxes on the earnings of non-U.S. subsidiaries unless the subsidiaries' earnings are considered permanently reinvested outside the United States. To the extent that the non-U.S. earnings previously treated as permanently reinvested are repatriated, the related U.S. tax liability may be reduced by any non-U.S. income taxes paid on these earnings. As of December 31, 2016, no provision has been made for the United States federal and state income taxes on certain outside basis differences, which primarily relate to accumulated unrepatriated foreign earnings of approximately \$278 million. It is not practicable to estimate the unrecognized deferred tax liability for these earnings, as this liability is dependent upon future tax planning strategies.

As of December 31, 2016, we have U.S. federal net operating loss carryforwards ("NOLs") of approximately \$721 million, which will expire between 2021 and 2035. Additionally, we have research tax credit carryforwards of approximately \$35 million, which will expire between 2019 and 2036 and \$26 million Alternative Minimum Tax ("AMT") credit carry forward that does not expire. As a result of an ownership change during 2007 and 2015 (as defined in Section 382 of the Code) which imposes an annual limit on the ability of a corporation to use certain tax attributes), all of the U.S. tax NOLs and credit carryforwards are subject to an annual limitation on their ability to be utilized. However, we expect that Section 382 will not limit our ability to fully realize the tax benefits. We have state NOLs of \$12 million which will expire between 2020 and 2035 and state research tax credit carryforwards of \$10 million which will expire between 2023 and 2036. We have \$283 million of deferred tax assets for NOL carryforwards related to certain non U.S. taxing jurisdictions that are primarily from countries with indefinite carryforward periods.

We regularly review our deferred tax assets for recoverability and a valuation allowance is provided when it is more likely than not that some portion or all of a deferred tax asset will not be realized. The ultimate realization of deferred tax assets is dependent upon future taxable income during the periods in which those temporary differences become deductible. In assessing the need for a valuation allowance for our deferred tax assets, we considered all available positive and negative evidence, including our ability to carry back operating losses to prior periods, the reversal of deferred tax liabilities, tax planning strategies and projected future taxable income. We maintained a state NOL valuation allowance of \$3 million as of December 31, 2016 and 2015. For non-U.S. deferred tax assets of our lastminute.com and other subsidiaries, we maintained a valuation allowance of \$72 million and \$81 million as of December 31, 2016 and 2015, respectively. We reassess these assumptions regularly which could cause an increase or decrease to the valuation allowance. This could result in an increase or decrease in the effective tax rate which could materially impact our results of operations.

It is our policy to recognize penalties and interest accrued related to income taxes as a component of the provision for income taxes. During the years ended December 31, 2016 and 2015, we recognized expense of \$5 million and \$3 million respectively. During the year ended December 31, 2014, we recognized a benefit of \$3 million. As of December 31, 2016 and 2015, we had cumulative accrued interest and penalties of approximately \$22 million and \$17 million, respectively.

A reconciliation of the beginning and ending amount of unrecognized tax benefits, excluding interest and penalties, is as follows:

	Year Ended December 31,		
	2016	2015	2014
Balance at beginning of year	\$ 68,746	\$ 58,616	\$ 61,241
Additions for tax positions taken in the current year	538	8,252	4,565
Additions for tax positions of prior years	2,096	(786)	2,259
Additions for tax positions from acquisitions	—	11,343	—
Reductions for tax positions of prior years	(17,706)	(4,599)	(43)
Reductions for tax positions of expired statute of limitations	(3,743)	(3,456)	(2,439)
Settlements	(600)	(624)	(6,967)
Balance at end of year	<u>\$ 49,331</u>	<u>\$ 68,746</u>	<u>\$ 58,616</u>

We present unrecognized tax benefits as a reduction to deferred tax assets for net operating losses, similar tax loss or a tax credit carryforward that is available to settle additional income taxes that would result from the disallowance of a tax position, presuming disallowance at the reporting date. The amount of unrecognized tax benefits that were offset against deferred tax assets was \$32 million, \$46 million and \$40 million as of December 31, 2016, 2015, and 2014 respectively.

As of December 31, 2016, 2015, and 2014, the amount of unrecognized tax benefits that, if recognized, would impact the effective tax rate was \$49 million, \$69 million and \$56 million, respectively. We believe that it is reasonably possible that \$3 million in unrecognized tax benefits may be resolved in the next twelve months.

In the normal course of business, we are subject to examination by taxing authorities throughout the world. The following table summarizes, by major tax jurisdiction, our tax years that remain subject to examination by taxing authorities:

<u>Tax Jurisdiction</u>	<u>Years Subject to Examination</u>
United Kingdom	2013 - forward
Singapore	2012 - forward
Texas	2012 - forward
Uruguay	2011 - forward
U.S. Federal	2007 - forward

We currently have ongoing audits in the United States (2011-2013), India (2003-2015), and Germany (2008-2013). We do not expect that the results of these examinations will have a material effect on our financial condition or results of operations. With a few exceptions, we are no longer subject to income tax examinations by tax authorities for years prior to 2007.

### ***Tax Receivable Agreement***

Immediately prior to the closing of our initial public offering in April 2014, we entered into a tax receivable agreement (“TRA”) that provides the right to receive future payments by us to stockholders and equity award holders that were our stockholders and equity award holders, respectively, immediately prior to the closing of our initial public offering (collectively, the “Pre-IPO Existing Stockholders”). The future payments will equal 85% of the amount of cash savings, if any, in U.S. federal income tax that we and our subsidiaries realize as a result of the utilization of certain tax assets attributable to periods prior to our initial public offering, including federal net operating losses (“NOLs”), capital losses and the ability to realize tax amortization of certain intangible assets (collectively, the “Pre-IPO Tax Assets”). Consequently, stockholders who are not Pre-IPO Existing Stockholders will only be entitled to the economic benefit of the Pre-IPO Tax Assets to the extent of our continuing 15% interest in those assets. These payment obligations are our obligations and not obligations of any of our subsidiaries. The actual utilization of the Pre-IPO Tax Assets, as well as the timing of any payments under the TRA, will vary depending upon a number of factors, including the amount, character and timing of our and our subsidiaries’ taxable income in the future.

Based on current tax laws and assuming that we and our subsidiaries earn sufficient taxable income to realize the full tax benefits subject to the TRA, we estimate that future payments under the TRA relating to the Pre-IPO Tax Assets to total \$387 million, excluding interest. The TRA payments accrue interest at a rate of LIBOR plus 1.00% beginning in April subsequent to the tax year in which the tax benefits are realized through the date of the benefit payment. The estimate of future payments considers the impact of Section 382 of the Code, which imposes an annual limit on the ability of a corporation that undergoes an ownership change to use its net operating loss carryforwards to reduce its liability. We do not anticipate any material limitations on our ability to utilize NOLs under Section 382 of the Code. We expect majority of the future payments under the TRA to be made over the next five years. As of December 31, 2016, the current portion of our TRA liability totaled \$101 million, which includes accrued interest of approximately \$1 million. We paid the current portion of the TRA liability in the first quarter of 2017. The remaining portion of \$288 million is included in other noncurrent liabilities in our consolidated balance sheet as of December 31, 2016. Payments under the TRA are not conditioned upon the parties’ continuing ownership of the company. Changes in the utility of the Pre-IPO Tax Assets will impact the amount of the liability recorded in respect of the TRA. Changes in the utility of these Pre-IPO Tax Assets are recorded in income tax expense and any changes in the obligation under the TRA are recorded in other expense.

## 7. Debt

As of December 31, 2016 and 2015, our outstanding debt included in our consolidated balance sheets totaled \$3,446 million and \$3,360 million, respectively, net of debt issuance costs of \$27 million and \$30 million, respectively, and unamortized discounts of \$6 million and \$6 million, respectively. The following table sets forth the face values of our outstanding debt as of December 31, 2016 and 2015 (in thousands):

	Rate	Maturity	December 31,	
			2016	2015
Senior secured credit facilities:				
Term A facility <sup>(1)</sup>	L + 2.50%	November 2018	\$ 585,000	\$ —
Term B facility	L + 3.00%	February 2019	1,420,896	1,721,750
Incremental term loan facility	L + 3.50%	February 2019	282,354	342,125
Term C facility	L + 3.00%	December 2017	49,313	49,313
Revolver, \$400 million <sup>(1)</sup>	L + 2.50%	November 2018	—	—
Senior unsecured notes due 2016	8.35%	March 2016	—	165,000
5.375% senior secured notes due 2023	5.375%	April 2023	530,000	530,000
5.25% senior secured notes due 2023	5.25%	November 2023	500,000	500,000
Mortgage facility	5.80%	April 2017	79,741	80,984
Capital lease obligations			31,190	6,502
Face value of total debt outstanding			3,478,494	3,395,674
Less current portion of debt outstanding			(169,246)	(190,687)
Face value of long-term debt outstanding			<u>\$ 3,309,248</u>	<u>\$ 3,204,987</u>

(1) The Term Loan A and the Revolver mature in July 2021 and include an accelerated maturity of November 19, 2018 if on November 19, 2018 the Term Loan B and Incremental Term Loan Facility have not been repaid in full or refinanced with a maturity date subsequent to July 18, 2021.

### Senior Secured Credit Facilities

On July 18, 2016, Sabre GBLB entered into the Credit Agreement Amendments to provide for an incremental term loan under a new class with an aggregate principal amount of \$600 million (the "Term Loan A") and to replace the Prior Revolver (revolving credit facility of \$405 million) with the Revolver, both of which mature in July 2021. The applicable margins for the Term Loan A and the New Revolver are 2.50% for Eurocurrency borrowings and 1.50% for base rate borrowings, with a step down to 2.25% for Eurocurrency borrowings and 1.25% for base rate borrowings if the Senior Secured Leverage Ratio (as defined in the Amended and Restated Credit Agreement) is less than 2.50 to 1.00. The Term Loan A and the Revolver include an accelerated maturity of November 19, 2018, if on November 19, 2018 the Term Loan B and Incremental Term Loan Facility have not been repaid in full or refinanced with a maturity date subsequent to July 18, 2021. The amount of the Revolver commitments available as a letter of credit subfacility was set at \$150 million.

The proceeds of \$597 million, net of \$3 million discount on Term Loan A, were used to repay \$350 million of outstanding principal on our Term Loan B and Incremental Term Loan Facility, on a pro rata basis, repay the \$120 million outstanding balance on our immediately prior to the execution of the Credit Agreement Amendments, and to pay \$11 million in associated financing fees. We utilized the remaining proceeds for general corporate purposes. We recognized a \$4 million loss on extinguishment of debt in connection with these transactions.

Sabre GBLB obligations under the Amended and Restated Credit Agreement are guaranteed by Sabre Holdings and each of Sabre GBLB's wholly-owned material domestic subsidiaries, except unrestricted subsidiaries. We refer to these guarantors together with Sabre GBLB, as the Loan Parties. The Amended and Restated Credit Agreement is secured by (i) a first priority security interest on the equity interests in Sabre GBLB and each other Loan Party that is a direct subsidiary of Sabre GBLB or another Loan Party, (ii) 65% of the issued and outstanding voting (and 100% of the non-voting) equity interests of each wholly-owned material foreign subsidiary of Sabre GBLB that is a direct subsidiary of Sabre GBLB or another Loan Party, and (iii) a blanket lien on substantially all of the tangible and intangible assets of the Loan Parties.

Under the Amended and Restated Credit Agreement, the loan parties are subject to certain customary non-financial covenants, including certain restrictions on incurring certain types of indebtedness, creation of liens on certain assets, making of certain investments, and payment of dividends, as well as a maximum leverage ratio. Prior to July 18, 2016, this ratio applied if our revolver utilization exceeded a certain threshold and was calculated as senior secured debt (net of cash) to EBITDA, as defined by the credit agreement. The maximum ratio was 4.5 to 1.0 for 2015 and 4.0 to 1.0 until July 18, 2016. The definition of EBITDA is based on a trailing twelve months EBITDA adjusted for certain items including non-recurring expenses and the pro forma impact of cost saving initiatives. Pursuant to Credit Agreement Amendments, effective July 18, 2016, the maximum leverage ratio has been adjusted to be based on the Total Net Leverage Ratio (as defined in the Amended and Restated Credit Agreement) and we are required, at all times (no longer solely when a threshold amount of revolving loans or letters of credit were outstanding), to maintain a Total Net Leverage Ratio of less than 4.5 to 1.0.

We had no balance outstanding under the Revolver as of December 31, 2016 or under the Prior Revolver as of December 31, 2015. We had outstanding letters of credit totaling \$35 million and \$25 million as of December 31, 2016 and 2015, respectively, which reduced our overall credit capacity under the Revolver and Prior Revolver.

### Principal Payments

Principal payments on the Term Loan A are due on a quarterly basis equal to 1.25% of its initial aggregate principal amount during the first two years of its term and 2.50% of its initial aggregate principal amount during the next three years of its term. Term Loan B and the Incremental Term Loan Facility mature on February 19, 2019, and required principal payments in equal quarterly installments of 0.25% until the second quarter of 2016, which are no longer required subsequent to the Term Loan A refinancing in the third quarter of 2016. Term Loan C matures on December 31, 2017. As a result of the April 2014 prepayment, quarterly principal payments on Term Loan C are no longer required. We are obligated to pay \$17 million on September 30, 2017 and the remaining balance on December 31, 2017. For the year ended December 31, 2016, we made \$26 million of scheduled principal payments.

We are also required to pay down the term loans by an amount equal to 50% of annual excess cash flow, as defined in our Amended and Restated Credit Agreement. This percentage requirement may decrease or be eliminated if certain leverage ratios are achieved. Based on our results for the year ended December 31, 2015, we were not required to make an excess cash flow payment in 2016 and no excess cash flow payment is required in 2017 with respect to our results for the year ended December 31, 2016. We are further required to pay down the term loan with proceeds from certain asset sales or borrowings as defined in the Amended and Restated Credit Agreement.

