

THE J. M. SMUCKER COMPANY
ANNUAL REPORT ON FORM 10-K
INDEX TO FINANCIAL STATEMENTS

	Annual Report to Shareholders
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Financial statement schedules are omitted because they are not applicable or because the information required is set forth in the Consolidated Financial Statements or the notes thereto.

REPORT OF MANAGEMENT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The J. M. Smucker Company

Shareholders

The J. M. Smucker Company

Management is responsible for establishing and maintaining adequate accounting and internal control systems over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities and Exchange Act of 1934, as amended. Our internal control system is designed to provide reasonable assurance that we have the ability to record, process, summarize, and report reliable financial information on a timely basis.

Our management, with the participation of the principal financial officer and principal executive officer, assessed the effectiveness of the internal control over financial reporting as of April 30, 2017. In making this assessment, we used the criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) (“the COSO criteria”).

Based on our assessment of internal control over financial reporting under the COSO criteria, we concluded the internal control over financial reporting was effective as of April 30, 2017.

Ernst & Young LLP, an independent registered public accounting firm, audited the effectiveness of our internal control over financial reporting as of April 30, 2017, and their report thereon is included on page 38 of this report.

Mark T. Smucker
President and
Chief Executive Officer

Mark R. Belgia
Vice Chair and
Chief Financial Officer

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The J. M. Smucker Company

Board of Directors and Shareholders The J. M. Smucker Company

We have audited The J. M. Smucker Company's internal control over financial reporting as of April 30, 2017, 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"). The J. M. Smucker Company'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 Report of Management 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.

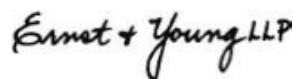
We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material 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, The J. M. Smucker Company maintained, in all material respects, effective internal control over financial reporting as of April 30, 2017, 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 The J. M. Smucker Company as of April 30, 2017 and 2016, and the related statements of consolidated income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended April 30, 2017 of The J. M. Smucker Company, and our report dated June 19, 2017, expressed an unqualified opinion thereon.



Akron, Ohio
June 19, 2017

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON THE CONSOLIDATED FINANCIAL STATEMENTS

The J. M. Smucker Company

Board of Directors and Shareholders The J. M. Smucker Company

We have audited the accompanying consolidated balance sheets of The J. M. Smucker Company as of April 30, 2017 and 2016 , and the related statements of consolidated income, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended April 30, 2017 . These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements 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 consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of The J. M. Smucker Company at April 30, 2017 and 2016 , and the consolidated results of its operations and its cash flows for each of the three years in the period ended April 30, 2017 , in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), The J. M. Smucker Company's internal control over financial reporting as of April 30, 2017 , 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 June 19, 2017 , expressed an unqualified opinion thereon.

Ernst & Young LLP

Akron, Ohio
June 19, 2017

REPORT OF MANAGEMENT ON RESPONSIBILITY FOR FINANCIAL REPORTING

The J. M. Smucker Company

Shareholders
The J. M. Smucker Company

Management of The J. M. Smucker Company is responsible for the preparation, integrity, accuracy, and consistency of the consolidated financial statements and the related financial information in this report. Such information has been prepared in accordance with U.S. generally accepted accounting principles and is based on our best estimates and judgments.

We maintain systems of internal accounting controls supported by formal policies and procedures that are communicated throughout the Company. There is a program of audits performed by our internal audit staff designed to evaluate the adequacy of and adherence to these controls, policies, and procedures.

Ernst & Young LLP, an independent registered public accounting firm, has audited our financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Management has made all financial records and related data available to Ernst & Young LLP during its audit.

Our audit committee, comprised of four non-employee members of the Board of Directors, meets regularly with the independent registered public accounting firm and management to review the work of the internal audit staff and the work, audit scope, timing arrangements, and fees of the independent registered public accounting firm. The audit committee also regularly satisfies itself as to the adequacy of controls, systems, and financial records. The director of the internal audit department is required to report directly to the chair of the audit committee as to internal audit matters.

It is our best judgment that our policies and procedures, our program of internal and independent audits, and the oversight activity of the audit committee work together to provide reasonable assurance that our operations are conducted according to law and in compliance with the high standards of business ethics and conduct to which we subscribe.

Mark T. Smucker <i>President and</i> <i>Chief Executive Officer</i>	Mark R. Belgia <i>Vice Chair and</i> <i>Chief Financial Officer</i>
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STATEMENTS OF CONSOLIDATED INCOME

The J. M. Smucker Company

	Year Ended April 30,		
(Dollars in millions, except per share data)	2017	2016	2015
Net sales	\$ 7,392.3	\$ 7,811.2	\$ 5,692.7
Cost of products sold	4,557.0	4,843.4	3,724.0
Gross Profit	2,835.3	2,967.8	1,968.7
Selling, distribution, and administrative expenses	1,390.7	1,510.3	1,031.3
Amortization	207.3	208.4	109.7
Impairment charges	133.2	—	1.2
Other special project costs ^(A)	76.9	135.9	56.6
Other operating income – net	(4.3)	(32.1)	(2.1)
Operating Income	1,031.5	1,145.3	772.0
Interest expense – net	(163.1)	(171.1)	(79.9)
Other debt costs	—	—	(173.3)
Other income – net	10.0	3.7	4.2
Income Before Income Taxes	878.4	977.9	523.0
Income taxes	286.1	289.2	178.1
Net Income	\$ 592.3	\$ 688.7	\$ 344.9
Earnings per common share:			
Net Income	\$ 5.11	\$ 5.77	\$ 3.33
Net Income – Assuming Dilution	\$ 5.10	\$ 5.76	\$ 3.33
Dividends Declared per Common Share	\$ 3.00	\$ 2.68	\$ 2.56

(A) Other special project costs includes merger and integration and restructuring costs. For more information, see Note 3: Integration and Restructuring Costs.

See notes to consolidated financial statements.

STATEMENTS OF CONSOLIDATED COMPREHENSIVE INCOME

The J. M. Smucker Company

	Year Ended April 30,		
(Dollars in millions)	2017	2016	2015
Net income	\$ 592.3	\$ 688.7	\$ 344.9
Other comprehensive income (loss):			
Foreign currency translation adjustments	(29.9)	(10.8)	(34.0)
Cash flow hedging derivative activity, net of tax	0.4	0.4	(20.5)
Pension and other postretirement benefit plans activity, net of tax	34.1	(28.5)	(3.6)
Available-for-sale securities activity, net of tax	0.4	0.3	(0.1)
Total Other Comprehensive Income (Loss)	5.0	(38.6)	(58.2)
Comprehensive Income	\$ 597.3	\$ 650.1	\$ 286.7

See notes to consolidated financial statements.

CONSOLIDATED BALANCE SHEETS

The J. M. Smucker Company

ASSETS

	April 30,	
(Dollars in millions)	2017	2016
Current Assets		
Cash and cash equivalents	\$ 166.8	\$ 109.8
Trade receivables, less allowance for doubtful accounts	438.7	450.1
Inventories:		
Finished products	562.4	560.0
Raw materials	343.3	339.4
Total Inventory	905.7	899.4
Other current assets	130.6	114.1
Total Current Assets	1,641.8	1,573.4
Property, Plant, and Equipment		
Land and land improvements	115.6	114.6
Buildings and fixtures	766.2	727.7
Machinery and equipment	1,983.0	1,870.7
Construction in progress	116.9	91.3
Gross Property, Plant, and Equipment	2,981.7	2,804.3
Accumulated depreciation	(1,364.2)	(1,176.6)
Total Property, Plant, and Equipment	1,617.5	1,627.7
Other Noncurrent Assets		
Goodwill	6,077.1	6,091.1
Other intangible assets – net	6,149.9	6,494.4
Other noncurrent assets	153.4	197.5
Total Other Noncurrent Assets	12,380.4	12,783.0
Total Assets	\$ 15,639.7	\$ 15,984.1

See notes to consolidated financial statements.

CONSOLIDATED BALANCE SHEETS

The J. M. Smucker Company

LIABILITIES AND SHAREHOLDERS' EQUITY

	April 30,	
(Dollars in millions)	2017	2016
Current Liabilities		
Accounts payable	\$ 477.2	\$ 459.4
Accrued compensation	88.2	139.6
Accrued trade marketing and merchandising	106.0	112.3
Dividends payable	85.1	77.9
Current portion of long-term debt	499.0	—
Short-term borrowings	454.0	284.0
Other current liabilities	123.1	139.8
Total Current Liabilities	1,832.6	1,213.0
Noncurrent Liabilities		
Long-term debt, less current portion	4,445.5	5,146.0
Defined benefit pensions	189.8	222.3
Other postretirement benefits	66.6	75.9
Deferred income taxes	2,167.0	2,230.3
Other noncurrent liabilities	88.0	88.1
Total Noncurrent Liabilities	6,956.9	7,762.6
Total Liabilities	8,789.5	8,975.6
Shareholders' Equity		
Serial preferred shares – no par value:		
Authorized – 6,000,000 shares; outstanding – none	—	—
Common shares – no par value:		
Authorized – 300,000,000 shares; outstanding – 113,439,553 at April 30, 2017, and 116,306,894 at April 30, 2016 (net of 33,058,177 and 30,190,836 treasury shares, respectively), at stated value	28.4	29.1
Additional capital	5,724.7	5,860.1
Retained income	1,240.5	1,267.7
Accumulated other comprehensive loss	(143.4)	(148.4)
Total Shareholders' Equity	6,850.2	7,008.5
Total Liabilities and Shareholders' Equity	\$ 15,639.7	\$ 15,984.1

See notes to consolidated financial statements.