### Interest

Borrowings under the Amended and Restated Credit Agreement bear interest at a rate equal to either, at our option: (i) the Eurocurrency rate plus an applicable margin for Eurocurrency borrowings as set forth below, or (ii) a base rate determined by the highest of (1) the prime rate of Bank of America, (2) the federal funds effective rate plus 1/2% or (3) LIBOR plus 1.00%, plus an applicable margin for base rate borrowings as set forth below. The Eurocurrency rate is based on LIBOR for all U.S. dollar borrowings and has a floor. We have elected the three-month LIBOR as the floating interest rate on all of our outstanding term loans except for a portion of our Term Loan B for which we elected the one-month LIBOR. Interest payments are due on the last day of each quarter. Interest on a portion of the outstanding loan is hedged with interest rate swaps (see Note 8, Derivatives).

	Eurocurrency borrowings		Base rate borrowings	
	Applicable Margin <sup>(1)</sup>	Floor	Applicable Margin	Floor
Term Loan A	2.50%	—%	1.50%	—%
Term Loan B	3.00%	1.00%	2.00%	2.00%
Incremental term loan facility	3.50%	1.00%	2.50%	2.00%
Term Loan C	3.00%	1.00%	2.00%	2.00%
Revolver, \$400 million	2.50%	N/A	1.50%	N/A

(1) Applicable margins do not reflect potential step downs which are determined by the Senior Secured Leverage Ratio. See below for additional information.

Applicable margins for Term Loan B step up 25 basis points for any quarter if the Senior Secured Leverage Ratio is greater than or equal to 3.25 to 1.00. Applicable margins for Term Loan A and the Revolver step up by 25 basis points for any quarter if the Senior Secured Leverage Ratio is greater than or equal to 3.5 to 1.0. Applicable margins for all other borrowings under the Amended and Restated Credit Agreement step down 50 basis points for any quarter if the Senior Secured Leverage Ratio is less than or equal to 3.0 to 1.0. Applicable margins increase to maintain a difference of not more than 50 basis points relative to future term loan extensions or refinancings. In addition, we are required to pay a quarterly commitment fee of 0.375% per annum for unused revolving commitments. The commitment fee may increase to 0.5% per annum if the Senior Secured Leverage Ratio is greater than 3.5 to 1.0.

Our effective interest rates on borrowings under the Amended and Restated Credit Agreement for the years ended December 31, 2016, 2015 and 2014, inclusive of amounts charged to interest expense, are as follows:

	Year Ended December 31,		
	2016	2015	2014
Including the impact of interest rate swaps	4.72%	4.48%	5.43%
Excluding the impact of interest rate swaps	4.55%	4.48%	4.89%

### *Extinguishments and Amendments*

In April 2014, we completed an initial public offering of our common stock and utilized the net proceeds to repay (i) \$296 million aggregate principal amount of our Term Loan C and (ii) \$320 million aggregate principal amount of our senior secured notes due 2019 (“2019 Notes”) at a redemption price of 108.5% of the principal amount. As a result of the prepayments on Term Loan C and the 2019 Notes, we recorded an extinguishment loss of \$31 million which includes a \$27 million redemption premium on the 2019 Notes.

In February 2014, we entered into a series of amendments to our Amended and Restated Credit Agreement (“Repricing Amendments”) which, among other amendments, reduced the applicable interest margins for Term Loan B and certain portions of the Prior Revolver. The Repricing Amendments also extended the maturity date of the Extended Revolver and increased the availability under the Prior Revolver from \$352 million to \$405 million. As a result of the Repricing Amendments, we recorded a \$3 million loss on the extinguishment of debt.

### **Senior Secured Notes due 2023**

In April 2015, we issued \$530 million senior secured notes due in April 2023 with a stated interest rate of 5.375% and received proceeds of \$522 million, net of underwriting fees and commissions. We used the proceeds to redeem all of the \$480 million principal of the 2019 Notes, pay the 6.375% redemption premium of \$31 million and a make whole premium of \$2 million, resulting in an extinguishment loss of \$33 million. The remaining proceeds, combined with cash on hand, were used to pay accrued but unpaid interest of \$19 million.

In November 2015, we issued \$500 million senior secured notes due in 2023 with a stated interest rate of 5.25%. The net proceeds of \$494 million, net of underwriting fees and commissions, were used to repay \$235 million of the \$400 million 2016 Notes (as defined below), pay a \$5 million make-whole premium on the 2016 Notes and pay \$5 million of accrued but unpaid interest. In addition, we used the net proceeds to repurchase 3,400,000 shares of our common stock totaling \$99 million. The excess net proceeds, together with cash on hand, were applied to fund the acquisition of the Trust Group, which was completed in January 2016. As a result of the prepayment on the 2016 Notes, we recorded an extinguishment loss of \$6 million, which includes \$1 million of unamortized discount and the make-whole premium.

The senior secured notes due 2023 were issued by Sabre GBLB and are guaranteed by Sabre Holdings and each of Sabre GBLB’s existing and subsequently acquired or organized subsidiaries that are borrowers under or guarantors of our senior secured credit facilities. The senior secured notes due 2023 are secured by a first priority security interest in substantially all present and after acquired property and assets of Sabre GBLB and the guarantors of the notes, which also constitutes collateral securing indebtedness under our senior secured facilities on a first priority basis.

### **Senior Unsecured Notes Due 2016**

In March 2016, the remaining principal balance of \$165 million of our senior unsecured notes matured. We repaid this remaining balance on the senior unsecured notes with a draw on our Prior Revolver and cash on hand.

### **Mortgage Facility**

We have \$80 million outstanding under a mortgage facility for the buildings, land and furniture and fixtures located at our headquarters facilities in Southlake, Texas. The mortgage facility bears interest at a rate of 5.7985% per annum and matures on April 1, 2017. The mortgage facility includes certain customary non-financial covenants, including restrictions on incurring liens other than permitted liens, dissolving the borrower or changing our business, forgiving debt, changing our principal place of business and transferring the property. As of December 31, 2016, we are in compliance with all covenants under the mortgage facility.

### **Aggregate Maturities**

As of December 31, 2016, aggregate maturities of our long-term debt were as follows (in thousands):

	<b>Amount</b>
Years Ending December 31,	
2017	\$ 169,246
2018	564,385
2019	1,710,495
2020	4,368
2021	—
Thereafter	1,030,000
Total	<u>\$ 3,478,494</u>



## 8. Derivatives

*Hedging Objectives*—We are exposed to certain risks relating to ongoing business operations. The primary risks managed by using derivative instruments are foreign currency exchange rate risk and interest rate risk. Forward contracts on various foreign currencies are entered into to manage the foreign currency exchange rate risk on operational exposure denominated in foreign currencies. Interest rate swaps are entered into to manage interest rate risk associated with our floating-rate borrowings. In accordance with authoritative guidance on accounting for derivatives and hedging, we designate foreign currency forward contracts as cash flow hedges on operational exposure and interest rate swaps as cash flow hedges of floating-rate borrowings.

*Cash Flow Hedging Strategy*—To protect against the reduction in value of forecasted foreign currency cash flows, we hedge portions of our revenues and expenses denominated in foreign currencies with forward contracts. For example, when the dollar strengthens significantly against the foreign currencies, the decline in present value of future foreign currency expense is offset by losses in the fair value of the forward contracts designated as hedges. Conversely, when the dollar weakens, the increase in the present value of future foreign currency expense is offset by gains in the fair value of the forward contracts.

We enter into interest rate swap agreements to manage interest rate risk exposure. The interest rate swap agreements modify our exposure to interest rate risk by converting floating-rate debt to a fixed rate basis, thus reducing the impact of interest rate changes on future interest expense and net earnings. These agreements involve the receipt of floating rate amounts in exchange for fixed rate interest payments over the life of the agreements without an exchange of the underlying principal amount.

For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income (loss) (“OCI”) and reclassified into earnings in the same line item associated with the forecasted transaction and in the same period or periods during which the hedged transaction affects earnings. The remaining gain or loss on the derivative instrument in excess of the cumulative change in the present value of future cash flows of the hedged item, if any (ineffective portion), and hedge components excluded from the assessment of effectiveness, are recognized in the Other, net in the consolidated statements of operations during the current period. Derivatives not designated as hedging instruments are carried at fair value with changes in fair value reflected in the consolidated statement of operations.

*Forward Contracts*— In order to hedge our operational exposure to foreign currency movements, we are a party to certain foreign currency forward contracts that extend until December 2017. We have designated these instruments as cash flow hedges. No hedging ineffectiveness was recorded in earnings relating to the forward contracts during the years ended December 31, 2016, 2015 and 2014. As of December 31, 2016, we estimate that \$7 million in losses will be reclassified from other comprehensive income (loss) to earnings over the next 12 months.

As of December 31, 2016 and 2015, we had the following unsettled purchased foreign currency forward contracts that were entered into to hedge our operational exposure to foreign currency movements (in thousands, except for average contract rates):

### December 31, 2016 Outstanding Notional Amount

Buy Currency	Sell Currency	Foreign Amount	USD Amount	Average Contract Rate
Australian Dollar	US Dollar	17,000	12,574	0.7396
Euro	US Dollar	1,800	2,031	1.1283
British Pound Sterling	US Dollar	17,750	23,691	1.3347
Indian Rupee	US Dollar	1,174,500	16,786	0.0143
Polish Zloty	US Dollar	258,250	64,778	0.2508
Singapore Dollar	US Dollar	47,700	34,383	0.7208

### December 31, 2015 Outstanding Notional Amount

Buy Currency	Sell Currency	Foreign Amount	USD Amount	Average Contract Rate
US Dollar	Australian Dollar	2,080	1,570	0.7548
US Dollar	Euro	2,870	3,169	1.1042
Australian Dollar	US Dollar	1,260	939	0.7452
Euro	US Dollar	2,870	3,122	1.0878
British Pound Sterling	US Dollar	18,075	27,415	1.5167
Indian Rupee	US Dollar	1,880,500	27,736	0.0147
Polish Zloty	US Dollar	226,500	59,120	0.2610

*Interest Rate Swap Contracts*—Interest rate swaps outstanding at December 31, 2016 and matured during the years ended December 31, 2016, 2015 and 2014 are as follows:

	Notional Amount	Interest Rate Received	Interest Rate Paid	Effective Date	Maturity Date
Outstanding:	\$750 million	1 month LIBOR	2.19%	December 30, 2016	December 29, 2017
	\$750 million	1 month LIBOR	2.61%	December 29, 2017	December 31, 2018
Matured:	\$400 million	1 month LIBOR	2.03%	July 29, 2011	September 30, 2014
	\$350 million	1 month LIBOR	2.51%	April 30, 2012	September 30, 2014
	\$750 million	1 month LIBOR	1.48%	December 31, 2015	December 30, 2016

In December 2014, we entered into forward starting interest rate swaps to hedge interest payments associated with \$750 million of floating-rate liabilities on the notional amounts of a portion of our senior secured debt. We have designated these interest rate swaps as cash flow hedges. The total notional amount outstanding is \$750 million in each of 2016, 2017 and 2018. There was no material hedge ineffectiveness for the year ended December 31, 2016. The effective portion of changes in the fair value of the interest rate swaps is reported as a component of other comprehensive income (loss) and reclassified into earnings in the same line item associated with the forecasted transaction and in the same period or periods during which the hedged transaction affects earnings. The fair value of these interest rate swaps is a \$16 million liability at December 31, 2016, of which \$8 million is included in other current liabilities and \$8 million is included in other noncurrent liabilities in our consolidated balance sheet.

In January 2013, our then outstanding swaps, which matured on September 30, 2014, were not designated in a cash flow hedging relationship because we no longer qualified for hedge accounting treatment following the amendment and restatement of our senior secured credit facility in February 2013. Derivatives not designated as hedging instruments are carried at fair value with changes in fair value recognized in the consolidated statements of operations. The adjustments to fair value of our matured interest rate swaps for the year ended December 31, 2014 were not material to our results of operations. For the year ended December 31, 2014, we reclassified losses of \$11 million (\$7 million, net of tax) from OCI to interest expense related to the derivatives that no longer qualified for hedge accounting. No such adjustments were made during the years ended December 31, 2016 and 2015.

The estimated fair values of our derivatives designated as hedging instruments as of December 31, 2016 and 2015 are as follows (in thousands):

Derivatives Designated as Hedging Instruments	Consolidated Balance Sheet Location	Derivative Liabilities	
		Fair Value as of December 31,	
		2016	2015
Foreign exchange contracts	Other accrued liabilities	\$ 7,360	\$ 1,759
Interest rate swaps	Other accrued liabilities	8,345	3,912
Interest rate swaps	Other noncurrent liabilities	7,339	9,822
		<u>\$ 23,044</u>	<u>\$ 15,493</u>

The effects of derivative instruments, net of taxes, on OCI for the years ended December 31, 2016, 2015 and 2014 are as follows (in thousands):

Derivatives in Cash Flow Hedging Relationships	Amount of (Loss) Gain Recognized in OCI on Derivative, Effective Portion		
	Year Ended December 31,		
	2016	2015	2014
Foreign exchange contracts	\$ (6,413)	\$ (5,505)	\$ (7,836)
Interest rate swaps	(3,446)	(7,939)	(961)
Total loss	<u>\$ (9,859)</u>	<u>\$ (13,444)</u>	<u>\$ (8,797)</u>

Derivatives in Cash Flow Hedging Relationships	Income Statement Location	Amount of Loss (Gain) Reclassified from Accumulated OCI into Income, Effective Portion		
		Year Ended December 31,		
		2016	2015	2014
Foreign exchange contracts	Cost of revenue	\$ 1,991	\$ 10,646	\$ 2,902
Interest rate swaps	Interest Expense	2,336	—	7,750
Total		<u>\$ 4,327</u>	<u>\$ 10,646</u>	<u>\$ 10,652</u>

## 9. Fair Value Measurements

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 at the measurement date in the principal or most advantageous market for that asset or liability. Guidance on fair value measurements and disclosures establishes a valuation hierarchy for disclosure of inputs used in measuring fair value defined as follows:

Level 1—Inputs are unadjusted quoted prices that are available in active markets for identical assets or liabilities.

Level 2—Inputs include quoted prices for similar assets and liabilities in active markets and quoted prices in non-active markets, inputs other than quoted prices that are observable, and inputs that are not directly observable, but are corroborated by observable market data.

Level 3—Inputs that are unobservable and are supported by little or no market activity and reflect the use of significant management judgment.

The classification of a financial asset or liability within the hierarchy is determined based on the least reliable level of input that is significant to the fair value measurement. In determining fair value, we utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. We also consider the counterparty and our own non-performance risk in our assessment of fair value.

### **Assets and Liabilities that are Measured at Fair Value on a Recurring Basis**

*Available-for-sale Securities*—Our available-for-sale securities include securities of a publicly-traded non-U.S. entity. The fair value of these securities is obtained from market quotes as of the last day of the period. We substantially completed the sale of our available-for-sale securities and the gain recognized, net of tax, was not material to our consolidated results of operations for the year ended December 31, 2016.

*Foreign Currency Forward Contracts*—The fair value of the foreign currency forward contracts was estimated based upon pricing models that utilize Level 2 inputs derived from or corroborated by observable market data such as currency spot and forward rates.

*Interest Rate Swaps*—The fair value of our interest rate swaps are estimated using a combined income and market-based valuation methodology based upon Level 2 inputs including credit ratings and forward interest rate yield curves obtained from independent pricing services reflecting broker market quotes.

*Pension Plan Assets*—See Note 13, Pension and Other Postretirement Benefit Plans, for fair value information on our pension plan assets.

The following tables present the fair value of our assets (liabilities) that are required to be measured at fair value on a recurring basis as of December 31, 2016 and 2015 (in thousands):

	December 31, 2016	Fair Value at Reporting Date Using		
		Level 1	Level 2	Level 3
Derivatives:				
Foreign currency forward contracts	\$ (7,360)	\$ —	\$ (7,360)	\$ —
Interest rate swap contracts	(15,684)	—	(15,684)	—
Total	<u>\$ (23,044)</u>	<u>\$ —</u>	<u>\$ (23,044)</u>	<u>\$ —</u>
	December 31, 2015	Fair Value at Reporting Date Using		
		Level 1	Level 2	Level 3
Available-for-sale securities	\$ 36,711	\$ 36,711	\$ —	\$ —
Derivatives:				
Foreign currency forward contracts	(1,759)	—	(1,759)	—
Interest rate swap contracts	(13,734)	—	(13,734)	—
Total	<u>\$ 21,218</u>	<u>\$ 36,711</u>	<u>\$ (15,493)</u>	<u>\$ —</u>

There were no transfers between Levels 1 and 2 within the fair value hierarchy for the years ended December 31, 2016 and 2015.

### **Assets that are Measured at Fair Value on a Nonrecurring Basis**

As described in Note 1, Summary of Business and Significant Accounting Policies, our impairment review of goodwill is performed annually, as of October 1 of each year. In addition, goodwill, property and equipment and intangible assets are reviewed for impairment if events and circumstances indicate that their carrying amounts may not be recoverable.

We perform our annual assessment of possible impairment of goodwill as of October 1 of each year. We begin with the qualitative assessment of whether it is more likely than not that a reporting unit's fair value is less than its carrying value before applying the two step goodwill impairment model. If it is determined through the qualitative assessment that a reporting unit's fair value is more likely than not greater than its carrying value, the remaining impairment steps are unnecessary. If it is determined that a reporting unit's fair value is less than its carrying value, the fair values used in our goodwill impairment analysis are estimated using a combined approach based upon discounted future cash flow projections and observed market multiples for comparable businesses. The cash flow projections are based upon Level 3 inputs, including risk adjusted discount rates, future booking and transaction volume levels, future price levels, rates of growth in our consumer and corporate direct booking businesses, rates of increase in operating expenses, cost of revenue and taxes. Additionally, in accordance with authoritative guidance on fair value measurements, we make a number of assumptions including market participants, the principal markets and highest and best use of the reporting units.

### **Other Financial Instruments**

The carrying value of our financial instruments including cash and cash equivalents, and accounts receivable approximates their fair values. The fair values of our senior unsecured notes due 2016, senior secured notes due 2023 and term loans under our Amended and Restated Credit Agreement are determined based on quoted market prices for a similar liability when traded as an asset in an active market, a Level 2 input. The outstanding principal balance of our mortgage facility approximated its fair value as of December 31, 2016 and 2015. The fair values of the mortgage facility were determined based on estimates of current interest rates for similar debt, a Level 2 input.

The following table presents the fair value and carrying value of all our notes and term loans under our Amended and Restated Credit Agreement as of December 31, 2016 and 2015 (in thousands):

Financial Instrument	Fair Value at December 31,		Carrying Value at December 31,	
	2016	2015	2016	2015
Term Loan A	\$ 583,538	\$ —	\$ 582,595	\$ —
Term Loan B	1,435,993	1,705,609	1,417,616	1,716,048
Incremental Term Loan Facility - Term Loan B	283,413	339,559	282,354	342,125
Term Loan C	49,436	49,251	49,237	49,157
Revolver, \$400M	—	—	—	—
Senior Unsecured Notes Due 2016	—	165,804	—	164,628
Senior Secured Notes Due 2023	542,919	528,013	530,000	530,000
Senior Secured Notes Due 2023	515,000	494,375	500,000	500,000

## **10. Redeemable Preferred Stock and Stockholders' Equity**

### **Initial and Secondary Public Offerings**

On April 23, 2014, we closed our initial public offering of our common stock in which we sold 39,200,000 shares, and on April 25, 2014, the underwriters exercised in full their over-allotment option which resulted in the sale of an additional 5,880,000 shares of our common stock. Our shares of common stock were sold at an initial public offering price of \$16.00 per share, which generated \$672 million of net proceeds from the offering after deducting underwriting discounts and commissions and offering expenses.

We used the net proceeds from this offering to repay (i) \$296 million aggregate principal amount of our term loans and (ii) \$320 million aggregate principal amount of our senior secured notes due in 2019 at a redemption price of 108.5% of the principal amount. We also used the net proceeds from our offering to pay the \$27 million redemption premium and \$13 million in accrued but unpaid interest on the senior secured notes due in 2019. We used the remaining portion of the net proceeds from our offering to pay a \$21 million fee, in the aggregate, to TPG Global, LLC ("TPG") and Silver Lake Management Company ("Silver Lake") pursuant to a management services agreement (the "MSA"), which was thereafter terminated.

During the year ended December 31, 2016 and 2015, certain of our stockholders sold an aggregate of 20,000,000 and 103,970,000 shares, respectively, of our common stock through secondary public offerings. In connection with one of these offerings, we repurchased 3,400,000 shares totaling \$99 million from the underwriter of the offering during the year ended December 31, 2015. We did not receive any proceeds from the secondary public offerings.

During the year ended December 31, 2016, we repurchased 3,980,672 shares totaling \$100 million of our common stock under the share repurchase program.

### **Redeemable Preferred Stock**

Prior to the closing of our initial public offering, we amended our Certificate of Incorporation and exercised our right to redeem all of our Series A Cumulative Preferred Stock. The amendment to our Certificate of Incorporation modified the redemption feature of the Series A Cumulative Preferred Stock to allow for settlement using cash, shares of our common stock or a mix of cash and shares of our common stock. Upon the closing of our initial public offering, we redeemed all of our outstanding shares of Series A Cumulative Preferred Stock, including accumulated but unpaid dividends, in exchange for 40,343,529 shares of our common stock, which were delivered pro rata to the holders thereof. Each share of Series A Preferred Stock accumulated dividends at an annual rate of 6%. No cash dividends were paid since the inception of the Series A Preferred Shares.

### **Common Stock Dividends**

We paid a quarterly cash dividend on our common stock of \$0.13 per share, totaling \$144 million, and \$0.09 per share, totaling \$99 million, during the year ended December 31, 2016 and 2015, respectively. In the six months ended December 31, 2014, we paid a quarterly cash dividend of \$0.09 per share of our common stock totaling \$48 million. No dividends were declared or paid in the six months ended June 30, 2014.

Our board of directors has declared a cash dividend of \$0.14 per share of our common stock, which will be paid on March 30, 2017 to stockholders of record as of March 21, 2017.

## **11. Equity-Based Awards**

As of December 31, 2016, our outstanding equity-based compensation plans and agreements include the Sovereign Holdings, Inc. Management Equity Incentive Plan (“Sovereign MEIP”), the Sovereign Holdings, Inc. 2012 Management Equity Incentive Plan (“Sovereign 2012 MEIP”), the Sabre Corporation 2014 Omnibus Incentive Compensation Plan (the “2014 Omnibus Plan”), and the Sabre Corporation 2016 Omnibus Incentive Compensation Plan (the “2016 Omnibus Plan”). Our 2016 Omnibus Plan serves as successor to the 2014 Omnibus Plan, the Sovereign MEIP and Sovereign 2012 MEIP and provide for the issuance of stock options, restricted shares, restricted stock units (“RSUs”), performance-based RSU awards (“PSUs”), cash incentive compensation and other stock-based awards. Outstanding awards under the 2014 Omnibus Plan, the Sovereign MEIP and Sovereign 2012 MEIP continue to be subject to the terms and conditions of their respective plan.

We initially reserved 10,000,000 shares and 13,500,000 shares of our common stock for issuance under our 2016 and 2014 Omnibus Plans, respectively. In addition, we added 2,956,465 shares that were reserved but not issued under the Sovereign MEIP and Sovereign 2012 MEIP plans to the 2014 Omnibus Plan reserves, for a total of 16,456,465 authorized shares of common stock for issuance. Time-based options granted under the 2016 and 2014 Omnibus Plans generally vest over a four year period with 25% vesting at the end of year one and the remaining vest quarterly thereafter. RSUs generally vest over a four year period with 25% vesting annually. PSUs generally vest over a four year period with 25% vesting annually dependent upon the achievement of certain company-based performance measures. Each reporting period, we assess the probability assumption and, if there is an adjustment, record the cumulative effect of the adjustment in the current reporting period. Options granted are exercisable up to 10 years. Stock-based compensation expense totaled \$49 million, \$30 million and \$20 million for the years ended December 31, 2016, 2015 and 2014, respectively.

Long-term cash incentive compensation is provided through the Long-Term Stretch Program (“LTSP”), which was initially adopted under the 2014 Omnibus Plan, for certain senior executives and key employees. The LTSP provides for cash incentive compensation if certain company-based performance measures are achieved over the three-year period ending December 31, 2017. If these performance measures are achieved, the cash incentive to be received by the participants is determined in part by the average closing price of our common stock in January 2018. As of December 31, 2016, we do not consider the achievement of the performance measures to be probable and therefore have not accrued any amounts associated with the LTSP.

The fair value of the stock options granted was estimated at the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions:

	Year Ended December 31,		
	2016	2015	2014
Exercise price	\$ 27.12	\$ 22.64	\$ 16.82
Average risk-free interest rate	1.81%	1.75%	1.96%
Expected life (in years)	6.11	6.11	6.11
Implied volatility	23.44%	27.29%	33.28%
Dividend yield	1.92%	1.60%	2.14%

The following table summarizes the stock option award activities under our outstanding equity based compensation plans and agreements for the year ended December 31, 2016.

	Quantity	Weighted-Average		
		Exercise Price	Remaining Contractual Term (years)	Aggregate Intrinsic Value (in thousands) <sup>(1)</sup>
Outstanding at December 31, 2015 <sup>(2)</sup>	9,965,532	\$ 11.19	6.4	\$ 167,279
Granted	1,175,764	27.12		
Exercised	(5,044,409)	7.69		
Cancelled	(281,008)	17.66		
Outstanding at December 31, 2016 <sup>(2)</sup>	5,815,879	\$ 17.18	7.3	\$ 45,199
Vested and exercisable at December 31, 2016	3,100,324	\$ 13.00	6.3	\$ 37,046

- (1) Aggregate intrinsic value is calculated as the difference between the exercise price of the underlying stock options awards and the closing price of our common stock of \$24.95 on December 31, 2016.
- (2) Includes performance-based stock options granted in 2008 under the Sovereign MEIP. The vesting of these performance-based stock options was contingent upon a liquidity event which occurred in the first quarter of 2015. As a result of the liquidity event, we recognized expense of \$3 million during the year ended December 31, 2015.

For the years ended December 31, 2016, 2015 and 2014, the total intrinsic value of stock options exercised totaled \$97 million, \$199 million and \$53 million, respectively. The weighted-average fair values of options grants were \$5.45, \$5.50, and \$4.65 during the years ended December 31, 2016, 2015 and 2014, respectively. As of December 31, 2016, we have \$12 million in unrecognized compensation expense associated with stock options that will be recognized over a weighted-average period of 2.4 years.

The following table summarizes the activities for our RSUs for the year ended December 31, 2016.

	Quantity	Weighted-Average Grant Date Fair Value
Unvested at December 31, 2015	1,897,951	\$ 19.58
Granted	2,775,567	27.28
Vested	(609,802)	19.16
Cancelled	(217,385)	22.35
Unvested at December 31, 2016	3,846,331	\$ 25.05

The total fair value of RSUs vested, as of their respective vesting dates, was \$17 million, \$10 million, and \$3 million during the years ended December 31, 2016, 2015 and 2014, respectively. As of December 31, 2016, we have approximately \$77 million in unrecognized compensation expense associated with RSUs that will be recognized over a weighted average period of 3.0 years.

The following table summarizes the activities for our PSUs for the year ended December 31, 2016.

	Quantity	Weighted-Average Grant Date Fair Value
Unvested at December 31, 2015	2,119,916	\$ 17.63
Granted	826,478	27.79
Vested	(724,741)	16.23
Cancelled	(129,498)	20.50
Unvested at December 31, 2016	2,092,155	\$ 21.94

The total fair value of PSUs vested, as of their respective vesting dates, was \$20 million, \$11 million and \$6 million during the years ended December 31, 2016, 2015 and 2014, respectively. The recognition of compensation expense associated with PSUs is contingent upon the achievement of annual company-based performance measures. As of December 31, 2016, we had unrecognized compensation expense associated with PSUs of \$13 million, \$11 million and \$6 million for the annual measurement periods ending December 31, 2017, 2018 and 2019, respectively.