STATEMENTS OF CONSOLIDATED CASH FLOWS

The J. M. Smucker Company

	Year Ended April 30,		
(Dollars in millions)	2017	2016	2015
Operating Activities			
Net income	\$ 592.3	\$ 688.7	\$ 344.9
Adjustments to reconcile net income to net cash provided by operations:			
Depreciation	211.7	221.7	157.5
Amortization	207.3	208.4	109.7
Impairment charges	133.2	—	1.2
Share-based compensation expense	22.0	34.6	23.5
Gain on divestiture	—	(25.3)	—
Deferred income tax (benefit) expense	(79.4)	(95.2)	7.7
Other noncash adjustments	4.8	3.4	(6.0)
Make-whole payments included in financing activities	—	—	163.3
Defined benefit pension contributions	(28.7)	(8.6)	(15.7)
Changes in assets and liabilities, net of effect from businesses acquired:			
Trade receivables	8.9	(21.9)	21.8
Inventories	(10.4)	240.1	25.3
Other current assets	8.9	14.6	74.1
Accounts payable	2.1	46.1	(25.4)
Accrued liabilities	(39.8)	2.4	(140.3)
Proceeds from settlement of interest rate swaps – net	—	—	53.5
Income and other taxes	7.9	146.9	(35.7)
Other – net	18.2	5.1	(20.3)
Net Cash Provided by Operating Activities	1,059.0	1,461.0	739.1
Investing Activities			
Businesses acquired, net of cash acquired	—	7.9	(1,320.5)
Equity investment in affiliate	—	(16.0)	—
Additions to property, plant, and equipment	(192.4)	(201.4)	(247.7)
Proceeds from divestiture	—	193.7	—
Proceeds from sale of investment	40.6	—	—
Proceeds from disposal of property, plant, and equipment	0.5	4.0	2.6
Other – net	(38.4)	33.5	(30.1)
Net Cash (Used for) Provided by Investing Activities	(189.7)	21.7	(1,595.7)
Financing Activities			
Short-term borrowings (repayments) – net	170.0	58.0	(22.4)
Proceeds from long-term debt	—	—	5,382.5
Repayments of long-term debt, including make-whole payments	(200.0)	(800.0)	(4,193.9)
Quarterly dividends paid	(339.3)	(316.6)	(254.0)
Purchase of treasury shares	(437.6)	(441.1)	(24.3)
Other – net	0.8	0.8	(30.6)
Net Cash (Used for) Provided by Financing Activities	(806.1)	(1,498.9)	857.3
Effect of exchange rate changes on cash	(6.2)	0.4	(28.6)
Net increase (decrease) in cash and cash equivalents	57.0	(15.8)	(27.9)
Cash and cash equivalents at beginning of year	109.8	125.6	153.5
Cash and Cash Equivalents at End of Year	\$ 166.8	\$ 109.8	\$ 125.6

() Denotes use of cash

See notes to consolidated financial statements.

STATEMENTS OF CONSOLIDATED SHAREHOLDERS' EQUITY

The J. M. Smucker Company

(Dollars in millions)	Common Shares Outstanding	Common Shares	Additional Capital	Retained Income	Amount Due from ESOP Trust	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
Balance at May 1, 2014	101,697,400	\$ 25.4	\$ 3,965.8	\$ 1,091.0	\$ (1.0)	\$ (51.6)	\$ 5,029.6
Net income				344.9			344.9
Other comprehensive loss						(58.2)	(58.2)
Comprehensive Income							286.7
Purchase of treasury shares	(225,262)	(0.1)	(19.2)	(5.0)			(24.3)
Issuance of shares for acquisition	17,892,565	4.5	2,031.0				2,035.5
Stock plans (includes tax benefit of \$5.9)	212,630	0.1	30.1				30.2
Cash dividends declared				(271.5)			(271.5)
Other				(0.2)	0.9		0.7
Balance at April 30, 2015	119,577,333	29.9	6,007.7	1,159.2	(0.1)	(109.8)	7,086.9
Net income				688.7			688.7
Other comprehensive loss						(38.6)	(38.6)
Comprehensive Income							650.1
Purchase of treasury shares	(3,451,591)	(0.9)	(177.9)	(262.3)			(441.1)
Stock plans (includes tax benefit of \$2.7)	181,152	0.1	30.7				30.8
Cash dividends declared				(317.9)			(317.9)
Other			(0.4)		0.1		(0.3)
Balance at April 30, 2016	116,306,894	29.1	5,860.1	1,267.7	—	(148.4)	7,008.5
Net income				592.3			592.3
Other comprehensive income						5.0	5.0
Comprehensive Income							597.3
Purchase of treasury shares	(3,147,659)	(0.8)	(163.6)	(273.2)			(437.6)
Stock plans	280,318	0.1	28.1				28.2
Cash dividends declared				(346.5)			(346.5)
Other			0.1	0.2			0.3
Balance at April 30, 2017	113,439,553	\$ 28.4	\$ 5,724.7	\$ 1,240.5	\$ —	\$ (143.4)	\$ 6,850.2

See notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The J. M. Smucker Company

(Dollars in millions, unless otherwise noted, except per share data)

NOTE 1

ACCOUNTING POLICIES

Principles of Consolidation: The consolidated financial statements include the accounts of the Company, its wholly-owned subsidiaries, and its majority-owned investments, if any. Intercompany transactions and accounts are eliminated in consolidation.

Use of Estimates: The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles (“GAAP”) requires that we make certain estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Significant estimates in these consolidated financial statements include: estimates of future cash flows associated with assets, potential asset impairments, useful lives and residual values of long-lived assets used in determining depreciation and amortization, net realizable value of inventories, accruals for trade marketing and merchandising programs, income taxes, and the determination of discount and other assumptions for defined benefit pension and other postretirement benefit expenses. Actual results could differ from these estimates.

Cash and Cash Equivalents: We consider all short-term, highly-liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Revenue Recognition: We recognize revenue when all of the following criteria have been met: a valid customer order with a determinable price has been received; title and risk of loss have transferred to the customer; there is no further significant obligation to assist in the resale of the product; and collectibility is reasonably assured. Our products are shipped with FOB destination terms, with the exception of certain export customers and those customers that elect to pick up.

Trade marketing and merchandising programs are classified as a reduction of sales. A provision for estimated returns and allowances is recognized as a reduction of sales at the time revenue is recognized.

Trade Marketing and Merchandising Programs: In order to support our products, various promotional activities are conducted through retail trade, distributors, or directly with consumers, including in-store display and product placement programs, feature price discounts, coupons, and other similar activities. We regularly review and revise, when we deem necessary, estimates of costs for these promotional programs based on estimates of what will be redeemed by retail trade, distributors, or consumers. These estimates are made using various techniques, including historical data on performance of similar promotional programs. Differences between estimated expenditures and actual performance are recognized as a change in estimate in a subsequent period. During 2017, 2016, and 2015, subsequent period adjustments approximated less than 2 percent of both consolidated pre-tax income and cash provided by operating activities. However, as total promotional expenditures, including amounts classified as a reduction of sales, represented 33 percent, 31 percent, and 29 percent of net sales in 2017, 2016, and 2015, respectively, the possibility exists that reported results could be different if factors such as the level and success of the promotional programs or other conditions differ from expectations.

Shipping and Handling Costs: Transportation costs included in cost of products sold relate to the costs incurred to ship our products. Distribution costs are included in selling, distribution, and administrative (“SD&A”) expenses and relate to the warehousing costs incurred to store our products. Total distribution costs recorded within SD&A were \$252.9, \$236.1, and \$168.5 in 2017, 2016, and 2015, respectively.

Advertising Expense: Advertising costs are expensed as incurred. Advertising expense was \$169.8, \$170.3, and \$107.0 in 2017, 2016, and 2015, respectively.

Research and Development Costs: Research and development (“R&D”) costs are expensed as incurred and are included in SD&A in the Statements of Consolidated Income. R&D costs include expenditures for new product and manufacturing process innovation, which are comprised primarily of internal salaries and wages, consulting, and other supplies attributable to time spent on R&D activities. Other costs include the depreciation and maintenance of research facilities. Total R&D expense was \$58.1, \$58.8, and \$32.5 in 2017, 2016, and 2015, respectively.

Share-Based Payments: Share-based compensation expense, excluding stock options, is recognized on a straight-line basis over the requisite service period, which includes a one-year performance period plus the defined forfeiture period, which is typically 4 years of service or the attainment of a defined age and years of service. Compensation expense related to stock options is recognized ratably over the service period for each vesting tranche from the grant date through the end of the requisite service period if it is probable that the

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The J. M. Smucker Company

performance criteria will be met. The stock options vest over a period of 1 to 3 years, dependent on continued service of the option holder, as well as the achievement of the performance objectives established on the grant date.

The following table summarizes amounts related to share-based payments.

	Year Ended April 30,		
	2017	2016	2015
Share-based compensation expense included in SD&A	\$ 22.3	\$ 26.3	\$ 22.3
Share-based compensation (benefit) expense included in other special project costs	(0.3) ^(A)	8.3	1.2
Total share-based compensation expense	\$ 22.0	\$ 34.6	\$ 23.5
Related income tax benefit	\$ 7.2	\$ 10.2	\$ 8.0

(A) During 2017, we concluded that a portion of the performance objectives were unachievable, and therefore reversed the life-to-date compensation cost recognized. For additional information, see Note 12: Share-Based Payments.

As of April 30, 2017, total unrecognized share-based compensation cost related to nonvested share-based awards was \$46.4. The weighted-average period over which this amount is expected to be recognized is 3.5 years.

Prior to adoption of Accounting Standards Update ("ASU") 2016-09, realized excess tax benefits were presented in the Statements of Consolidated Cash Flows as a financing activity and were credited to additional capital in the Consolidated Balance Sheets. Realized shortfall tax benefits, amounts which are less than those previously recognized in earnings, were first offset against the cumulative balance of excess tax benefits, if any, and then charged directly to income tax expense. Upon adoption of ASU 2016-09, realized excess tax benefits are presented in the Statements of Consolidated Cash Flows as an operating activity and are recognized within income taxes in the Statements of Consolidated Income. For 2017, 2016, and 2015, the excess tax benefits realized upon exercise or vesting of share-based compensation were \$3.3, \$2.7, and \$5.9, respectively. For further discussion on share-based compensation expense, see Note 12: Share-Based Payments.