*Cancelled Travelocity Plans*—During the years 2010 through 2012, we adopted various equity-based compensation plans associated with the equity of Travelocity.com LLC, a subsidiary related to our discontinued Travelocity segment. Under these plans, time-based stock options and stock appreciation rights (“SARs”) were granted to certain key employees of the discontinued Travelocity segment. There were 1,484,530 and 18,119,884 of time-based stock options and SARs, respectively, outstanding under

these plans as of December 31, 2013, all of which were cancelled in the second quarter of 2014. We recognized \$7 million of expense at the cancellation date, representing the remaining unrecognized compensation expense of the awards, which is included in net income (loss) from discontinued operations.

## 12. Earnings Per Share

The following table reconciles the numerators and denominators used in the computations of basic and diluted earnings per share from continuing operations (in thousands, except per share data):

	Year Ended December 31,		
	2016	2015	2014
Numerator:			
Income from continuing operations	\$ 241,390	\$ 234,555	\$ 110,873
Net income attributable to noncontrolling interests	4,377	3,481	2,732
Preferred stock dividends	—	—	11,381
Net income from continuing operations available to common stockholders, basic and diluted	<u>\$ 237,013</u>	<u>\$ 231,074</u>	<u>\$ 96,760</u>
Denominator:			
Basic weighted-average common shares outstanding	277,546	273,139	238,633
Dilutive effect of stock options and restricted stock awards	5,206	6,928	8,114
Diluted weighted-average common shares outstanding	<u>282,752</u>	<u>280,067</u>	<u>246,747</u>
Basic earnings per share	\$ 0.85	\$ 0.85	\$ 0.41
Diluted earnings per share	\$ 0.84	\$ 0.83	\$ 0.39

Basic earnings per share are based on the weighted-average number of common shares outstanding during each period. Diluted earnings per share are based on the weighted-average number of common shares outstanding plus the effect of all dilutive common stock equivalents during each period. The calculation of diluted weighted-average shares excludes the impact of 1 million common stock equivalents for each of the years ended December 31, 2016, 2015 and 2014.

## 13. Pension and Other Postretirement Benefit Plans

We sponsor the Sabre Inc. 401(k) Savings Plan (“401(k) Plan”), which is a tax qualified defined contribution plan that allows tax deferred savings by eligible employees to provide funds for their retirement. We make a matching contribution equal to 100% of each pre-tax dollar contributed by the participant on the first 6% of eligible compensation. We recognized expenses related to the 401(k) Plan of \$23 million, \$20 million and \$18 million for the years ended December 31, 2016, 2015 and 2014, respectively.

We sponsor the Sabre Inc. Legacy Pension Plan (“LPP”), which is a tax qualified defined benefit pension plan for employees meeting certain eligibility requirements. The LPP was amended to freeze pension benefit accruals as of December 31, 2005, and as a result, no additional pension benefits have been accrued since that date. In April 2008, we amended the LPP to add a lump sum optional form of payment which participants may elect when their plan benefits commence. The effect of the amendment was to decrease the projected benefit obligation by \$34 million, which is being amortized over 23.5 years, representing the weighted average of the lump sum benefit period and the life expectancy of all plan participants. We also sponsor postretirement benefit plans for certain employees in Canada and Hong Kong.

The following tables provide a reconciliation of the changes in the LPP's benefit obligations and fair value of assets during the years ended December 31, 2016 and 2015, and the unfunded status as of December 31, 2016 and 2015 (in thousands):

	Year Ended December 31,	
	2016	2015
Change in benefit obligation:		
Benefit obligation at January 1	\$ (420,516)	\$ (448,577)
Service cost	—	—
Interest cost	(20,041)	(19,097)
Actuarial gains (losses), net	(28,350)	22,669
Benefits paid	24,245	24,489
Benefit obligation at December 31	<u>\$ (444,662)</u>	<u>\$ (420,516)</u>
Change in plan assets:		
Fair value of assets at January 1	\$ 326,586	\$ 359,099
Actual return on plan assets	22,130	(8,024)
Employer contributions	—	—
Benefits paid	(24,245)	(24,489)
Fair value of assets at December 31	<u>\$ 324,471</u>	<u>\$ 326,586</u>
Unfunded status at December 31	<u>\$ (120,191)</u>	<u>\$ (93,930)</u>

The net benefit obligation of \$120 million and \$94 million as of December 31, 2016 and 2015, respectively, is included in other noncurrent liabilities in our consolidated balance sheets.

The amounts recognized in accumulated other comprehensive income (loss), net of deferred taxes, associated with the LPP as of December 31, 2016, and 2015 are as follows (in thousands):

	December 31,	
	2016	2015
Net actuarial loss	\$ (118,739)	\$ (105,017)
Prior service credit	13,348	14,262
Accumulated other comprehensive loss	<u>\$ (105,391)</u>	<u>\$ (90,755)</u>

The following table provides the components of net periodic benefit costs associated with the LPP and the principal assumptions used in the measurement of the LPP benefit obligations and net benefit costs for the three years ended December 31, 2016, 2015 and 2014 (in thousands):

	Year Ended December 31,		
	2016	2015	2014
Interest cost	\$ 20,041	\$ 19,097	\$ 19,582
Expected return on plan assets	(20,803)	(21,117)	(23,945)
Amortization of prior service credit	(1,432)	(1,432)	(1,432)
Amortization of actuarial loss	5,871	7,045	4,920
Net cost (credit)	<u>\$ 3,677</u>	<u>\$ 3,593</u>	<u>\$ (875)</u>
Weighted-average discount rate used to measure benefit obligations	4.36%	4.86%	4.36%
Weighted average assumptions used to determine net benefit cost:			
Discount rate	4.86%	4.36%	5.10%
Expected return on plan assets	6.50%	6.50%	7.50%

As a result of the freeze of pension benefit accruals under the LPP as of December 31, 2005, no assumption for future rate of compensation increase is necessary.



The following table provides the pre-tax amounts recognized in OCI, including the amortization of the actuarial loss and prior service credit, associated with the LPP for the years ended December 31, 2016, 2015 and 2014 (in thousands):

Obligations Recognized in Other Comprehensive Income	Year Ended December 31,		
	2016	2015	2014
Net actuarial loss	\$ 27,023	\$ 6,472	\$ 44,062
Amortization of actuarial loss	(5,871)	(7,045)	(4,920)
Amortization of prior service credit	1,432	1,432	1,432
Total loss recognized in other comprehensive income	\$ 22,584	\$ 859	\$ 40,574
Total recognized in net periodic benefit cost and other comprehensive income	\$ 26,261	\$ 4,452	\$ 39,699

For the LPP, we estimate that \$5 million of actuarial loss, net of amortization of prior service credit, will be amortized from accumulated other comprehensive income (loss) into net periodic benefit cost in 2017.

Our overall investment strategy for the LPP is to provide and maintain sufficient assets to meet pension obligations both as an ongoing business, as well as in the event of termination, at the lowest cost consistent with prudent investment management, actuarial circumstances, and economic risk, while minimizing the earnings impact. Diversification is provided by using an asset allocation primarily between equity and debt securities in proportions expected to provide opportunities for reasonable long term returns with acceptable levels of investment risk. Fair values of the applicable assets are determined as follows:

*Mutual Fund*—The fair value of our mutual funds are estimated by using market quotes as of the last day of the period.

*Common Collective Trusts*—The fair value of our common collective trusts are estimated by using market quotes as of the last day of the period, quoted prices for similar securities and quoted prices in non-active markets.

*Real Estate*—The fair value of our real estate funds are derived from the fair value of the underlying real estate assets held by the funds. These assets are initially valued at cost and are reviewed periodically utilizing available market data to determine if the assets held should be adjusted.

The basis for the selected target asset allocation included consideration of the demographic profile of plan participants, expected future benefit obligations and payments, projected funded status of the plan and other factors. The target allocations for LPP assets are 38% global equities, 58% long duration fixed income, and 4% real estate. It is recognized that the investment management of the LPP assets has a direct effect on the achievement of its goal. As defined in Note 9, Fair Value Measurements, the following tables present the fair value of the LPP assets as of December 31, 2016, and 2015:

	Fair Value Measurements at December 31, 2016			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Common collective trusts:				
Fixed income securities	\$ —	\$ 174,899	\$ —	\$ 174,899
Global equity securities	—	127,321	—	127,321
Money market mutual fund	3,732	—	—	3,732
Real estate	—	—	18,519	18,519
Total assets at fair value	\$ 3,732	\$ 302,220	\$ 18,519	\$ 324,471

	Fair Value Measurements at December 31, 2015			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Common collective trusts:				
Fixed income securities	\$ —	\$ 180,717	\$ —	\$ 180,717
Global equity securities	—	123,413	—	123,413
Money market mutual fund	5,148	—	—	5,148
Real estate	—	—	17,308	17,308
Total assets at fair value	\$ 5,148	\$ 304,130	\$ 17,308	\$ 326,586

The following table provides a rollforward of plan assets valued using significant unobservable inputs (level 3), in thousands:

	Real Estate
Ending balance at December 31, 2014	\$ 15,214
Contributions	608
Net distributions	(687)
Advisory fee	(95)
Net investment income	393
Unrealized gain	1,863
Net realized gain	12
Ending balance at December 31, 2015	17,308
Contributions	246
Net distributions	(246)
Advisory fee	(194)
Net investment income	813
Unrealized gain	593
Net realized gain	(1)
Ending balance at December 31, 2016	\$ 18,519

We contributed \$4 million to fund the LPP during the year ended December 31, 2014. No contributions were made during the years ended December 31, 2016 and 2015. Annual contributions to our defined benefit pension plans in the United States and Canada are based on several factors that may vary from year to year. Our funding practice with respect to the LPP is to contribute the minimum required contribution as defined by law while also maintaining an 80% funded status as defined by the Pension Protection Act of 2006. Thus, past contributions are not always indicative of future contributions. Based on current assumptions, we expect to contribute \$7 million to our defined benefit pension plans in 2017.

The expected long term rate of return on plan assets for each measurement date was selected after giving consideration to historical returns on plan assets, assessments of expected long term inflation and market returns for each asset class and the target asset allocation strategy. We do not anticipate the return of any plan assets to us in 2017.

We expect the LPP to make the following estimated future benefit payments (in thousands):

	Amount
2017	\$ 30,694
2018	30,910
2019	30,491
2020	28,470
2021	31,037
2022-2026	153,245

#### 14. Related Party Transactions

On March 30, 2007, we entered into a Management Services Agreement (the "MSA") with affiliates of TPG and Silver Lake to provide us with management services. The MSA was terminated in conjunction with our initial public offering completed in April 2014. Pursuant to the MSA, we were required to pay monitoring fees of between \$5 million and \$7 million each year which were dependent on our consolidated earnings before interest, taxes, depreciation and amortization for these services. In conjunction with our initial public offering, we paid TPG and Silver Lake, in the aggregate, a \$21 million fee pursuant to the MSA. We recognized expenses of \$2 million related to the annual monitoring fee for the years ended December 31, 2014. We also reimbursed TPG and Silver Lake for out of pocket expenses incurred by them or their affiliates in connection with services provided pursuant to the MSA. These expenses were not material for the years ended December 31, 2014.

## 15. Commitments and Contingencies

### Lease Commitments

We lease certain facilities under long term operating leases. Certain of our lease agreements contain renewal options, early termination options and/or payment escalations based on fixed annual increases, local consumer price index changes or market rental reviews. We recognize rent expense with fixed rate increases and/or fixed rent reductions on a straight line basis over the term of the lease. We lease approximately one million square feet of office space in 114 locations in 53 countries. For the years ended December 31, 2016, 2015 and 2014, we recognized rent expense of \$26 million, \$28 million and \$31 million, respectively. Future minimum lease payments under non-cancelable operating leases are as follows (in thousands):

	<u>Amount</u>
2017	\$ 29,398
2018	26,498
2019	23,037
2020	20,479
2021	17,671
Thereafter	39,927
Total	<u>\$ 157,010</u>

### Legal Proceedings

While certain legal proceedings and related indemnification obligations to which we are a party specify the amounts claimed, these claims may not represent reasonably possible losses. Given the inherent uncertainties of litigation, the ultimate outcome of these matters cannot be predicted at this time, nor can the amount of possible loss or range of loss, if any, be reasonably estimated, except in circumstances where an aggregate litigation accrual has been recorded for probable and reasonably estimable loss contingencies. A determination of the amount of accrual required, if any, for these contingencies is made after careful analysis of each matter. The required accrual may change in the future due to new information or developments in each matter or changes in approach such as a change in settlement strategy in dealing with these matters.

#### ***Antitrust Litigation and DOJ Investigation***

##### *US Airways Antitrust Litigation*

In April 2011, US Airways filed suit against us in federal court in the Southern District of New York, alleging violations of the Sherman Act Section 1 (anticompetitive agreements) and Section 2 (monopolization). The complaint was filed fewer than two months after we entered into a new distribution agreement with US Airways. In September 2011, the court dismissed all claims relating to Section 2. The claims that were not dismissed are claims brought under Section 1 of the Sherman Act, relating to our contracts with US Airways, which US Airways claims contain anticompetitive provisions, and an alleged conspiracy with the other GDSs, allegedly to maintain the industry structure and not to compete for content. We strongly deny all of the allegations made by US Airways.

Sabre filed summary judgment motions in April 2014. In January 2015, the court issued an order granting Sabre's summary judgment motions in part, eliminating a majority of US Airways' alleged damages and rejecting its request for injunctive relief by which US Airways sought to bar Sabre from enforcing certain provisions in our contracts. In September 2015, the court also dismissed US Airways' claim for declaratory relief. US Airways may appeal the court's rulings upon a final judgment.

The trial on the remaining claims commenced in October 2016. In December 2016, the jury issued a verdict in favor of US Airways with respect to its claim under Section 1 of the Sherman Act regarding Sabre's contract with US Airways and awarded it \$5 million in single damages. The jury rejected US Airways' claim alleging a conspiracy with the other GDSs.