Defined Contribution Plans: We offer employee savings plans for domestic and Canadian employees. Our contributions under these plans are based on a specified percentage of employee contributions. Charges to operations for these plans in 2017, 2016, and 2015 were \$31.9, \$25.9, and \$21.1, respectively. For information on our defined benefit plans, see Note 9: Pensions and Other Postretirement Benefits.

Income Taxes: We account for income taxes using the liability method. Accordingly, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in the applicable tax rate is recognized in income or expense in the period that the change is enacted. A valuation allowance is established when it is more likely than not that all or a portion of a deferred tax asset will not be realized. A tax benefit is recognized when it is more likely than not to be sustained.

We account for the financial statement recognition and measurement criteria of a tax position taken or expected to be taken in a tax return under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 740, *Income Taxes*. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, and disclosure. In accordance with the requirements of ASC 740, uncertain tax positions have been classified in the Consolidated Balance Sheets as noncurrent, except to the extent payment is expected within one year. We recognize net interest and penalties related to unrecognized tax benefits in income tax expense.

Trade Receivables: In the normal course of business, we extend credit to customers. Trade receivables, less allowances, reflects the net realizable value of receivables and approximates fair value. We evaluate our trade receivables and establish an allowance for doubtful accounts based on a combination of factors. When aware that a specific customer has been impacted by circumstances such as bankruptcy filings or deterioration in the customer's operating results or financial position, potentially making it unable to meet its financial obligations, we record a specific reserve for bad debt to reduce the related receivable to the amount we reasonably believe is collectible. We also record reserves for bad debt for all other customers based on a variety of factors, including the length of time the receivables are past due, historical collection experience, and an evaluation of current and projected economic conditions at the balance sheet date. Trade receivables are charged off against the allowance after we determine that the potential for recovery is remote. At April 30, 2017 and 2016, the allowance for doubtful accounts was \$1.6 and \$1.1, respectively. We believe there is no concentration of risk with any single customer whose failure or nonperformance would materially affect results other than as discussed in Note 5: Reportable Segments.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The J. M. Smucker Company

Inventories: Inventories are stated at the lower of cost or market, with market being defined as net realizable value, less costs to sell. Cost for all inventories is determined using the first-in, first-out method applied on a consistent basis.

The cost of finished products and work-in-process inventory includes materials, direct labor, and overhead. Work-in-process is included in finished products in the Consolidated Balance Sheets and was \$72.2 and \$67.6 at April 30, 2017 and 2016, respectively.

Derivative Financial Instruments: We account for derivative instruments in accordance with FASB ASC 815, *Derivatives and Hedging*, which requires all derivative instruments to be recognized in the financial statements and measured at fair value, regardless of the purpose or intent for holding them.

We do not qualify commodity derivatives or instruments used to manage foreign currency exchange exposures for hedge accounting treatment and, as a result, the derivative gains and losses are immediately recognized in earnings. Although we do not perform the assessments required to achieve hedge accounting for derivative positions, we believe all of our derivatives are economic hedges of our risk exposure. The exposures hedged have a high inverse correlation to price changes of the derivative instrument; thus, we would expect that over time any gain or loss in the estimated fair value of our derivatives would generally be offset by an increase or decrease in the estimated fair value of the underlying exposures.

We utilize derivative instruments to manage changes in the fair value and cash flows of our debt. Interest rate swaps mitigate the risk associated with the underlying hedged item. At the inception of the contract, the instrument is evaluated and documented for hedge accounting treatment. If the contract is designated as a cash flow hedge, the mark-to-market gains or losses on the swap are deferred and included as a component of accumulated other comprehensive loss to the extent effective, and reclassified to interest expense in the period during which the hedged transaction affects earnings. If the contract is designated as a fair value hedge, the swap is recognized at fair value on the balance sheet, and changes in the fair value are recognized in interest expense. Generally, changes in the fair value of the derivative are equal to changes in the fair value of the underlying debt and have no net impact on earnings.

Property, Plant, and Equipment: Property, plant, and equipment is recognized at cost and is depreciated on a straight-line basis over the estimated useful life of the asset (3 to 20 years for machinery and equipment, 1 to 7 years for capitalized software costs, and 5 to 40 years for buildings, fixtures, and improvements).

We lease certain land, buildings, and equipment for varying periods of time, with renewal options. Rent expense in 2017, 2016, and 2015 totaled \$101.0, \$92.5, and \$67.1, respectively. As of April 30, 2017, our minimum operating lease obligations were as follows: \$33.9 in 2018, \$28.1 in 2019, \$21.5 in 2020, \$19.0 in 2021, and \$13.0 in 2022.

In accordance with FASB ASC 360, *Property, Plant, and Equipment*, long-lived assets, other than goodwill and other indefinite-lived intangible assets, are reviewed for impairment when circumstances indicate the carrying value of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the assets to future net undiscounted cash flows we estimate to be generated by such assets. If such assets are considered to be impaired, the impairment to be recognized is the amount by which the carrying amount of the assets exceeds their estimated fair value. Assets to be disposed of by sale are recognized as held for sale at the lower of carrying value or fair value less costs to sell.

Goodwill and Other Intangible Assets: Goodwill is the excess of the purchase price paid over the estimated fair value of the net assets of a business acquired. In accordance with FASB ASC 350, *Intangibles – Goodwill and Other*, goodwill and other indefinite-lived intangible assets are not amortized but are reviewed at least annually for impairment. We conduct our annual test for impairment of goodwill and other indefinite-lived intangible assets as of February 1 of each year. As of the annual impairment test, we had seven reporting units. A discounted cash flow valuation technique was utilized to estimate the fair value of our reporting units and indefinite-lived intangible assets. We also used a market-based approach to estimate the fair value of our reporting units. The discount rates utilized in the cash flow analyses were developed using a weighted-average cost of capital methodology. In addition to the annual test, we test for impairment if events or circumstances occur that would more likely than not reduce the fair value of a reporting unit or an indefinite-lived intangible asset below its carrying amount. Finite-lived intangible assets are amortized on a straight-line basis over their estimated useful lives, which are evaluated on an annual basis. For additional information, see Note 7: Goodwill and Other Intangible Assets.

Marketable Securities and Other Investments: We maintain funds for the payment of benefits associated with nonqualified retirement plans. These funds include investments considered to be available-for-sale marketable securities. At April 30, 2017 and 2016, the fair value of these investments was \$47.3 and \$48.8, respectively, and was included in other noncurrent assets in the Consolidated Balance Sheets. Included in accumulated other comprehensive loss at April 30, 2017 and 2016, were unrealized pre-tax gains of \$6.3 and \$5.7, respectively.

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Equity Method Investments: Investments in common stock of entities other than our subsidiaries are accounted for under the equity method in accordance with FASB ASC 323, *Investments – Equity Method and Joint Ventures*. Under the equity method, the initial investment is recorded at cost and the investment is subsequently adjusted for its proportionate share of earnings or losses, including consideration of basis differences resulting from the difference between the initial carrying amount of the investment and the underlying equity in net assets. The difference between the carrying amount of the investment and the underlying equity in net assets is primarily attributable to goodwill and other intangible assets.

During 2017, we sold our 25 percent equity interest in Guilin Seamild Biologic Technology Development Co., Ltd. (“Seamild”), a privately-owned manufacturer and marketer of oats products in China. We received proceeds from the sale of \$40.6, net of transaction costs, and recognized a pre-tax gain of \$3.8 during 2017. The initial investment in Seamild was in 2012 for \$35.9 and was included in other noncurrent assets in the Consolidated Balance Sheets. The investment in Seamild did not have a material impact on International and Foodservice or the consolidated financial statements for the years ended April 30, 2017 and 2016.

Additionally, we have a 20 percent equity interest in Mountain Country Foods, LLC, and a 44 percent equity interest in Numi, Inc. The carrying amount of these investments is included in other noncurrent assets in the Consolidated Balance Sheets. The investments did not have a material impact on the consolidated financial statements or the respective reportable segment to which they relate for the years ended April 30, 2017 and 2016.

Foreign Currency Translation: Assets and liabilities of foreign subsidiaries are translated using the exchange rates in effect at the balance sheet dates, while income and expenses are translated using average rates throughout the periods. Translation adjustments are reported as a component of shareholders’ equity in accumulated other comprehensive loss. Included in accumulated other comprehensive loss at April 30, 2017 and 2016, were foreign currency losses of \$43.0 and \$13.1, respectively.

Recently Issued Accounting Standards: In March 2017, the FASB issued ASU 2017-07, *Compensation – Retirement Benefits (Topic 715) Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*, which requires the service cost component of the net periodic pension cost to be presented separately from the other components of the net periodic pension cost in the income statement. Additionally, only the service cost component of the net periodic pension cost is eligible for capitalization.

ASU 2017-07 will be effective for us on May 1, 2019, with the option to early adopt at any time prior to the effective date, and will require adoption on a retrospective basis. We do not anticipate that the adoption of this ASU will have a material impact on our financial statements and disclosures.

In January 2017, the FASB issued ASU 2017-04, *Intangibles – Goodwill and Other (Topic 350) Simplifying the Test for Goodwill Impairment*, which eliminates Step 2 from the goodwill impairment test and requires an impairment charge to be recorded based on the excess of a reporting unit’s carrying value over its fair value. ASU 2017-04 will be effective for us on May 1, 2020, with the option to early adopt for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017, and will require adoption on a prospective basis.

In October 2016, the FASB issued ASU 2016-16, *Income Taxes (Topic 740) Intra-Entity Transfers of Assets Other Than Inventory*, which requires the recognition of the income tax consequences of an intra-entity transfer of an asset, other than inventory, when the transfer occurs rather than deferring such recognition until the asset is sold to an outside party. ASU 2016-16 is effective for us on May 1, 2018. It will require adoption on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. We do not anticipate that the adoption of this ASU will have a material impact on our financial statements and disclosures.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230) Classification of Certain Cash Receipts and Cash Payments*, which will make changes to how certain cash receipts and cash payments are presented and classified in the statement of cash flows. ASU 2016-15 will be effective for us on May 1, 2018, and it will require adoption on a retrospective basis unless it is impracticable to apply, in which case we would be required to apply the amendments prospectively as of the earliest date practicable. We do not anticipate that the adoption of this ASU will have a material impact on our financial statements and disclosures.

In March 2016, the FASB issued ASU 2016-09, *Stock Compensation (Topic 718) Improvements to Employee Share-Based Payment Accounting*. ASU 2016-09 includes provisions intended to simplify various aspects related to how share-based payments are accounted for and presented in the financial statements, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. ASU 2016-09 is effective for us on May 1, 2017, but we have elected to early adopt, as permitted. Effective May 1, 2016, we reclassified the excess tax benefits in historical periods on the Statements of Consolidated Cash Flows from financing to operating activities. In addition, we have recorded the excess tax benefits or deficiencies within income taxes in the Statements of Consolidated Income on a prospective basis, therefore the excess tax benefits or deficiencies are not presented in

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additional capital on the Statements of Consolidated Shareholders' Equity. The impact of adopting ASU 2016-09 on May 1, 2016, had an immaterial impact on our consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, which will require lessees to recognize a right-of-use asset and lease liability for all leases with terms of more than 12 months. ASU 2016-02 will be effective for us on May 1, 2019, with the option to early adopt at any time prior to the effective date, and will require a modified retrospective application for leases existing at, or entered into after, the beginning of the earliest comparative period presented and exclude any leases that expired before the date of initial application. We are currently evaluating the impact the application of ASU 2016-02 will have on our financial statements and disclosures.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*. ASU 2014-09 requires either retrospective application to each prior reporting period presented or retrospective application with the cumulative effect of initially applying the standard recognized at the date of adoption. In August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers (Topic 606) Deferral of the Effective Date*, which extends the standard effective date by one year. As a result of this issuance, the standard will be effective for us on May 1, 2018. We have performed a detailed review of the new guidance as compared to our current accounting policies, and a review of customer contracts is in process. To date, we have not identified any accounting changes that would materially impact our results of operations or financial position. During the first half of 2018, we plan to finalize our review and determine our method of adoption.

Risks and Uncertainties: The raw materials we use are primarily commodities, agricultural-based products, and packaging materials. The principal packaging materials we use are plastic, glass, metal cans, caps, carton board, and corrugate. Green coffee, grains, peanuts, edible oils, sweeteners, fruit, and other ingredients are obtained from various suppliers. The availability, quality, and cost of many of these commodities have fluctuated, and may continue to fluctuate over time. Green coffee is sourced solely from foreign countries and its supply and price are subject to high volatility due to factors such as weather, global supply and demand, plant disease, speculative influences, and political and economic conditions in the source countries. Raw materials are generally available from numerous sources, although we have elected to source certain plastic packaging materials and finished goods, such as our *Pup-Peroni*® dog snacks, from single sources of supply pursuant to long-term contracts. While availability may vary from year to year, we believe that we will continue to be able to obtain adequate supplies and that alternatives to single-sourced materials are available. We have not historically encountered significant shortages of key raw materials. We consider our relationships with key material suppliers to be in good standing.

We have consolidated our production capacity for certain products, including substantially all of our coffee, *Milk-Bone*® dog snacks, fruit spreads, syrups, toppings, and *Uncrustables* frozen sandwiches, into single manufacturing sites. Although steps are taken at all of our manufacturing sites to reduce the likelihood of a production disruption, an interruption at a single manufacturing site would result in a reduction or elimination of the availability of some of our products for a period of time.

Of our total employees, 27 percent are covered by union contracts at 11 manufacturing locations. The contracts vary in term, with five contracts expiring in 2018, representing 8 percent of our total employees.

We insure our business and assets in each country against insurable risks, to the extent that we deem appropriate, based upon an analysis of the relative risks and costs.

NOTE 2

ACQUISITION

On March 23, 2015, we completed the acquisition of Big Heart Pet Brands ("Big Heart"), a leading producer, distributor, and marketer of premium-quality, branded pet food and pet snacks in the U.S., through the acquisition of Blue Acquisition Group, Inc. ("BAG"), Big Heart's parent company. As a result of the acquisition, the assets and liabilities of BAG are now held by the Company.

The total consideration paid in connection with the acquisition was \$5.9 billion, which included the issuance of 17.9 million of our common shares to BAG's shareholders, valued at \$2.0 billion based on the average stock price of our common shares on March 23, 2015. After the closing of the transaction, we had approximately 120.0 million common shares outstanding. We assumed \$2.6 billion in debt and paid an additional \$1.2 billion in cash, net of a working capital adjustment. As part of the transaction, new debt of \$5.5 billion was borrowed, as discussed in Note 8: Debt and Financing Arrangements.

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The final Big Heart purchase price was allocated to the underlying assets acquired and liabilities assumed based upon their estimated fair values at the date of acquisition. We determined the estimated fair values based on independent appraisals, discounted cash flow analyses, quoted market prices, and estimates made by management. The purchase price allocation included total intangible assets of \$3.8 billion. The purchase price exceeded the estimated fair value of the net identifiable tangible and intangible assets acquired and, as a result, the excess was allocated to goodwill. We recognized a total of \$3.0 billion of goodwill, representing the value we expect to achieve through the implementation of operational synergies and growth opportunities across our segments. Goodwill was allocated across all reportable segments based on the synergies anticipated to be achieved by each individual reporting unit as a result of the acquisition. Of the total goodwill, \$59.7 remains deductible for tax purposes at April 30, 2017.

NOTE 3

INTEGRATION AND RESTRUCTURING COSTS

Integration and restructuring costs primarily consist of employee-related costs, outside service and consulting costs, and other costs related to acquisition or restructuring activities. Employee-related costs include severance, retention bonuses, and relocation costs. Severance costs and retention bonuses are recognized over the estimated future service period of the affected employees, and the remainder are expensed as incurred. Other costs include professional fees, information systems costs, and other miscellaneous expenditures associated with the integration or restructuring activities, which are expensed as incurred. These one-time costs are not allocated to segment profit, and the majority of these costs are reported in other special project costs in the Statements of Consolidated Income. The obligation related to employee separation costs is included in other current liabilities in the Consolidated Balance Sheets.

Integration Costs: Total one-time costs related to the Big Heart acquisition are anticipated to be approximately \$290.0, of which approximately \$45.0 are expected to be noncash charges. Of the total anticipated one-time costs, we expect to incur \$105.0, \$115.0, and \$70.0 in employee-related costs, outside service and consulting costs, and other costs, respectively. These costs are anticipated to be incurred through 2018.

The following table summarizes our one-time costs incurred in relation to the Big Heart acquisition.

	2017	2016	2015	Total Costs Incurred to Date at April 30, 2017
Employee-related costs	\$ 16.3	\$ 52.4	\$ 13.4	\$ 82.1
Outside service and consulting costs	33.9	56.0	16.1	106.0
Other costs	13.9	36.8	6.5	57.2
Total one-time costs	\$ 64.1	\$ 145.2	\$ 36.0	\$ 245.3

Noncash charges of \$3.2, \$18.9, and \$5.7 were included in the total one-time costs incurred in 2017, 2016, and 2015, respectively, and primarily consisted of share-based compensation and accelerated depreciation. Noncash charges included in total one-time costs incurred to date were \$27.8.

The obligation related to severance costs and retention bonuses was \$5.3 and \$13.4 at April 30, 2017 and 2016, respectively.

Restructuring Costs: An organization optimization program was approved by the Board of Directors during the fourth quarter of 2016 as part of our ongoing efforts to reduce costs and optimize the organization. Total restructuring costs are expected to be approximately \$40.0, of which the majority represents employee-related costs, while the remainder primarily consists of site preparation, equipment relocation, and production start-up costs at the impacted facilities. Included in the total restructuring costs are approximately \$4.0 of noncash charges related to accelerated depreciation.

As part of this program, we exited two leased facilities in Livermore, California, and consolidated all ancient grains and pasta production into our facility in Chico, California, during 2017. Additionally, we will discontinue the production of coffee at our Harahan, Louisiana, facility and consolidate all related coffee production into one of our facilities in New Orleans, Louisiana, which we expect to complete by December 31, 2017. We have also identified additional opportunities to further optimize the overall organization, which we expect to achieve in 2018. Upon completion of these initiatives, the organization optimization program will result in total headcount reductions of approximately 275 full-time positions. We anticipate the remaining costs associated with the program to be incurred through 2018.

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The following table summarizes our one-time costs incurred in relation to the organization optimization program.

	2017	2016	Total Costs Incurred to Date at April 30, 2017
Employee-related costs	\$ 12.4	\$ 1.3	\$ 13.7
Outside service and consulting costs	1.8	—	1.8
Other costs	4.4	—	4.4
Total one-time costs	\$ 18.6	\$ 1.3	\$ 19.9

Total cumulative noncash charges incurred to date were \$2.1 , all of which were incurred in 2017. The obligation related to severance costs and retention bonuses was \$3.3 and \$1.3 at April 30, 2017 and 2016, respectively.

During 2015, we completed a multi-year restructuring initiative that was focused on the coffee, fruit spreads, and Canadian pickle and condiment operations in an effort to achieve enhanced long-term strength and profitability of our leading brands. We incurred total restructuring costs of \$263.6 through April 30, 2015, of which \$15.4 was incurred during the year ended April 30, 2015.

NOTE 4

DIVESTITURE

On December 31, 2015, we sold our U.S. canned milk brands and operations to Eagle Family Foods Group LLC, a subsidiary of funds affiliated with Kelso & Company. The transaction included canned milk products that were primarily sold in U.S. retail and foodservice channels under the *Eagle Brand*® and *Magnolia*® brands, along with other branded and private label trade names, with annual net sales of approximately \$200.0 . Our manufacturing facilities in El Paso, Texas, and Seneca, Missouri, were included in the transaction, but our canned milk business in Canada was excluded from the divestiture.