We continue to believe that our business practices and contract terms are lawful, and we have filed a motion seeking judgment as a matter of law in favor of Sabre on the one claim on which the jury found for US Airways. To the extent the court declines to grant this motion and enters final judgment based on the jury's verdict, we expect to file an appeal with the United States Court of Appeals for the Second Circuit seeking a reversal of the judgment. To appeal the case, we may be required to post one or more supersedeas bonds that could equal the aggregate amount of the judgment entered plus interest. We expect to fund these bonds with cash on hand or letters of credit issued under our Revolver.

In light of the verdict, we have accrued a loss of \$32 million as of December 31, 2016, which represents the trebling of the jury's damages award, as required by the Sherman Act, plus our estimate of attorneys' fees, expenses and costs which we would be required to pay pursuant to the Sherman Act. We are unable to estimate the exact amount of the loss associated with the verdict, but estimate that there is a range of outcomes between \$32 million and \$65 million, inclusive of the trebled jury award of approximately

\$15 million. No amount within the range is considered a better estimate than any other amount within the range and therefore, the minimum within the range has been recorded in selling, general and administrative expense. The amount of attorneys' fees and costs to be awarded is subject to briefing by the parties, which has not occurred yet, and final decision by the court. If we believe US Airways is not entitled under the law to recover all of the fees and costs it seeks to recover, we will dispute its request. The ultimate resolution of this matter may be greater or less than the amount recorded and, if greater, could adversely affect our results of operations. We have and will incur significant fees, costs and expenses for as long as the lawsuit, including any appeal, is ongoing. In addition, litigation by its nature is highly uncertain and fraught with risk, and it is therefore difficult to predict the outcome of any particular matter, including any appeal or changes to our business that may be required as a result of the litigation. Depending on the outcome of the litigation, any of these consequences could have a material adverse effect on our business, financial condition and results of operations.

#### *Putative Class Action Lawsuit*

In July 2015, a putative class action lawsuit was filed against us and two other GDSs, in the United States District Court for the Southern District of New York. The plaintiffs, who are asserting claims on behalf of a putative class of consumers in various states, are generally alleging that the GDSs conspired to negotiate for full content from the airlines, resulting in higher ticket prices for consumers, in violation of various federal and state laws. The plaintiffs sought an unspecified amount of damages in connection with their state law claims, and they requested injunctive relief in connection with their federal claim. In July 2016, the court granted, in part, our motion to dismiss the lawsuit, finding that plaintiffs' state law claims are preempted by federal law, thereby precluding their claims for damages. The court declined to dismiss plaintiffs' claim seeking an injunction under federal antitrust law. The plaintiffs may appeal the court's dismissal of their state law claims upon a final judgment. We believe that the claims associated with this case are neither probable nor estimable and therefore have not accrued any losses as of December 31, 2016. We may incur significant fees, costs and expenses for as long as this litigation is ongoing. We intend to vigorously defend against the remaining claims.

#### *Department of Justice Investigation*

On May 19, 2011, we received a civil investigative demand ("CID") from the U.S. Department of Justice ("DOJ") investigating alleged anticompetitive acts related to the airline distribution component of our business. We are fully cooperating with the DOJ investigation and are unable to make any prediction regarding its outcome. The DOJ is also investigating other companies that own GDSs, and has sent CIDs to other companies in the travel industry. Based on its findings in the investigation, the DOJ may (i) close the file, (ii) seek a consent decree to remedy issues it believes violate the antitrust laws, or (iii) file suit against us for violating the antitrust laws, seeking injunctive relief. If injunctive relief were granted, depending on its scope, it could affect the manner in which our airline distribution business is operated and potentially force changes to the existing airline distribution business model. Any of these consequences would have a material adverse effect on our business, financial condition and results of operations. We have not received any communications from the DOJ regarding this matter for several years; however, we have not been notified that this matter is closed.

#### *Insurance Carriers*

We have disputes against some of our insurance carriers for failing to reimburse defense costs incurred in our previous litigation with American Airlines, which we settled in October 2012. Both insurance carriers admitted there is coverage and agreed to defend us, but reserved their rights not to pay should we be found liable for certain of American Airlines' allegations. Despite their admission of coverage, the insurers only reimbursed us for a small portion of our significant defense costs. We filed suit against the entities in New York state court alleging breach of contract and a statutory cause of action for failure to promptly pay claims. Although the carriers never withdrew their agreement to defend us, they recently have taken the position in the lawsuit that they had no duty to defend or indemnify us. If we prevail, we may recover some or all amounts previously tendered to the insurance companies for payment within the limits of the policies and may be entitled to 18% interest on such amounts, all of which will be recorded in the period cash is received. In December 2016, the judge issued an order on the parties' competing motions for summary judgment. The judge partially granted Sabre's motion, concluding the carriers had a duty to defend Sabre in the underlying American Airlines litigation and that their conflict of interest precluded the carriers from controlling the defense of the litigation. The judge denied the carriers' motion seeking summary judgment and dismissal of Sabre's complaint. The carriers are appealing the summary judgment ruling. To date, settlement discussions have been unsuccessful. Discovery is closed, and a trial date has been set for October 2017.

#### *Indian Income Tax Litigation*

We are currently a defendant in income tax litigation brought by the Indian Director of Income Tax ("DIT") in the Supreme Court of India. The dispute arose in 1999 when the DIT asserted that we have a permanent establishment within the meaning of the Income Tax Treaty between the United States and the Republic of India and accordingly issued tax assessments for assessment years ending March 1998 and March 1999, and later issued further tax assessments for assessment years ending March 2000 through March 2006. The DIT has continued to issue further tax assessments on a similar basis for subsequent years; however, the tax assessments for assessment years ending March 2007 and later are no longer material. We appealed the tax assessments

for assessment years ending March 1998 through March 2006 and the Indian Commissioner of Income Tax Appeals returned a mixed verdict. We filed further appeals with the Income Tax Appellate Tribunal ("ITAT"). The ITAT ruled in our favor on June 19, 2009 and July 10, 2009, stating that no income would be chargeable to tax for assessment years ending March 1998 and March 1999, and from March 2000 through March 2006. The DIT appealed those decisions to the Delhi High Court, which found in our favor on July 19, 2010. The DIT has appealed the decision to the Supreme Court of India and no trial date has been set. We have appealed the tax assessment for the assessment year ended March 2013 with the ITAT and no trial date has been set.

In addition, SAPPL is currently a defendant in similar income tax litigation brought by the DIT. The dispute arose when the DIT asserted that SAPPL has a permanent establishment within the meaning of the Income Tax Treaty between Singapore and India and accordingly issued tax assessments for assessment years ending March 2000 through March 2005. SAPPL appealed the tax assessments, and the Indian Commissioner of Income Tax (Appeals) returned a mixed verdict. SAPPL filed further appeals with the ITAT. The ITAT ruled in SAPPL's favor, finding that no income would be chargeable to tax for assessment years ending March 2000 through March 2005. The DIT appealed those decisions to the Delhi High Court. No hearing date has been set. The DIT also assessed taxes on a similar basis for assessment years ending March 2006 through March 2013 and appeals for assessment years ending March 2006 through 2012 are pending before the ITAT.

If the DIT were to fully prevail on every claim against us, including SAPPL, we could be subject to taxes, interest and penalties of approximately \$43 million as of December 31, 2016. We intend to continue to aggressively defend against each of the foregoing claims. Although we do not believe that the outcome of the proceedings will result in a material impact on our business or financial condition, litigation is by its nature uncertain. We do not believe this outcome is probable and therefore have not made any provisions or recorded any liability for the potential resolution of any of these claims.

### ***Indian Service Tax Litigation***

SAPPL's Indian subsidiary is also subject to litigation by the India Director General (Service Tax) ("DGST"), which has assessed the subsidiary for multiple years related to its alleged failure to pay service tax on marketing fees and reimbursements of expenses. Indian courts have returned verdicts favorable to the Indian subsidiary. The DGST has appealed the verdict to the Indian Supreme Court. We do not believe that an adverse outcome is probable and therefore have not made any provisions or recorded any liability for the potential resolution of any of these claims.

### ***Litigation and Administrative Audit Proceedings Relating to Hotel Occupancy Taxes***

On January 23, 2015, we sold Travelocity.com to Expedia. Pursuant to the Travelocity Purchase Agreement, we will continue to be liable for pre-closing liabilities of Travelocity, including fees, charges, costs and settlements relating to litigation arising from hotels booked on the Travelocity platform prior to our previous long-term strategic marketing agreement with Expedia (the "Expedia SMA"). Fees, charges, costs and settlements relating to litigation from hotels booked on Travelocity.com subsequent to the Expedia SMA and prior to the date of the sale of Travelocity.com will be shared with Expedia in accordance with the terms set forth in the Expedia SMA. We are jointly and severally liable for certain indemnification obligations under the Travelocity Purchase Agreement for liabilities that may arise out of these litigation matters, which could adversely affect our cash flow.

Beginning in 2004, various state and local governments in the United States have filed more than 80 lawsuits against us and other OTAs pertaining primarily to whether our discontinued Travelocity segment and other OTAs owe sales or occupancy taxes on the revenues they earned from facilitating hotel reservations, where the customer paid us an amount at the time of booking that included (i) service fees, which we collected and retained, and (ii) the price of the hotel room and amounts for occupancy or other local taxes, which we passed along to the hotel supplier. The complaints generally allege, among other things, that the defendants failed to pay to the relevant taxing authority hotel occupancy taxes on the service fees. Several lawsuits also allege that the OTAs owe state or local taxes on their fees for facilitating car rental reservations. Courts have dismissed more than 30 of these lawsuits, some for failure to exhaust administrative remedies and some on the basis that we are not subject to sales or occupancy tax. The remaining lawsuits are in various stages of litigation. We have also settled some cases individually, most for amounts not material to our results of operations, and with respect to these settlements, have generally reserved our rights to challenge any effort by the applicable tax authority to impose occupancy taxes in the future.

Although we have prevailed in the majority of these lawsuits and proceedings, there have been several adverse judgments or decisions on the merits, some of which are subject to appeal. As of December 31, 2016 and 2015, our reserve was not material for the potential resolution of issues identified related to litigation involving hotel and car sales, occupancy or excise taxes. We did not record material charges associated with these cases during the years ended December 31, 2016 and 2015. Our estimated liability is based on our current best estimate but the ultimate resolution of these issues may be greater or less than the amount recorded and, if greater, could adversely affect our results of operations.

In addition to the actions by the tax authorities, two consumer class action lawsuits have been filed against us in which the plaintiffs allege that we made misrepresentations concerning the description of the fees received in relation to facilitating hotel reservations. Generally, the consumer claims relate to whether Travelocity provided adequate notice to consumers regarding the nature of our fees and the amount of taxes charged or collected. One of these lawsuits is pending in Texas state court, where the

court is currently considering the plaintiffs' motion to certify a class action; and the other is pending in federal court, but has been stayed pending the outcome of the Texas state court action. We believe the notice we provided was appropriate and therefore have not accrued any losses related to these cases.

Furthermore, a number of state and local governments have initiated inquiries, audits and other administrative proceedings that could result in an assessment of sales or occupancy taxes on fees. If we do not prevail at the administrative level, those cases could lead to formal litigation proceedings.

### ***Litigation Relating to Routine Proceedings***

We are also engaged from time to time in other routine legal and tax proceedings incidental to our business. We do not believe that any of these routine proceedings will have a material impact on the business or our financial condition.

## **16. Segment Information**

Our reportable segments are based upon: our internal organizational structure; the manner in which our operations are managed; the criteria used by our Chief Executive Officer, who is our Chief Operating Decision Maker ("CODM"), to evaluate segment performance; the availability of separate financial information; and overall materiality considerations.

Our business has two reportable segments: (i) Travel Network and (ii) Airline and Hospitality Solutions, which aggregates the Airline Solutions and Hospitality Solutions operating segments as these operating segments have similar economic characteristics, generate revenues on transaction-based fees, incur the same types of expenses and use our SaaS based and hosted applications and platforms to market to the travel industry.

In the third quarter of 2015, we acquired Abacus which has been integrated and managed as the APAC region of our Travel Network segment. In the first quarter of 2015, we disposed of our Travelocity segment; therefore, the financial results of Travelocity are excluded from the segment information presented below and are included in net income (loss) from discontinued operations in our consolidated statements of operations.

In January 2016 and April 2016, we completed the acquisitions of the Trust Group and Airpas Aviation, respectively, which are integrated and managed as part of our Airline and Hospitality Solutions segment.

Our CODM utilizes Adjusted Gross Profit and Adjusted EBITDA as the measures of profitability to evaluate performance of our segments and allocate resources. Corporate includes a technology organization that provides development and support activities to our segments. The majority of costs associated with our technology organization are allocated to the segments primarily based on the segments' usage of resources. Benefit expenses, facility costs and depreciation expense on the corporate headquarters building are allocated to the segments based on headcount. Unallocated corporate costs include certain shared expenses such as accounting, human resources, legal, corporate systems, and other shared technology costs, as well as all amortization of intangible assets and any related impairments that originate from purchase accounting, stock-based compensation, restructuring charges, legal reserves, and other items not identifiable with one of our segments.

We account for significant intersegment transactions as if the transactions were with third parties, that is, at estimated current market prices. The majority of the intersegment revenues and cost of revenues are fees charged by Travel Network to Airline and Hospitality Solutions for airline trips booked through our GDS.

Our CODM does not review total assets by segment as operating evaluations and resource allocation decisions are not made on the basis of total assets by segment. Our CODM uses Adjusted Capital Expenditures in making product investment decisions and determining development resource requirements.

The performance of our segments is evaluated primarily on Adjusted Gross Profit and Adjusted EBITDA which are not recognized terms under GAAP. Our uses of Adjusted Gross Profit and Adjusted EBITDA have limitations as analytical tools, and should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP.

We define Adjusted Gross Profit as operating income (loss) adjusted for selling, general and administrative expenses, impairment, amortization of upfront incentive consideration, and the cost of revenue portion of depreciation and amortization, restructuring and other costs, litigation costs, and stock-based compensation included in cost of revenue.