The operating results for this business were primarily included in the U.S. Retail Consumer Foods segment prior to the sale on December 31, 2015. We received proceeds from the divestiture of \$193.7 , which were net of transaction costs and a working capital adjustment. Upon completion of the transaction, we recognized a pre-tax gain of \$25.3 in 2016.

NOTE 5

REPORTABLE SEGMENTS

We operate in one industry: the manufacturing and marketing of food and beverage products. We have three reportable segments: U.S. Retail Coffee, U.S. Retail Consumer Foods, and U.S. Retail Pet Foods. Within our segment results, International and Foodservice represents a combination of the strategic business areas not included in the U.S. retail market segments. The U.S. Retail Coffee segment primarily includes the domestic sales of *Folgers*®, *Dunkin' Donuts*®, and *Café Bustelo*® branded coffee; the U.S. Retail Consumer Foods segment primarily includes domestic sales of *Jif*®, *Smucker's*®, *Crisco*®, and *Pillsbury*® branded products; and the U.S. Retail Pet Foods segment primarily includes domestic sales of *Meow Mix*®, *Milk-Bone*®, *Natural Balance*®, *Kibbles 'n Bits*®, *9Lives*®, *Pup-Peroni*®, and *Nature's Recipe*® branded products. International and Foodservice is comprised of products distributed domestically and in foreign countries through retail channels and foodservice distributors and operators (e.g., restaurants, lodging, schools and universities, health care operators).

Segment profit represents net sales, less direct and allocable operating expenses, and is consistent with the way in which we manage our segments. However, we do not represent that the segments, if operated independently, would report operating profit equal to the segment profit set forth below as segment profit excludes certain expenses such as corporate administrative expenses, unallocated gains and losses on commodity and foreign currency exchange derivative activities, as well as amortization expense and impairment charges related to intangible assets. Effective May 1, 2016, the segment profit calculation was revised to exclude both amortization expense and impairment charges related to intangible assets as we believe that excluding these items from segment operating results is more reflective of our operating performance and the way in which we manage our business. Prior year segment results have been modified to conform to the revised segment profit presentation excluding amortization expense and impairment charges related to intangible assets.

Consistent with prior periods, commodity and foreign currency exchange derivative gains and losses are reported in unallocated derivative gains and losses outside of segment operating results until the related inventory is sold. At that time, we reclassify the hedge gains and

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losses from unallocated derivative gains and losses to segment profit, allowing our segments to realize the economic effect of the hedge without experiencing any mark-to-market volatility. We would expect that any gain or loss in the estimated fair value of the derivatives would generally be offset by a change in the estimated fair value of the underlying exposures.

	Year Ended April 30,		
	2017	2016	2015
Net sales:			
U.S. Retail Coffee	\$ 2,108.6	\$ 2,239.2	\$ 2,076.1
U.S. Retail Consumer Foods	2,085.4	2,269.7	2,330.8
U.S. Retail Pet Foods	2,135.9	2,250.4	239.1
International and Foodservice	1,062.4	1,051.9	1,046.7
Total net sales	\$ 7,392.3	\$ 7,811.2	\$ 5,692.7
Segment profit:			
U.S. Retail Coffee	\$ 682.4	\$ 722.6	\$ 623.2
U.S. Retail Consumer Foods	458.2	467.5	466.0
U.S. Retail Pet Foods	481.0	493.9	(6.4)
International and Foodservice	185.1	179.0	161.6
Total segment profit	\$ 1,806.7	\$ 1,863.0	\$ 1,244.4
Amortization	(207.3)	(208.4)	(109.7)
Impairment charges	(133.2)	—	(1.2)
Interest expense – net	(163.1)	(171.1)	(79.9)
Other debt costs	—	—	(173.3)
Unallocated derivative (losses) gains	(27.2)	12.0	(24.5)
Cost of products sold – special project costs ^(A)	(5.7)	(12.2)	(6.2)
Other special project costs ^(A)	(76.9)	(135.9)	(56.6)
Corporate administrative expenses	(324.9)	(373.2)	(274.2)
Other income – net	10.0	3.7	4.2
Income before income taxes	\$ 878.4	\$ 977.9	\$ 523.0
Assets:			
U.S. Retail Coffee	\$ 4,909.9	\$ 5,002.0	\$ 4,852.4
U.S. Retail Consumer Foods	3,157.2	3,288.5	3,063.1
U.S. Retail Pet Foods	6,232.9	6,321.6	7,556.4
International and Foodservice	1,053.4	1,168.6	1,105.1
Unallocated ^(B)	286.3	203.4	229.3
Total assets	\$ 15,639.7	\$ 15,984.1	\$ 16,806.3
Depreciation, amortization, and impairment charges:			
U.S. Retail Coffee	\$ 95.7	\$ 104.0	\$ 102.7
U.S. Retail Consumer Foods	73.2	60.7	59.4
U.S. Retail Pet Foods	280.8	164.9	14.3
International and Foodservice	61.9	66.2	60.7
Unallocated ^(C)	40.6	34.3	31.3
Total depreciation, amortization, and impairment charges	\$ 552.2	\$ 430.1	\$ 268.4
Additions to property, plant, and equipment:			
U.S. Retail Coffee	\$ 40.9	\$ 51.4	\$ 56.7
U.S. Retail Consumer Foods	49.7	90.3	117.7
U.S. Retail Pet Foods	70.5	11.9	19.4
International and Foodservice	31.3	47.8	53.9
Total additions to property, plant, and equipment	\$ 192.4	\$ 201.4	\$ 247.7

(A) Special project costs include merger and integration and restructuring costs. For more information, see Note 3: Integration and Restructuring Costs.

(B) Primarily represents unallocated cash and cash equivalents and corporate-held investments.

(C) Primarily represents unallocated corporate administrative expense, mainly depreciation and software amortization.

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The following table presents certain geographical information.

	Year Ended April 30,		
	2017	2016	2015
Net sales:			
United States	\$ 6,865.1	\$ 7,300.8	\$ 5,188.5
International:			
Canada	\$ 414.3	\$ 416.0	\$ 413.8
All other international	112.9	94.4	90.4
Total international	\$ 527.2	\$ 510.4	\$ 504.2
Total net sales	\$ 7,392.3	\$ 7,811.2	\$ 5,692.7
Assets:			
United States	\$ 15,214.3	\$ 15,501.1	\$ 16,332.0
International:			
Canada	\$ 380.9	\$ 396.2	\$ 360.8
All other international	44.5	86.8	113.5
Total international	\$ 425.4	\$ 483.0	\$ 474.3
Total assets	\$ 15,639.7	\$ 15,984.1	\$ 16,806.3
Long-lived assets (excluding goodwill and other intangible assets):			
United States	\$ 1,757.1	\$ 1,773.9	\$ 1,805.3
International:			
Canada	\$ 13.4	\$ 10.7	\$ 14.3
All other international	0.4	40.6	40.9
Total international	\$ 13.8	\$ 51.3	\$ 55.2
Total long-lived assets (excluding goodwill and other intangible assets)	\$ 1,770.9	\$ 1,825.2	\$ 1,860.5

The following table presents product category sales as a percentage of consolidated net sales.

	Year Ended April 30,		
	2017	2016	2015
Coffee	34%	34%	44%
Pet food	19	19	3
Pet snacks	10	10	1
Peanut butter	10	9	13
Fruit spreads	5	4	6
Shortening and oils	4	4	6
Baking mixes and frostings	3	3	5
Frozen handheld	3	3	3
Flour and baking ingredients	2	2	4
Juices and beverages	2	2	3
Portion control	2	2	2
Canned milk	1	3	4
Other	5	5	6
Total product sales	100%	100%	100%

Sales to Wal-Mart Stores, Inc. and subsidiaries amounted to 30 percent of net sales in both 2017 and 2016, and 28 percent of net sales in 2015 . These sales are primarily included in our U.S. retail market segments. No other customer exceeded 10 percent of net sales for any year. Trade receivables at April 30, 2017 and 2016 , included amounts due from Wal-Mart Stores, Inc. and subsidiaries of \$138.2 and \$118.1 , respectively.

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NOTE 6

EARNINGS PER SHARE

The following table sets forth the computation of net income per common share and net income per common share – assuming dilution under the two-class method.

	Year Ended April 30,		
	2017	2016	2015
Net income	\$ 592.3	\$ 688.7	\$ 344.9
Less: Net income allocated to participating securities	2.8	3.0	2.2
Net income allocated to common stockholders	\$ 589.5	\$ 685.7	\$ 342.7
Weighted-average common shares outstanding	115,471,395	118,918,701	103,038,271
Add: Dilutive effect of stock options	107,029	41,113	5,283
Weighted-average common shares outstanding – assuming dilution	115,578,424	118,959,814	103,043,554
Net income per common share	\$ 5.11	\$ 5.77	\$ 3.33
Net income per common share – assuming dilution	\$ 5.10	\$ 5.76	\$ 3.33

NOTE 7

GOODWILL AND OTHER INTANGIBLE ASSETS

A summary of changes in goodwill during the years ended April 30, 2017 and 2016 , by reportable segment is as follows:

	U.S. Retail Coffee	U.S. Retail Consumer Foods	U.S. Retail Pet Foods	International and Foodservice	Total
Balance at May 1, 2015	\$ 1,742.9	\$ 1,140.8	\$ 2,812.1	\$ 315.8	\$ 6,011.6
Acquisitions ^(A)	348.0	494.7	(842.6)	130.7	130.8
Divestiture	—	(33.6)	—	(14.2)	(47.8)
Other ^(B)	—	(1.0)	—	(2.5)	(3.5)
Balance at April 30, 2016	\$ 2,090.9	\$ 1,600.9	\$ 1,969.5	\$ 429.8	\$ 6,091.1
Other ^(B)	—	(1.9)	—	(12.1)	(14.0)
Balance at April 30, 2017	\$ 2,090.9	\$ 1,599.0	\$ 1,969.5	\$ 417.7	\$ 6,077.1

(A) As a result of the Big Heart acquisition in 2015, we recognized a total of \$3.0 billion of goodwill, representing the value we expect to achieve through the implementation of operational synergies and growth opportunities across our segments. The purchase price allocation was finalized in 2016 and included the allocation of goodwill across all reportable segments based on the synergies anticipated to be achieved by each individual reporting unit. For further discussion on the Big Heart acquisition, see Note 2: Acquisition. Additionally, the purchase price allocation was finalized for the Sahale Snacks, Inc. acquisition in 2016, resulting in an immaterial adjustment to goodwill.

(B) The amounts classified as other represent foreign currency exchange adjustments for the years ended April 30, 2017 and 2016 .

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The following table summarizes our other intangible assets and related accumulated amortization and impairment charges, including foreign currency exchange adjustments.

	April 30, 2017			April 30, 2016		
	Acquisition Cost	Accumulated Amortization/ Impairment Charges/ Foreign Currency Exchange	Net	Acquisition Cost	Accumulated Amortization/ Impairment Charges/ Foreign Currency Exchange	Net
Finite-lived intangible assets subject to amortization:						
Customer and contractual relationships	\$ 3,520.1	\$ 802.1	\$ 2,718.0	\$ 3,520.1	\$ 639.9	\$ 2,880.2
Patents and technology	168.5	101.4	67.1	168.5	88.4	80.1
Trademarks	556.4	112.7	443.7	525.4	78.7	446.7
Total intangible assets subject to amortization	\$ 4,245.0	\$ 1,016.2	\$ 3,228.8	\$ 4,214.0	\$ 807.0	\$ 3,407.0
Indefinite-lived intangible assets not subject to amortization:						
Trademarks	\$ 3,078.1	\$ 157.0	\$ 2,921.1	\$ 3,109.1	\$ 21.7	\$ 3,087.4
Total other intangible assets	\$ 7,323.1	\$ 1,173.2	\$ 6,149.9	\$ 7,323.1	\$ 828.7	\$ 6,494.4

Amortization expense for finite-lived intangible assets was \$205.9, \$204.7, and \$110.3 in 2017, 2016, and 2015, respectively. The weighted-average useful lives of the customer and contractual relationships, patents and technology, and trademarks are 23, 14, and 16 years, respectively. The weighted-average useful life of total finite-lived intangible assets is 22 years. Based on the carrying amount of intangible assets subject to amortization at April 30, 2017, the estimated amortization expense is \$206.2 for 2018, \$205.0 for 2019, \$200.4 for 2020, \$198.7 for 2021, and \$193.3 for 2022. During 2016, we began amortizing the *Crisco* trademark that was previously an indefinite-lived intangible. The trademark was included in the annual impairment review performed as of February 1, 2016, and was not impaired. The annual amortization expense related to the *Crisco* trademark is approximately \$8.0.

We review goodwill and other indefinite-lived intangible assets at least annually for impairment and more often if indicators of impairment exist. Prior to the annual impairment review performed as of February 1, 2017, we completed interim impairment analyses on the goodwill of the Pet Foods reporting unit and the indefinite-lived trademarks included within the U.S. Retail Pet Foods segment as a result of a decline in current year actual and forecasted net sales for the U.S. Retail Pet Foods segment, as well as an increase in our weighted-average cost of capital, which reflected the rising market-based interest rates throughout the year. As a result, we did not recognize a goodwill impairment charge related to the Pet Foods reporting unit; however, we did recognize an impairment charge of \$75.7 related to certain indefinite-lived trademarks within the U.S. Retail Pet Foods segment, to the extent that carrying value exceeded the estimated fair value.

As of February 1, 2017, we completed the annual impairment review, in which goodwill impairment was tested at the reporting unit level for our seven reporting units. As part of our annual evaluation, we did not recognize any impairment charges related to our goodwill. The estimated fair value of each reporting unit and material indefinite-lived intangible asset was substantially in excess of its carrying value as of the annual test date, with the exception of the Pet Foods reporting unit and all indefinite-lived trademarks within the U.S. Retail Pet Foods segment. As a result of the annual impairment review, an immaterial impairment charge was recognized related to an indefinite-lived trademark, to the extent that the carrying value exceeded the estimated fair value.

Subsequent to the February 1, 2017 annual review, we updated our financial plan for 2018, which resulted in decreased projections in the U.S. Retail Pet Foods segment as compared to the projections used in the annual evaluation. As a result of the decline in projections, in conjunction with the narrow difference between estimated fair value and carrying value as of our February 1, 2017 annual test, we performed an additional impairment analysis on the goodwill of the Pet Foods reporting unit and the indefinite-lived trademarks included within the U.S. Retail Pet Foods segment. Goodwill impairment was not recognized related to the Pet Foods reporting unit at April 30, 2017; however, additional sensitivity analyses were performed for the Pet Foods reporting unit, assuming a hypothetical 50-basis-point decrease in the expected long-term growth rate or a hypothetical 50-basis-point increase in the weighted-average cost of capital. Both scenarios independently yielded an estimated fair value for the Pet Foods reporting unit at or slightly below carrying value. The additional impairment analysis did result in total incremental impairment charges of \$52.8 related to certain indefinite-lived trademarks within the U.S. Retail Pet Foods segment, to the extent that the carrying value exceeded the estimated fair value at April 30, 2017. These indefinite-lived trademarks remain susceptible to future impairment charges as the carrying value approximates estimated fair value at April 30, 2017.

During 2017, we recognized total impairment charges of \$133.2 related to certain indefinite-lived trademarks with a total estimated fair value of \$1.0 billion at April 30, 2017. These charges were included as a noncash charge in our Statement of Consolidated Income.

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NOTE 8

DEBT AND FINANCING ARRANGEMENTS

Long-term debt consists of the following:

	April 30, 2017		April 30, 2016	
	Principal Outstanding	Carrying Amount (A)	Principal Outstanding	Carrying Amount (A)
1.75% Senior Notes due March 15, 2018	\$ 500.0	\$ 499.0	\$ 500.0	\$ 498.0
2.50% Senior Notes due March 15, 2020	500.0	496.6	500.0	495.5
3.50% Senior Notes due October 15, 2021	750.0	782.6	750.0	789.4
3.00% Senior Notes due March 15, 2022	400.0	396.6	400.0	395.9
3.50% Senior Notes due March 15, 2025	1,000.0	993.6	1,000.0	992.7
4.25% Senior Notes due March 15, 2035	650.0	642.6	650.0	642.2
4.38% Senior Notes due March 15, 2045	600.0	584.9	600.0	584.4
Term Loan Credit Agreement due March 23, 2020	550.0	548.6	750.0	747.9
Total long-term debt	\$ 4,950.0	\$ 4,944.5	\$ 5,150.0	\$ 5,146.0
Current portion of long-term debt	500.0	499.0	—	—
Total long-term debt, less current portion	\$ 4,450.0	\$ 4,445.5	\$ 5,150.0	\$ 5,146.0

(A) Represents the carrying amount included in the Consolidated Balance Sheets, which includes the impact of terminated interest rate swaps, offering discounts, and capitalized debt issuance costs.

In March 2015, we entered into a senior unsecured delayed-draw Term Loan Credit Agreement (“Term Loan”) with a syndicate of banks and an available commitment amount of \$1.8 billion. Borrowings under the Term Loan bear interest on the prevailing U.S. Prime Rate or London Interbank Offered Rate (“LIBOR”), based on our election, and is payable either on a quarterly basis or at the end of the borrowing term. The weighted-average interest rate on the Term Loan at April 30, 2017, was 2.24 percent. The Term Loan requires quarterly amortization payments of 2.50 percent of the original principal amount. Voluntary prepayments are permitted without premium or penalty and are applied to the schedule of required quarterly minimum payment obligations in direct order of maturity. As of April 30, 2017, we have prepaid \$1.2 billion on the Term Loan to date, including \$200.0 in 2017. No additional payments are required until final maturity of the loan agreement on March 23, 2020.

Also in March 2015, we completed an offering of \$3.7 billion in Senior Notes due beginning March 15, 2018 through March 15, 2045. The proceeds from the offering, along with the Term Loan, were used to partially finance the Big Heart acquisition, pay off the debt assumed as part of the acquisition, and prepay our privately placed Senior Notes.

All of our Senior Notes outstanding at April 30, 2017, are unsecured and fully and unconditionally guaranteed, as further described in Note 16: Guarantor and Non-Guarantor Financial Information. Interest is paid semiannually and there are no required scheduled principal payments on our Senior Notes. We may prepay at any time all or part of the Senior Notes at 100 percent of the principal amount thereof, together with the accrued and unpaid interest, and any applicable make-whole amount.

During 2014, we entered into an interest rate swap designated as a fair value hedge of the 3.50 percent Senior Notes due October 15, 2021, which was subsequently terminated in 2015. At April 30, 2017, the remaining benefit of \$36.3 was recorded as an increase in the long-term debt balance and will be recognized ratably as a reduction to future interest expense over the remaining life of the related debt. For additional information, see Note 10: Derivative Financial Instruments.

We have available a \$1.5 billion revolving credit facility with a group of 11 banks that matures in September 2018. Borrowings under the revolving credit facility bear interest based on the prevailing U.S. Prime Rate, Canadian Base Rate, LIBOR, or Canadian Dealer Offered Rate, based on our election. Interest is payable either on a quarterly basis or at the end of the borrowing term. At April 30, 2017 and 2016, we did not have a balance outstanding under the revolving credit facility.