We define Adjusted EBITDA as Adjusted Net Income adjusted for depreciation and amortization of property and equipment, amortization of capitalized implementation costs, amortization of upfront incentive consideration, interest expense, net, and the remaining provision (benefit) for income taxes. This Adjusted EBITDA metric differs from (i) the EBITDA metric referenced in the section entitled "—Liquidity and Capital Resources—Senior Secured Credit Facilities," which is calculated for the purposes of compliance with our debt covenants, and (ii) the Pre-VCP EBITDA and EBITDA metrics referenced in the section entitled "Compensation Discussion and Analysis" in our 2016 Proxy Statement, which are calculated for the purposes of our annual incentive compensation program and performance-based awards, respectively.

We define Adjusted Capital Expenditures as additions to property and equipment and capitalized implementation costs during the periods presented.

Segment information for the years ended December 31, 2016, 2015 and 2014 is as follows (in thousands):

	Year Ended December 31,		
	2016	2015	2014
Revenue			
Travel Network	\$ 2,374,849	\$ 2,102,792	\$ 1,854,785
Airline and Hospitality Solutions	1,019,306	872,086	786,478
Eliminations	(20,768)	(13,982)	(9,846)
Total revenue	<u>\$ 3,373,387</u>	<u>\$ 2,960,896</u>	<u>\$ 2,631,417</u>
Adjusted Gross Profit <sup>(a)</sup>			
Travel Network	\$ 1,095,619	\$ 973,915	\$ 863,276
Airline and Hospitality Solutions	442,520	384,804	337,851
Corporate	(77,464)	(41,899)	(54,335)
Total	<u>\$ 1,460,675</u>	<u>\$ 1,316,820</u>	<u>\$ 1,146,792</u>
Adjusted EBITDA <sup>(b)</sup>			
Travel Network	\$ 970,688	\$ 877,276	\$ 778,677
Airline and Hospitality Solutions	372,063	323,461	282,648
Total segments	1,342,751	1,200,737	1,061,325
Corporate	(296,105)	(259,150)	(221,297)
Total	<u>\$ 1,046,646</u>	<u>\$ 941,587</u>	<u>\$ 840,028</u>
Depreciation and amortization			
Travel Network	\$ 76,936	\$ 65,765	\$ 60,706
Airline and Hospitality Solutions	154,432	143,013	106,415
Total segments	231,368	208,778	167,121
Corporate	182,618	142,702	122,509
Total	<u>\$ 413,986</u>	<u>\$ 351,480</u>	<u>\$ 289,630</u>
Adjusted Capital Expenditures <sup>(c)</sup>			
Travel Network	\$ 97,798	\$ 73,469	\$ 56,091
Airline and Hospitality Solutions	252,367	226,260	161,425
Total segments	350,165	299,729	217,516
Corporate	60,887	50,350	47,522
Total	<u>\$ 411,052</u>	<u>\$ 350,079</u>	<u>\$ 265,038</u>

- (a) The following table sets forth the reconciliation of Adjusted Gross Profit to operating income in our statement of operations (in thousands):

	Year Ended December 31,		
	2016	2015	2014
Adjusted Gross Profit	\$ 1,460,675	\$ 1,316,820	\$ 1,146,792
Less adjustments:			
Selling, general and administrative	626,153	557,077	467,594
Cost of revenue adjustments:			
Depreciation and amortization <sup>(1)</sup>	287,353	244,535	198,409
Amortization of upfront incentive consideration <sup>(2)</sup>	55,724	43,521	45,358
Restructuring and other costs <sup>(5)</sup>	12,660	—	6,042
Stock-based compensation	19,213	11,918	8,044
Operating income	<u>\$ 459,572</u>	<u>\$ 459,769</u>	<u>\$ 421,345</u>

- (b) The following tables set forth the reconciliation of Adjusted EBITDA to income from continuing operations in our statement of operations (in thousands):

	Year Ended December 31,		
	2016	2015	2014
Adjusted EBITDA	\$ 1,046,646	\$ 941,587	\$ 840,028
Less adjustments:			
Depreciation and amortization of property and equipment <sup>(1a)</sup>	233,303	213,520	157,592
Amortization of capitalized implementation costs <sup>(1b)</sup>	37,258	31,441	35,859
Acquisition-related amortization <sup>(1c)</sup>	143,425	108,121	99,383
Amortization of upfront incentive consideration <sup>(2)</sup>	55,724	43,521	45,358
Interest expense, net	158,251	173,298	218,877
Loss on extinguishment of debt	3,683	38,783	33,538
Other, net <sup>(3)</sup>	(27,617)	(91,377)	63,860
Restructuring and other costs <sup>(4)</sup>	18,286	9,256	10,470
Acquisition-related costs <sup>(5)</sup>	779	14,437	—
Litigation costs <sup>(6)</sup>	46,995	16,709	14,144
Stock-based compensation	48,524	29,971	20,094
Management fees <sup>(7)</sup>	—	—	23,701
Provision for income taxes	86,645	119,352	6,279
Income from continuing operations	<u>\$ 241,390</u>	<u>\$ 234,555</u>	<u>\$ 110,873</u>

- (1) Depreciation and amortization expenses (see Note 1, Summary of Business and Significant Accounting Policies for associated asset lives):
- Depreciation and amortization of property and equipment includes software developed for internal use.
  - Amortization of capitalized implementation costs represents amortization of upfront costs to implement new customer contracts under our SaaS and hosted revenue model.
  - Acquisition-related amortization represents amortization of intangible assets from the take-private transaction in 2007 as well as intangibles associated with acquisitions since that date. Also includes amortization of the excess basis in our underlying equity interest in SAPPL's net assets prior to our acquisition of SAPPL on July 1, 2015.
- (2) Our Travel Network business at times makes upfront cash payments or other consideration to travel agency subscribers at the inception or modification of a service contract, which are capitalized and amortized over an average expected life of the service contract, generally over three years to five years. This consideration is made with the objective of increasing the number of clients or to ensure or improve customer loyalty. These service contract terms are established such that the supplier and other fees generated over the life of the contract will exceed the cost of the incentive consideration provided up front. These service contracts with travel agency subscribers require that the customer commit to achieving certain economic objectives and generally have terms requiring repayment of the upfront incentive consideration if those objectives are not met.
- (3) In 2016, we recognized a gain of \$15 million in the fourth quarter from the sale of our available-for-sale marketable securities, and a \$6 million gain in the first quarter associated with the receipt of an earn-out payment from the sale of a business in 2013. Additionally, in the third quarter of 2015, we recognized a gain of \$78 million associated with the remeasurement of our previously-held 35% investment in SAPPL to its fair value and a gain of \$12 million related to the settlement of pre-existing agreements between us and SAPPL. In 2014, other, net primarily includes a fourth quarter charge of \$66 million as a result of an increase to our TRA liability. The increase in our TRA liability is due to a reduction in a valuation allowance maintained against our deferred tax assets. This charge is fully offset by an income tax benefit recognized in the fourth quarter of 2014 from the reduction in the valuation allowance which is included in tax impacts of net income adjustments. In addition, all periods presented include foreign exchange gains and losses related to the remeasurement of foreign currency denominated balances included in our consolidated balance sheets into the relevant functional currency.
- (4) Restructuring and other costs represents charges associated with business restructuring and associated changes implemented which resulted in severance benefits related to employee terminations, integration and facility opening or closing costs and other



business reorganization costs. In 2016, we recognized a \$20 million charge to implement a plan to restructure a portion of our global workforce in support of funding our efforts to modernize our technology infrastructure, as well as to align and improve our operational efficiency to reflect expected changes by customers on implementation schedules for certain of Sabre Airline Solutions products, most of which will be paid in 2017. In 2015, we recognized a restructuring charge of \$9 million associated with the integration of Abacus, of which \$2 million was paid as of December 31, 2016. In 2016, we reduced our restructuring liability by \$4 million as a result of the reevaluation of our plan derived from shift in timing and strategy of originally contemplated actions.

- (5) Acquisition-related costs represent fees and expenses incurred associated with the acquisition of Abacus, the Trust Group and Airpas Aviation (see Note 2, Acquisitions).
- (6) Litigation costs, net represent charges and legal fee reimbursements associated with antitrust litigation, including an accrual of \$32 million as of December 31, 2016, representing the trebling of the jury award plus our estimate of attorneys' fees, expenses and costs in the US Airways litigation, (see Note 15, Commitments and Contingencies).
- (7) We paid an annual management fee to TPG and Silver Lake in an amount between (i) \$5 million and (ii) \$7 million, plus reimbursement of certain costs incurred by TPG and Silver Lake, pursuant to the MSA. In addition, we paid a \$21 million fee, in the aggregate, to TPG and Silver Lake in connection with our initial public offering in 2014. The MSA was terminated in conjunction with our initial public offering.

(c) Includes capital expenditures and capitalized implementation costs as summarized below (in thousands):

	Year Ended December 31,		
	2016	2015	2014
Additions to property and equipment	\$ 327,647	\$ 286,697	\$ 227,227
Capitalized implementation costs	83,405	63,382	37,811
Adjusted Capital Expenditures	<u>\$ 411,052</u>	<u>\$ 350,079</u>	<u>\$ 265,038</u>

A significant portion of our revenue is generated through transaction-based fees that we charge to our customers. For Travel Network, this fee is in the form of a transaction fee for bookings on our GDS; for Airline and Hospitality Solutions, this fee is a recurring usage-based fee for the use of our SaaS and hosted systems, as well as implementation fees and professional service fees. Transaction-based revenue accounted for approximately 95% 92%, and 90% of our Travel Network revenue for the years ended December 31, 2016, 2015 and 2014, respectively. Transaction-based revenue accounted for approximately 73% for the year ended December 31, 2016 and approximately 70% for the years ended December 31, 2015 and 2014 of our Airline and Hospitality Solutions revenue.

All joint venture equity income relates to Travel Network.

Our revenues and long-lived assets, excluding goodwill and intangible assets, by geographic region are summarized below. Revenue of our Travel Network business is attributed to countries based on the location of the travel supplier. For Airline and Hospitality Solutions, revenue is attributed to countries based on the location of the customer.

	Year Ended December 31,		
	2016	2015	2014
Revenue:			
United States	\$ 1,257,685	\$ 1,182,056	\$ 1,146,800
Europe	699,168	581,762	525,694
APAC	657,465	497,518	294,663
All other	759,069	699,560	664,260
Total	<u>\$ 3,373,387</u>	<u>\$ 2,960,896</u>	<u>\$ 2,631,417</u>

	As of December 31,	
	2016	2015
Long-lived assets		
United States	\$ 726,021	\$ 600,999
APAC	13,330	11,460
Europe	5,922	7,972
All other	8,006	7,098
Total	<u>\$ 753,279</u>	<u>\$ 627,529</u>

## 17. Quarterly Financial Information (Unaudited)

A summary of our quarterly financial results for the years ended December 31, 2016 and 2015 is presented below (in thousands):

	Year Ended December 31, 2016			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Revenue	\$ 859,543	\$ 845,242	\$ 838,982	\$ 829,620
Operating income	171,422	142,039	90,150	55,961
Income from continuing operations	134,343	106,468	49,464	31,020
Income/(loss) from discontinued operations, net of tax	13,350	(2,098)	(394)	(5,309)
Net income	106,269	73,097	41,862	25,711
Net income attributable to common stockholders	105,167	72,019	40,815	24,561
Net income per share attributable to common stockholders:				
Basic	0.38	0.26	0.15	0.09
Diluted	0.37	0.25	0.14	0.09

	Year Ended December 31, 2015			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Revenue	\$ 710,348	\$ 707,091	\$ 785,002	\$ 758,455
Operating income	118,992	122,605	108,772	109,400
Income from continuing operations	49,330	32,589	123,124	29,512
(Loss) income from discontinued operations, net of tax	158,911	696	53,892	100,909
Net (loss) income	208,241	33,285	177,016	130,421
Net (loss) income attributable to common stockholders	207,494	32,207	176,340	129,441
Net (loss) income per share attributable to common stockholders:				
Basic	0.77	0.12	0.64	0.47
Diluted	0.75	0.12	0.63	0.46

### ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

### ITEM 9A. CONTROLS AND PROCEDURES

#### *Disclosure Controls and Procedures*

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective.

#### *Management's Report on Internal Control Over Financial Reporting*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)). Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have conducted an evaluation of the effectiveness of our internal control over financial reporting based on criteria established in the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on our evaluation, we concluded that our internal control over financial reporting is effective as of December 31, 2016.

Our independent registered public accounting firm, Ernst & Young LLP, has issued an attestation report on the effectiveness of our internal control over financial reporting as of December 31, 2016, which is included in Item 8 of this Annual Report on Form 10-K.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### ***Internal Control Over Financial Reporting***

There have been no changes in our internal control over financial reporting (as this term is defined in Exchange Act Rule 13a-15(f)) during the year ended December 31, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

We are implementing a project to consolidate our business technology infrastructure to a single global enterprise resource planning (“ERP”) system. A key component of our ERP implementation project is to ensure appropriate internal control over financial reporting is maintained. An important milestone in our ERP implementation is the migration to a cloud-based environment for our financial reporting system, which we expect will be completed in the first quarter of 2017.

### **ITEM 9B. OTHER INFORMATION**

Not applicable.

## **PART III**

### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information set forth under the following headings of our definitive Proxy Statement for our 2017 annual meeting of stockholders (the “2017 Proxy Statement”) is incorporated herein by reference:

- “Certain Information Regarding Nominees for Director” under “Proposal 1. Election of Directors,” which identifies our directors and nominees for our Board of Directors, and “Stockholders’ Agreement” under “Corporate Governance.”
- Other Information—“Section 16(a) Beneficial Ownership Reporting Compliance.”
- “Corporate Governance—Other Corporate Governance Matters—Code of Business Ethics,” which describes our Code of Ethics.
- “Corporate Governance—Stockholder Nominations for Directors,” which describes the procedures by which stockholders may nominate candidates for election to our Board of Directors.
- “Corporate Governance—Board Committees—Audit Committee,” which identifies members of the Audit Committee of our Board of Directors and audit committee financial experts.

Information regarding our executive officers is reported under the caption “Executive Officers of the Registrant” in Part I of this Annual Report on Form 10-K.

### **ITEM 11. EXECUTIVE COMPENSATION**

The information set forth under the headings “Compensation Discussion and Analysis,” “Executive Compensation,” “Proposal 1. Election of Directors—Director Compensation Program” and “Corporate Governance—Compensation Committee Interlocks and Insider Participation” of the 2017 Proxy Statement is incorporated herein by reference.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information set forth under the headings “Security Ownership of Certain Beneficial Owners and Management” of the 2017 Proxy Statement is incorporated herein by reference.

*Equity Compensation Plan Information*

The following table gives information about our common stock that may be issued upon the exercise of options, warrants and rights under all of our equity compensation plans as of December 31, 2016.

	Number of securities to be issued upon exercise of outstanding options (a)	Weighted average exercise price of outstanding options (b)	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by stockholders	—	\$ —	—
Equity compensation plans not approved by stockholders	11,754,365	\$ 17.18	15,700,380

(a) Includes shares of common stock to be issued upon the exercise of outstanding options under our 2016 Omnibus Plan, 2014 Omnibus Plan, the Sovereign 2012 MEIP and the Sovereign MEIP. Also includes 5,938,486 restricted share units under our 2016 Omnibus Plan, 2014 Omnibus Plan and Sovereign 2012 MEIP (including shares that may be issued pursuant to outstanding performance-based restricted share units, assuming the target award is met; actual shares may vary, depending on actual performance).

(b) Excludes restricted share units which do not have an exercise price.

*Sabre Corporation 2016 Omnibus Incentive Compensation Plan.* The 2016 Omnibus Plan serves as a successor to the 2014 Omnibus Plan and provides for the issuance of stock options, restricted shares, restricted stock units (“RSUs”) performance-based RSU awards (“PSUs”), cash incentive compensation and other stock-based awards.

*Sabre Corporation 2014 Omnibus Incentive Compensation Plan.* The 2014 Omnibus Plan serves as successor to the Sovereign MEIP and Sovereign 2012 MEIP and provides for the issuance of stock options, restricted shares, RSUs, PSUs, cash incentive compensation and other stock-based awards. All shares available for future grants, along with shares that were covered by prior awards of stock options granted under the 2014 Omnibus Plan that were forfeited or otherwise expire unexercised or without issuance of Sabre Corporation common stock, have been transferred to the 2016 Omnibus Plan. Therefore, as of December 31, 2016 no shares remained available for future grants under the 2014 Omnibus Plan.

*Sovereign Holdings, Inc. Management Equity Incentive Plan.* Under the Sovereign MEIP, key employees and, in certain circumstances, the directors, service providers and consultants, of Sabre and its affiliates may be granted stock options. All shares available for future grants, along with shares that were covered by prior awards of stock options granted under the Sovereign MEIP that were forfeited or otherwise expire unexercised or without the issuance of shares of Sabre Corporation common stock, have been transferred to the Sovereign 2012 MEIP, which have subsequently been transferred to the 2014 Omnibus Plan and then to the 2016 Omnibus Plan. Therefore, as of December 31, 2016, no shares remained available for future grants under the Sovereign MEIP.

*Sovereign Holdings, Inc. 2012 Management Equity Incentive Plan.* Under the Sovereign 2012 MEIP, key employees and, in certain circumstances, the directors, service providers and consultants, of Sabre and its affiliates may be granted stock options, restricted shares, RSUs, PSUs and other stock-based awards. All shares available for future grants, along with shares that were covered by prior awards of stock options granted under the Sovereign MEIP that were forfeited or otherwise expire unexercised or without the issuance of shares of Sabre Corporation common stock, have been transferred to the 2014 Omnibus Plan and then to the 2016 Omnibus Plan. Therefore, as of December 31, 2016, no shares remained available for future grants under the Sovereign 2012 MEIP.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information set forth under the headings “Certain Relationships and Related Party Transactions” and “Corporate Governance—Board Composition and Director Independence” of the 2017 Proxy Statement is incorporated herein by reference.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information set forth under the headings “Principal Accounting Firm Fees” and “Audit Committee Approval of Audit and Non-Audit Services” under “Proposal 2. Ratification of Independent Auditors” of the 2017 Proxy Statement is incorporated herein by reference.

## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

The following documents are filed as part of this report.

1. *Financial statements.* The financial statements are set forth under Item 8 of this Annual Report on Form 10-K.
2. *Financial statement schedules.* Schedule II Valuation and Qualifying Accounts is filed as part of this Annual Report on Form 10-K and should be read in conjunction with the financial statements and notes thereto contained in Item 8.

All other financial statements and financial statement schedules for which provision is made in the applicable accounting regulations of the SEC are not required under the related instruction, are not material or are not applicable and, therefore, have been omitted.

3. *Exhibits.*

<b>Exhibit Number</b>	<b>Description of Exhibits</b>
2.1	Asset Purchase Agreement, dated as of January 23, 2015 by and among Expedia Inc., Sabre GLOB Inc., Travelocity.com LP and certain affiliates of Sabre GLOB Inc. and Travelocity.com LP (incorporated by reference to Exhibit 2.1 of Sabre Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 26, 2015).
2.2	Share Purchase Agreement, dated as of May 14, 2015 by and between Abacus International Holdings Ltd and Sabre Technology Enterprises II Ltd. (incorporated by reference to Exhibit 2.1 of Sabre's Corporation Current Report on Form 8-K filed with the Securities and Exchange Commission on May 14, 2015).
3.1	Third Amended and Restated Certificate of Incorporation of Sabre Corporation (incorporated by reference to Exhibit 3.1 of Sabre's Corporation Current Report on Form 8-K filed with the Securities and Exchange Commission on April 22, 2014).
3.2	Second Amended and Restated Bylaws of Sabre Corporation (incorporated by reference to Exhibit 3.2 of Sabre's Corporation Current Report on Form 8-K filed with the Securities and Exchange Commission on April 22, 2014).
4.1	Amended and Restated Registration Rights Agreement, dated as of April 23, 2014 by and among Sabre Corporation and the stockholders party thereto (incorporated by reference to Exhibit 4.1 of Sabre's Corporation Current Report on Form 8-K filed with the Securities and Exchange Commission on April 23, 2014).
4.2	Indenture, dated as of April 14, 2015, among Sabre GLOB Inc., each of the guarantors party thereto and Wells Fargo Bank, National Association, as trustee and collateral agent. (incorporated by reference to Exhibit 4.1 of Sabre's Corporation Current Report on Form 8-K filed with the Securities and Exchange Commission on April 15, 2015).
4.3	Form of 5.375% Senior Secured Notes due 2023 (included in Exhibit 4.5).
4.4	Indenture, dated as of November 9, 2015, among Sabre GLOB Inc., each of the guarantors party thereto and Wells Fargo Bank, National Association, as trustee and collateral agent. (incorporated by reference to Exhibit 4.1 of Sabre's Corporation Current Report on Form 8-K filed with the Securities and Exchange Commission on November 9 2015).
4.5	Form of 5.250% Senior Secured Notes due 2023 (included in Exhibit 4.7).
10.1	Loan Agreement, dated March 29, 2007, between Sabre Headquarters, LLC, as borrower, and JPMorgan Chase Bank, N.A., as lender (incorporated by reference to Exhibit 10.1 of Sabre Corporation's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 21, 2014).
10.2	Amendment and Restatement Agreement, dated as of February 19, 2013, among Sabre Inc., Sabre Holdings Corporation, the subsidiary guarantors party thereto, the lenders party thereto, Deutsche Bank AG New York Branch, as administrative agent and Bank of America, N.A. as successor administrative agent (incorporated by reference to Exhibit 10.2 of Sabre Corporation's Amendment No. 1 to the Registration Statement on Form S-1 filed with the Securities and Exchange Commission on March 10, 2014).
10.3	Amended and Restated Guaranty, dated as of February 19, 2013, among Sabre Holdings Corporation, certain subsidiaries of Sabre Inc. from time to time party thereto and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 10.3 of Sabre Corporation's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 21, 2014).

Exhibit Number	Description of Exhibits
10.4	Amended and Restated Pledge and Security Agreement, dated as of February 19, 2013, among Sabre Holdings Corporation, Sabre Inc., certain subsidiaries of Sabre Inc. from time to time party thereto and Bank of America, N.A., as administrative agent for the secured parties (incorporated by reference to Exhibit 10.4 of Sabre Corporation's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 21, 2014).
10.5	First Lien Intercreditor Agreement, dated as of May 9, 2012, among Sabre Inc., Sabre Holdings Corporation, the other grantors party thereto, Deutsche Bank AG New York Branch, as administrative agent and authorized representative for the Credit Agreement secured parties, Wells Fargo Bank, National Association, as the Initial First Lien Collateral Agent and initial additional authorized representative, each Additional First Lien Collateral Agent and each additional Authorized Representative (incorporated by reference to Exhibit 10.5 of Sabre Corporation's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 21, 2014).
10.6	First Incremental Term Facility Amendment to Amended and Restated Credit Agreement, dated as of September 30, 2013, among Sabre Inc., Sabre Holdings Corporation, the subsidiary guarantors party thereto, and Bank of America, N.A., as incremental term lender and administrative agent (incorporated by reference to Exhibit 10.7 of Sabre Corporation's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 21, 2014).
10.7+	Sovereign Holdings, Inc. Management Equity Incentive Plan adopted June 11, 2007, as amended April 22, 2010 (incorporated by reference to Exhibit 10.8 of Sabre Corporation's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 21, 2014).
10.8+	Form of Non Qualified Stock Option Grant Agreement under Sovereign Holdings, Inc. Management Equity Incentive Plan adopted June 11, 2007, as amended April 22, 2010 (incorporated by reference to Exhibit 10.9 of Sabre Corporation's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 21, 2014).
10.9+	Sovereign Holdings, Inc. 2012 Management Equity Incentive Plan adopted September 14, 2012 (incorporated by reference to Exhibit 10.16 of Sabre Corporation's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 21, 2014).
10.10+	Form of Non Qualified Stock Option Grant Agreement under the Sovereign Holdings, Inc. 2012 Management Equity Incentive Plan (incorporated by reference to Exhibit 10.17 of Sabre Corporation's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 21, 2014).
10.11+	Form of Restricted Stock Unit Grant Agreement under the Sovereign Holdings, Inc. 2012 Management Equity Incentive Plan (incorporated by reference to Exhibit 10.18 of Sabre Corporation's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 21, 2014).
10.12+	Form of Restricted Stock Unit Grant Agreement for Non Employee Directors under the Sovereign Holdings, Inc. 2012 Management Equity Incentive Plan (incorporated by reference to Exhibit 10.20 of Sabre Corporation's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 21, 2014).
10.13+	Form of Non Qualified Stock Option Grant Agreement for Non Employee Directors under the Sovereign Holdings, Inc. 2012 Management Equity Incentive Plan (incorporated by reference to Exhibit 10.21 of Sabre Corporation's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 21, 2014).
10.14+	Employment Agreement by and among Sabre Holdings Corporation, Sabre Inc., Sovereign Holdings, Inc. and Thomas Klein, dated August 14, 2013 (incorporated by reference to Exhibit 10.22 of Sabre Corporation's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 21, 2014).
10.15+	Employment Agreement by and between Sovereign Holdings, Inc. and William Robinson, dated December 5, 2013 (incorporated by reference to Exhibit 10.24 of Sabre Corporation's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 21, 2014).
10.16+	Employment Agreement by and between Sovereign Holdings, Inc. and Deborah Kerr, dated March 7, 2013 (incorporated by reference to Exhibit 10.32 of Sabre Corporation's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 21, 2014).
10.17+	Employment Agreement by and between Sovereign Holdings, Inc. and Rick Simonson, dated March 5, 2013 (incorporated by reference to Exhibit 10.33 of Sabre Corporation's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 21, 2014).
10.18+	Employment Agreement by and between Sovereign Holdings, Inc. and Hugh Jones, dated July 29, 2009 (incorporated by reference to Exhibit 10.36 of Sabre Corporation's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 21, 2014).
10.19+	Employment Agreement by and between Sovereign Holdings, Inc. and Greg Webb, dated February 2, 2011 (incorporated by reference to Exhibit 10.37 of Sabre Corporation's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 21, 2014).
10.20	Amendment No. 1 to Amended and Restated Credit Agreement, dated as of February 20, 2014, among Sabre GLBL Inc., Sabre Holdings Corporation, each of the other Loan Parties, Bank of America, N.A., as administrative agent and the Lenders thereto (incorporated by reference to Exhibit 10.38 of Sabre Corporation's Amendment No. 1 to the Registration Statement on Form S-1 filed with the Securities and Exchange Commission on March 10, 2014).