We participate in a commercial paper program under which we can issue short-term, unsecured commercial paper not to exceed \$1.0 billion at any time. The commercial paper program is backed by our revolving credit facility and reduces what we can borrow under the revolving credit facility by the amount of commercial paper outstanding. Commercial paper will be used as a continuing source of short-term financing for general corporate purposes. As of April 30, 2017 and 2016, we had \$454.0 and \$284.0 of short-term borrowings outstanding, respectively, all of which were issued under our commercial paper program at a weighted-average interest rate of 1.15 percent and 0.65 percent, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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Interest paid totaled \$162.2, \$167.3, and \$92.3 in 2017, 2016, and 2015, respectively. This differs from interest expense due to the timing of payments, effect of interest rate swaps, amortization of debt issuance costs, and capitalized interest.

Our debt instruments contain certain financial covenant restrictions, including a leverage ratio and an interest coverage ratio. We are in compliance with all covenants.

NOTE 9

PENSIONS AND OTHER POSTRETIREMENT BENEFITS

We have defined benefit pension plans covering certain U.S. and Canadian employees, including the acquired pension and other postretirement plans of Big Heart. Pension benefits are based on the employee's years of service and compensation levels. Our plans are funded in conformity with the funding requirements of applicable government regulations.

In addition to providing pension benefits, we sponsor several unfunded postretirement plans that provide health care and life insurance benefits to certain retired U.S. and Canadian employees. These plans are contributory, with retiree contributions adjusted periodically, and contain other cost-sharing features, such as deductibles and coinsurance. Covered employees generally are eligible for these benefits when they reach age 55 and have attained 10 years of credited service.

The following table summarizes the components of net periodic benefit cost and the change in accumulated other comprehensive loss related to the defined benefit pension and other postretirement plans.

Year Ended April 30,	Defined Benefit Pension Plans			Other Postretirement Benefits		
	2017	2016	2015	2017	2016	2015
Service cost	\$ 12.7	\$ 17.8	\$ 9.0	\$ 2.3	\$ 2.3	\$ 2.3
Interest cost	25.3	27.7	23.2	2.6	2.8	2.4
Expected return on plan assets	(29.3)	(32.9)	(25.6)	—	—	—
Amortization of prior service cost (credit)	1.1	0.7	1.0	(1.5)	(1.1)	(1.1)
Amortization of net actuarial loss (gain)	13.8	10.9	10.0	(0.2)	(0.3)	(0.1)
Curtailment gain	—	(6.5)	—	—	(0.3)	—
Settlement (gain) loss	(0.7)	—	3.5	—	—	—
Net periodic benefit cost	\$ 22.9	\$ 17.7	\$ 21.1	\$ 3.2	\$ 3.4	\$ 3.5

Other changes in plan assets and benefit liabilities recognized in accumulated other comprehensive loss before income taxes:

Prior service credit (cost) arising during the year	\$ 2.1	\$ (5.3)	\$ (0.3)	\$ 3.0	\$ —	\$ —
Net actuarial gain (loss) arising during the year	1.5	(43.3)	(23.7)	2.3	—	1.6
Amortization of prior service cost (credit)	1.1	0.7	1.0	(1.5)	(1.1)	(1.1)
Amortization of net actuarial loss (gain)	13.8	10.9	10.0	(0.2)	(0.3)	(0.1)
Curtailment loss (gain)	28.8	(6.5)	—	0.1	(0.3)	—
Settlement (gain) loss	(0.7)	—	3.5	—	—	—
Foreign currency translation	2.5	0.8	2.7	—	—	—
Net change for year	\$ 49.1	\$ (42.7)	\$ (6.8)	\$ 3.7	\$ (1.7)	\$ 0.4

Weighted-average assumptions used in determining net periodic benefit costs:

U.S. plans:

Discount rate	3.85%	4.06%	4.42%	3.80%	4.04%	4.27%
Expected return on plan assets	6.27	6.58	6.72	—	—	—
Rate of compensation increase	3.96	4.06	4.13	—	—	—

Canadian plans:

Discount rate	3.60%	3.51%	4.11%	3.50%	3.50%	4.10%
Expected return on plan assets	5.25	5.65	5.64	—	—	—
Rate of compensation increase	3.00	3.00	3.00	—	—	—

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We amortize gains and losses for our postretirement plans over the average expected future period of vested service. For plans that consist of less than 5 percent of participants that are active, average life expectancy is used instead of the average expected useful service period.

We use a measurement date of April 30 to determine defined benefit pension and other postretirement benefit plans' assets and benefit obligations. The following table sets forth the combined status of the plans as recognized in the Consolidated Balance Sheets.

	Defined Benefit Pension Plans		Other Postretirement Benefits	
April 30,	2017	2016	2017	2016
Change in benefit obligation:				
Benefit obligation at beginning of year	\$ 745.9	\$ 740.4	\$ 75.9	\$ 75.8
Service cost	12.7	17.8	2.3	2.3
Interest cost	25.3	27.7	2.6	2.8
Amendments	—	5.3	(3.0)	—
Actuarial loss (gain)	6.7	20.3	(2.3)	0.3
Participant contributions	—	0.1	—	0.6
Benefits paid	(43.8)	(45.7)	(3.9)	(5.2)
Foreign currency translation adjustments	(7.8)	(4.1)	(0.8)	(0.4)
Curtailment	(30.9)	(10.1)	(0.1)	(0.3)
Settlement	(30.8)	(3.0)	—	—
Acquisition	—	(2.8)	—	—
Benefit obligation at end of year	\$ 677.3	\$ 745.9	\$ 70.7	\$ 75.9
Change in plan assets:				
Fair value of plan assets at beginning of year	\$ 505.6	\$ 550.0	\$ —	\$ —
Actual return on plan assets	37.4	(0.2)	—	—
Company contributions	28.7	8.6	3.9	4.6
Participant contributions	—	0.1	—	0.6
Benefits paid	(43.8)	(45.7)	(3.9)	(5.2)
Settlement	(30.8)	(3.0)	—	—
Foreign currency translation adjustments	(7.9)	(4.2)	—	—
Fair value of plan assets at end of year	\$ 489.2	\$ 505.6	\$ —	\$ —
Funded status of the plans	\$ (188.1)	\$ (240.3)	\$ (70.7)	\$ (75.9)
Defined benefit pensions	\$ (189.8)	\$ (222.3)	\$ —	\$ —
Other noncurrent assets	5.7	—	—	—
Accrued compensation	(4.0)	(18.0)	(4.1)	—
Other postretirement benefits	—	—	(66.6)	(75.9)
Net benefit liability	\$ (188.1)	\$ (240.3)	\$ (70.7)	\$ (75.9)

The following table summarizes amounts recognized in accumulated other comprehensive loss in the Consolidated Balance Sheets, before income taxes.

	Defined Benefit Pension Plans		Other Postretirement Benefits	
April 30,	2017	2016	2017	2016
Net actuarial (loss) gain	\$ (166.4)	\$ (212.3)	\$ 8.5	\$ 6.3
Prior service (cost) credit	(5.6)	(8.8)	10.7	9.2
Total recognized in accumulated other comprehensive loss	\$ (172.0)	\$ (221.1)	\$ 19.2	\$ 15.5

During 2018 , we expect to recognize amortization of net actuarial losses and prior service credit of \$11.4 and \$0.4 , respectively, in net periodic benefit cost.

During 2017, we announced our plans to harmonize our retirement benefits and, as a result, will freeze our non-union U.S. defined benefit pension plans. The amendments resulted in an immaterial net settlement loss and a decrease in accumulated other comprehensive loss of \$25.2 during 2017. We anticipate future savings to be realized as a result of the plan changes, which will be complete by December 31, 2017.

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As of April 30, 2017, we changed the approach utilized to estimate the service and interest cost components of net periodic benefit cost for our defined benefit pension and other postretirement benefit plans. Historically, we estimated the service and interest cost components using a single weighted-average discount rate derived from the yield curve used to measure the benefit obligation at the beginning of the period. As of April 30, 2017, we utilized a spot rate approach for the estimation of service and interest cost for our plans by applying specific spot rates along the yield curve to the relevant projected cash flows, to provide a better estimate of service and interest costs. This approach does not affect the measurement of the total benefit obligations, and will be accounted for as a change in estimate that is effected by a change in accounting principle. As such, this change in methodology will be accounted for on a prospective basis beginning

May 1, 2017. Service and interest costs on the obligation are expected to be \$4.3 lower in 2018, primarily related to the defined benefit pension plans, as a result of using the spot rate approach compared to the historical approach.

The following table sets forth the weighted-average assumptions used in determining the benefit obligations.

	Defined Benefit Pension Plans		Other Postretirement Benefits	
April 30,	2017	2016	2017	2016
U.S. plans:				
Discount rate	3.95%	3.76%	3.86%	3.80%
Rate of compensation increase	4.15	3.96	—	—
Canadian plans:				
Discount rate	3.22%	3.60%	3.16%	3.50%
Rate of compensation increase	3.00	3.00	—	—

For 2018, the assumed health care trend rates are 7.0 percent and 4.5 percent for the U.S. and Canadian plans, respectively. The rate for participants under age 65 is assumed to decrease to 5.0 percent in calendar 2026 for the U.S. plan and stay consistent at 4.5 percent through calendar 2017 for the Canadian plan. The health care cost trend rate assumption impacts the amount of the other postretirement benefits obligation and periodic other postretirement benefits cost reported. A one percentage point annual change in the assumed health care cost trend rate would have the following effect as of April 30, 2017:

	One Percentage Point	
	Increase	Decrease
Effect on total service and interest cost components	\$ 0.1	\$ 0.1
Effect on benefit obligation	1.4	1.4

The following table sets forth selective information pertaining to our Canadian pension and other postretirement benefit plans, which is included in the consolidated information presented on pages 58 and 59.