Exhibit Number	Description of Exhibits
10.21	First Revolver Extension Amendment to Amended and Restated Credit Agreement, dated as of February 20, 2014, among Sabre GLBL Inc., Sabre Holdings Corporation, each of the other Loan Parties, Bank of America, N.A., as administrative agent and the Revolving Credit Lenders thereto (incorporated by reference to Exhibit 10.39 of Sabre Corporation's Amendment No. 1 to the Registration Statement on Form S-1 filed with the Securities and Exchange Commission on March 10, 2014).
10.22	First Incremental Revolving Credit Facility Amendment to Amended and Restated Credit Agreement, dated as of February 20, 2014, among Sabre GLBL Inc., Sabre Holdings Corporation, each of the other Loan Parties, Bank of America, N.A., as administrative agent and the Revolving Credit Lenders thereto (incorporated by reference to Exhibit 10.40 of Sabre Corporation's Amendment No. 1 to the Registration Statement on Form S-1 filed with the Securities and Exchange Commission on March 10, 2014).
10.23	Income Tax Receivable Agreement dated as of April 23, 2014 between Sabre Corporation and Sovereign Manager Co-Invest, LLC (incorporated by reference to Exhibit 10.1 of Sabre's Corporation Current Report on Form 8-K filed with the Securities and Exchange Commission on April 23, 2014).
10.24	Amended and Restated Stockholders' Agreement dated as of April 23, 2014 by and among Sabre Corporation and the stockholders party thereto (incorporated by reference to Exhibit 10.2 of Sabre's Corporation Current Report on Form 8-K filed with the Securities and Exchange Commission on April 23, 2014).
10.25+	Form of Director and Officer Indemnification Agreement (incorporated by reference to Exhibit 10.46 of Sabre Corporation's Amendment No. 6 to the Registration Statement on Form S-1 filed with the Securities and Exchange Commission on April 4, 2014).
10.26+	Letter by and between Sovereign Holdings, Inc., Sabre Holdings Corporation and Sabre Inc. and Lawrence W. Kellner, dated August 30, 2013 (incorporated by reference to Exhibit 10.47 of Sabre Corporation's Amendment No. 3 to the Registration Statement on Form S-1 filed with the Securities and Exchange Commission on March 26, 2014).
10.27+	Sabre Corporation 2014 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.48 of Sabre Corporation's Amendment No. 3 to the Registration Statement on Form S-1 filed with the Securities and Exchange Commission on March 26, 2014).
10.28+	Form of Restricted Stock Unit Grant Agreement under the Sabre Corporation 2014 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.49 of Sabre Corporation's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 5, 2015).
10.29+	Form of Non Qualified Stock Option Grant Agreement under the Sabre Corporation 2014 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.50 of Sabre Corporation's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 5, 2015).
10.30+	Form of Restricted Stock Unit Annual Grant Agreement for Non Employee Directors under the Sabre Corporation 2014 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.51 of Sabre Corporation's Amendment No. 3 to the Registration Statement on Form S-1 filed with the Securities and Exchange Commission on March 26, 2014).
10.31+	Form of Restricted Stock Unit Initial Grant Agreement for Non Employee Directors under the Sabre Corporation 2014 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.52 of Sabre Corporation's Amendment No. 3 to the Registration Statement on Form S-1 filed with the Securities and Exchange Commission on March 26, 2014).
10.32	Supplement No. 1, dated as of December 31, 2012, to the Pledge and Security Agreement dated as of May 9, 2012, among Sabre Holdings Corporation, Sabre Inc., the subsidiary guarantors and Wells Fargo Bank, National Association, as collateral agent for the secured parties (incorporated by reference to Exhibit 10.53 of Sabre Corporation's Amendment No. 4 to the Registration Statement on Form S-1 filed with the Securities and Exchange Commission on March 31, 2014).
10.33+	Employment Agreement by and between Sabre Corporation and Rachel Gonzalez dated September 2, 2014 (incorporated by reference to Exhibit 10.55+ of Sabre's Corporation Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 12, 2014).
10.34+	Sabre Corporation Non-Employee Directors Compensation Deferral Plan dated October 29, 2014 (incorporated by reference to Exhibit 10.57+ of Sabre Corporation's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 26, 2015).
10.35	Second Amended and Restated Stockholders' Agreement dated as of February 6, 2015 by and among Sabre Corporation and the stockholders party thereto (incorporated by reference to Exhibit 10.58 of Sabre Corporation's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 3, 2015).
10.36+	Form of Award Agreement for Long-Term Stretch Program (incorporated by reference to Exhibit 10.1 of Sabre's Corporation Current Report on Form 8-K filed with the Securities and Exchange Commission on March 13, 2015).
10.37	Pledge and Security Agreement, dated as of April 14, 2015, among Sabre GLBL Inc., Sabre Holdings Corporation, the subsidiary guarantors party thereto and Wells Fargo Bank, National Association, as collateral agent (incorporated by reference to Exhibit 10.1 of Sabre Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 15, 2015).

Exhibit Number	Description of Exhibits
10.38+	Employment Agreement by and between Sabre Corporation and Sean Menke, dated August 29, 2015 (incorporated by reference to Exhibit 10.61 of Sabre Corporation's Current Report on Form 10-Q filed with the Securities and Exchange Commission on October 29, 2015).
10.39+	Amendment to Letter Agreement by and between Sabre Corporation and Greg Webb, dated September 8, 2015 (incorporated by reference to Exhibit 10.1 of Sabre Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 9, 2015).
10.40	Pledge and Security Agreement, dated as of November 9, 2015, among Sabre GLOBL Inc., Sabre Holdings Corporation, the subsidiary guarantors party thereto and Wells Fargo Bank, National Association, as collateral agent (incorporated by reference to Exhibit 10.1 of Sabre Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 9, 2015).
10.41+	Sabre Corporation Executive Deferred Compensation Plan (incorporated by reference to Exhibit 10.1 of Sabre Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 16, 2015).
10.42†	Master Services Agreement dated as of November 1, 2015, between Sabre GLOBL, Inc. and HP Enterprise Services, LLC, as provider.
10.43+	Sabre Corporation 2016 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.49 of Sabre Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 26, 2016).
10.44+	Form of Restricted Stock Unit Grant Agreement under the Sabre Corporation 2016 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.49 of Sabre Corporation's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 28, 2016).
10.45+	Form of Non-Qualified Stock Option Grant Agreement under the Sabre Corporation 2016 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.49 of Sabre Corporation's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 28, 2016).
10.46+	Joinder Agreement to Second Amended and Restated Stockholders' Agreement, dated January 5, 2016, by Sovereign Co-Invest II, LLC (incorporated by reference to Exhibit 10.66 of Sabre Corporation's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 28, 2016).
10.47+	Joinder Agreement to Amended and Restated Registration Rights Agreement, dated January 5, 2016, by Sovereign Co-Invest II, LLC (incorporated by reference to Exhibit 10.67 of Sabre Corporation's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 28, 2016).
10.48+	Separation Agreement by and between Sabre Corporation and Tom Klein, dated June 20, 2016 (incorporated by reference to Exhibit 10.1 of Sabre Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 20, 2016).
10.49	Revolving Facility Refinancing Amendment to Amended and Restated Credit Agreement, dated July 18, 2016, among Sabre GLOBL Inc., Sabre Holdings Corporation, each of the other Loan Parties party thereto, Bank of America, N.A., as Administrative Agent and the Revolving Credit Lenders party thereto (incorporated by reference to Exhibit 10.1 of Sabre Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 19, 2016).
10.50	Amendment No. 2 to Amended and Restated Credit Agreement, dated July 18, 2016, among Sabre GLOBL Inc., Sabre Holdings Corporation, each of the other Loan Parties party thereto, Bank of America, N.A., as Administrative Agent and the Lenders party thereto (incorporated by reference to Exhibit 10.2 of Sabre Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 19, 2016).
10.51	Second Incremental Term Facility Amendment to Amended and Restated Credit Agreement, dated July 18, 2016, among Sabre GLOBL Inc., Sabre Holdings Corporation, each of the other Loan Parties party thereto, Bank of America, N.A., as Administrative Agent and the Incremental Term A Lenders party thereto (incorporated by reference to Exhibit 10.3 of Sabre Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 19, 2016).
10.52+	Second Amendment to Letter Agreement by and between the Corporation and Greg Webb, dated June 15, 2016 (incorporated by reference to Exhibit 10.69 of Sabre Corporation's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 2, 2016).
10.53+	Letter Agreement by and between Sabre Corporation and Alex Alt, dated August 31, 2016 (incorporated by reference to Exhibit 10.74 of Sabre Corporation's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 2, 2016).
10.54+	Employment Agreement by and between Sabre Corporation and Sean Menke, dated December 15, 2016 (incorporated by reference to Exhibit 10.1 of Sabre Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 16, 2016).
10.55+	Letter Agreement by and between Sabre Corporation and Lawrence W. Kellner, dated December 15, 2016 (incorporated by reference to Exhibit 10.2 of Sabre Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 16, 2016).
10.56*	Amendment dated December 22, 2016, to that certain Master Services Agreement dated as of November 1, 2015 by and between HP Enterprise Services, LLC and Sabre GLOBL Inc.



Exhibit Number	Description of Exhibits
10.57+*	Form of Executive Chairman Restricted Stock Unit Agreement under the Sabre Corporation 2016 Omnibus Incentive Compensation Plan.
10.58+*	Form of Executive Chairman Stock Option Grant Agreement under the Sabre Corporation 2016 Omnibus Incentive Compensation Plan.
21.1*	List of Subsidiaries
23.1*	Consent of Ernst & Young LLP
24.1*	Powers of Attorney (included on signature page)
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase
101.DEF*	XBRL Taxonomy Extension Definition Linkbase
101.LAB*	XBRL Taxonomy Extension Label Linkbase

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+ Indicates management contract or compensatory plan or arrangement.

† Confidential treatment has been granted to portions of this exhibit by the Securities and Exchange Commission.

\* Filed herewith.

**ITEM 16. FORM 10-K SUMMARY**

Not applicable.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

### SABRE CORPORATION

Date: February 17, 2017

By: /s/ Richard A. Simonson  
Richard A. Simonson  
Executive Vice President and  
Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Sean Menke, Richard A. Simonson, Rachel A. Gonzalez and Chris Nester, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to execute any or all amendments to this Annual Report on Form 10-K and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>/s/ Sean Menke</u> Sean Menke	President and Chief Executive Officer and Director (Principal Executive Officer)	February 17, 2017
<u>/s/ Richard A. Simonson</u> Richard A. Simonson	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 17, 2017
<u>/s/ Jami B. Kindle</u> Jami B. Kindle	Vice President and Corporate Controller (Principal Accounting Officer)	February 17, 2017
<u>/s/ Lawrence W. Kellner</u> Lawrence W. Kellner	Executive Chairman of the Board and Director	February 17, 2017
<u>/s/ George Bravante, Jr.</u> George Bravante, Jr.	Director	February 17, 2017
<u>/s/ Renée James</u> Renée James	Director	February 17, 2017
<u>/s/ Gary Kusin</u> Gary Kusin	Director	February 17, 2017
<u>/s/ Greg Mondre</u> Greg Mondre	Director	February 17, 2017
<u>/s/ Judy Odom</u> Judy Odom	Director	February 17, 2017
<u>/s/ Joseph Osnoss</u> Joseph Osnoss	Director	February 17, 2017
<u>/s/ Karl Peterson</u> Karl Peterson	Director	February 17, 2017
<u>/s/ Zane Rowe</u> Zane Rowe	Director	February 17, 2017

**SABRE CORPORATION**  
**SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS**  
**DECEMBER 31, 2016, 2015 AND 2014**  
(In millions)

	Balance at Beginning	Charged to Expense or Other Accounts	Write-offs and Other Adjustments	Balance at End of Period
<b>Allowance for Doubtful Accounts</b>				
Year ended December 31, 2016	\$ 32.3	\$ 10.6	\$ (5.8)	\$ 37.1
Year ended December 31, 2015	\$ 27.5	\$ 8.6	\$ (3.8)	\$ 32.3
Year ended December 31, 2014	\$ 25.9	\$ 10.4	\$ (8.8)	\$ 27.5
<b>Valuation Allowance for Deferred Tax Assets</b>				
Year ended December 31, 2016	\$ 80.7	\$ 1.1	\$ (7.3)	\$ 74.5
Year ended December 31, 2015	\$ 160.0	\$ (69.8)	\$ (9.5)	\$ 80.7
Year ended December 31, 2014	\$ 253.1	\$ (79.3)	\$ (13.8)	\$ 160.0
<b>Reserve for Value-Added Tax Receivables</b>				
Year ended December 31, 2016	\$ 1.8	\$ (1.6)	\$ 0.1	\$ 0.3
Year ended December 31, 2015	\$ 6.9	\$ (3.1)	\$ (2.0)	\$ 1.8
Year ended December 31, 2014	\$ 3.9	\$ 4.0	\$ (1.0)	\$ 6.9

## BOARD OF DIRECTORS

### **George Bravante, Jr.**

Co-founder, Bravante-Curci Investors, LP,  
Owner, Bravante Produce and  
CEO, Pacific Agricultural Realty, LP

### **Renée James**

Former President, Intel Corporation

### **Lawrence W. Kellner**

President, Emerald Creek Group, LLC  
Executive Chairman of the Board, Sabre

### **Gary Kusin**

Independent Consultant

### **Sean Menke**

President and CEO, Sabre

### **Greg Mondre**

Managing Partner and Managing Director, Silver Lake

### **Judy Odom**

Retired Chief Executive Officer  
and Chairman of the Board, Software Spectrum, Inc.

### **Joseph Osnoos**

Managing Director, Silver Lake

### **Karl Peterson**

Senior Partner, TPG, Managing Partner, TPG Pace  
Group and President and CEO, TPG Pace Holdings  
Lead Director, Sabre

### **Zane Rowe**

Chief Financial Officer, VMware, Inc.

## EXECUTIVE LEADERSHIP TEAM

### **Lawrence W. Kellner**

Executive Chairman of the Board, Sabre

### **Sean Menke**

President and CEO, Sabre

### **Richard A. Simonson**

Executive Vice President  
and Chief Financial Officer, Sabre

### **Alexander S. Alt**

Executive Vice President, Sabre  
and President, Sabre Hospitality Solutions

### **Rachel A. Gonzalez**

Executive Vice President  
and General Counsel, Sabre

### **Hugh W. Jones**

Executive Vice President, Sabre  
and President, Sabre Airline Solutions

### **William G. Robinson**

Executive Vice President  
and Chief Human Resources Officer, Sabre

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## CORPORATE INFORMATION

### **Stock Exchange Listing**

NASDAQ: SABR

### **Annual Meeting**

Wednesday, May 24, 2017 at 9:30 a.m. (local time)  
Sabre Global Headquarters  
3150 Sabre Drive  
Southlake, Texas 76092

### **Sabre Global Headquarters**

3150 Sabre Drive  
Southlake, Texas 76092  
(682) 605-1000

### **Transfer Agent**

American Stock Transfer & Trust Company, LLC  
6201 15th Avenue  
Brooklyn, New York 11219  
(800) 937-5449

### **Independent Auditors**

Ernst & Young LLP  
2323 Victory Avenue, Suite 2000  
Dallas, Texas 75219





**Sabre**<sup>®</sup>