	Defined Benefit Pension Plans		Other Postretirement Benefits	
Year Ended April 30,	2017	2016	2017	2016
Benefit obligation at end of year	\$ 89.8	\$ 97.3	\$ 9.4	\$ 10.2
Fair value of plan assets at end of year	94.8	96.0	—	—
Funded status of the plans	\$ 5.0	\$ (1.3)	\$ (9.4)	\$ (10.2)
Components of net periodic benefit cost:				
Service cost	\$ 0.3	\$ 0.3	\$ —	\$ —
Interest cost	3.2	3.3	0.3	0.3
Expected return on plan assets	(4.7)	(5.4)	—	—
Amortization of net actuarial loss	1.1	0.8	—	—
Net periodic benefit (credit) cost	\$ (0.1)	\$ (1.0)	\$ 0.3	\$ 0.3
Changes in plan assets:				
Company contributions	\$ 3.1	\$ 3.3	\$ 0.5	\$ 0.6
Participant contributions	—	0.1	—	—
Benefits paid	(6.6)	(6.7)	(0.5)	(0.6)
Actual return on plan assets	10.2	(0.6)	—	—
Foreign currency translation	(7.9)	(4.2)	—	—

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The following table sets forth additional information related to our defined benefit pension plans.

	April 30,	
	2017	2016
Accumulated benefit obligation for all pension plans	\$ 659.6	\$ 697.5
Plans with an accumulated benefit obligation in excess of plan assets:		
Accumulated benefit obligation	\$ 570.6	\$ 697.5
Fair value of plan assets	394.4	505.6
Plans with a projected benefit obligation in excess of plan assets:		
Projected benefit obligation	\$ 588.2	\$ 745.9
Fair value of plan assets	394.4	505.6

We employ a total return on investment approach for the defined benefit pension plans' assets. A mix of equity, fixed-income, and alternative investments is used to maximize the long-term rate of return on assets for the level of risk. In determining the expected long-term rate of return on the defined benefit pension plans' assets, we consider the historical rates of return, the nature of investments, the asset allocation, and expectations of future investment strategies. The actual rate of return was 8.3 percent and 1.7 percent for the years ended April 30, 2017 and 2016, respectively, which excludes administrative and investment expenses.

The following tables summarize the major asset classes for the U.S. and Canadian defined benefit pension plans and the levels within the fair value hierarchy for those assets measured at fair value.

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Plan Assets at April 30, 2017
Cash and cash equivalents ^(A)	\$ 2.7	\$ —	\$ —	\$ 2.7
Equity securities:				
U.S. ^(B)	128.9	1.9	—	130.8
International ^(C)	81.4	10.5	—	91.9
Fixed-income securities:				
Bonds ^(D)	168.5	—	—	168.5
Fixed income ^(E)	71.9	—	—	71.9
Other types of investments ^(F)	6.7	4.5	2.4	13.6
Total financial assets measured at fair value	\$ 460.1	\$ 16.9	\$ 2.4	\$ 479.4
Total financial assets measured at net asset value ^(G)				9.8
Total plan assets				\$ 489.2

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Plan Assets at April 30, 2016
Cash and cash equivalents ^(A)	\$ 2.5	\$ —	\$ —	\$ 2.5
Equity securities:				
U.S. ^(B)	122.0	13.5	—	135.5
International ^(C)	83.7	11.0	—	94.7
Fixed-income securities:				
Bonds ^(D)	188.1	—	—	188.1
Fixed income ^(E)	62.4	—	—	62.4
Other types of investments ^(F)	6.2	—	3.2	9.4
Total financial assets measured at fair value	\$ 464.9	\$ 24.5	\$ 3.2	\$ 492.6
Total financial assets measured at net asset value ^(G)				13.0
Total plan assets				\$ 505.6

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- (A) This category includes money market holdings with maturities of three months or less and are classified as Level 1 assets. Based on the short-term nature of these assets, carrying value approximates fair value.
- (B) This category is invested primarily in a diversified portfolio of common stocks and index funds that invest in U.S. stocks with market capitalization ranges similar to those found in the S&P 500 Index and/or the various Russell Indices and are traded on active exchanges. The Level 1 assets are valued using quoted market prices for identical securities in active markets. The Level 2 assets are comprised of pooled funds that consist of equity securities traded on active exchanges.
- (C) This category is invested primarily in common stocks and other equity securities traded on active exchanges whose issuers are located outside the U.S. The fund invests primarily in developed countries, but may also invest in emerging markets. The Level 1 assets are valued using quoted market prices for identical securities in active markets. The Level 2 asset is comprised of a pooled fund that consists of equity securities traded on active exchanges.
- (D) This category is comprised of bond funds, which seek to duplicate the return characteristics of high-quality corporate bonds with a duration range of 10 to 13 years. The Level 1 assets are valued using quoted market prices for identical securities in active markets.
- (E) This category is comprised of fixed-income funds that invest primarily in government-related bonds of non-U.S. issuers and include investments in the Canadian market as well as emerging markets. The Level 1 assets are valued using quoted market prices for identical securities in active markets.
- (F) This category is comprised of a dynamic asset allocation mutual fund and a private limited investment partnership in 2016, and in 2017, the category also includes a real estate fund whereby the underlying investments are contained within the Canadian market. The dynamic asset allocation mutual fund is comprised of U.S. and global equities and fixed-income securities inclusive of derivatives within the asset mix. The dynamic asset allocation mutual fund is classified as a Level 1 asset, whereby the assets are valued using quoted market prices for identical securities in active markets. However, the real estate fund is classified as a Level 2 asset, whereby the underlying securities are valued utilizing quoted market prices for identical securities in active markets. The private investment limited partnership is classified as a Level 3 asset. The investments in the partnership are valued at estimated fair value based on audited financial statements received from the general partner. The private investment limited partnership cannot be redeemed, and the return of principal is based on the liquidation of the underlying assets.
- (G) This category is comprised of a private equity fund that consists primarily of limited partnership interests in corporate finance and venture capital funds. The fair value estimate of the private equity fund is based on the underlying funds' net asset values further as a practical expedient equivalent to the Company's defined benefit plan's ownership interest in partners' capital, whereby a proportionate share of the net assets is attributed and further corroborated by our review. The private equity fund is non-redeemable and the return of principal is based on the liquidation of the underlying assets. In accordance with ASU 2015-07, the private equity fund is removed from the total financial assets measured at fair value and disclosed separately.

The following table presents a rollforward of activity for Level 3 assets.

	2017	2016
Balance at May 1,	\$ 3.2	\$ 2.8
Actual return on plan assets still held at reporting date	(0.8)	0.4
Balance at April 30,	\$ 2.4	\$ 3.2

Our current investment policy is to invest 50 percent of assets in both equity securities and fixed-income securities. Included in equity securities were 317,552 of our common shares at April 30, 2017. The total market value of these shares was \$40.2 at April 30, 2017. We paid dividends of \$1.0 on these shares during 2017.

We expect to contribute approximately \$16.2 to the defined benefit pension plans in 2018. We expect the following payments to be made from the defined benefit pension and other postretirement benefit plans: \$49.4 in 2018, \$46.9 in 2019, \$49.0 in 2020, \$49.0 in 2021, \$48.8 in 2022, and \$254.5 in 2023 through 2027.

Multi-Employer Pension Plan: As a result of the Big Heart acquisition, we now participate in one multi-employer pension plan, the Bakery and Confectionery Union and Industry International Pension Fund ("Bakery and Confectionery Union Fund") (52-6118572), which provides defined benefits to certain union employees. During 2017 and 2016, a total of \$1.9 and \$1.8 was contributed to the plan, respectively, and we anticipate contributions of \$2.2 in 2018.

The risks of participating in multi-employer pension plans are different from the risks of participating in single-employer pension plans. For instance, the assets contributed to the multi-employer plan by one employer may be used to provide benefits to employees of other participating employers, and if a participating employer stops contributing to the plan, the unfunded obligations of the plan allocable to the withdrawing employer may be the responsibility of the remaining participating employers. Additionally, if we stop participating in the multi-employer pension plan, we may be required to pay the plan an amount based on our allocable share of the underfunded status of the plan, referred to as a withdrawal liability.

The Pension Protection Act of 2006 ranks the funded status of multi-employer pension plans depending upon a plan's current and projected funding. A plan is in the Red Zone (Critical) if it has a current funded percentage less than 65 percent. A plan is in the Yellow Zone (Endangered) if it has a current funded percentage of less than 80 percent or projects a credit balance deficit within seven years. A plan is in the Green Zone (Healthy) if it has a current funded percentage greater than 80 percent and does not have a projected credit balance deficit.

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within seven years. The zone status is based on the plan's year end, not our fiscal year end. The zone status is based on information that we received from the plan and is certified by the plan's actuary. During calendar year 2016, the Bakery and Confectionery Union Fund was in Red Zone status, as the current funding status was 57.0 percent. A funding improvement plan, or rehabilitation plan, has been implemented.

NOTE 10

DERIVATIVE FINANCIAL INSTRUMENTS

We are exposed to market risks, such as changes in commodity prices, foreign currency exchange rates, and interest rates. To manage the volatility related to these exposures, we enter into various derivative transactions. We have policies in place that define acceptable instrument types we may enter into and establish controls to limit our market risk exposure.

Commodity Price Management: We enter into commodity derivatives to manage the price volatility and reduce the variability of future cash flows related to anticipated inventory purchases of key raw materials, notably green coffee, edible oils, corn, wheat, and soybean meal. We also enter into commodity derivatives to manage price risk for energy input costs, including diesel fuel and natural gas. Our derivative instruments generally have maturities of less than one year.

We do not qualify commodity derivatives for hedge accounting treatment and, as a result, the derivative gains and losses are immediately recognized in earnings. Although we do not perform the assessments required to achieve hedge accounting for derivative positions, we believe all of our commodity derivatives are economic hedges of our risk exposure.

The commodities hedged have a high inverse correlation to price changes of the derivative commodity instrument. Thus, we would expect that over time any gain or loss in the estimated fair value of the derivatives would generally be offset by an increase or decrease in the estimated fair value of the underlying exposures.

Foreign Currency Exchange Rate Hedging: We utilize foreign currency derivatives to manage the effect of foreign currency exchange fluctuations on future cash payments primarily related to purchases of certain raw materials and finished goods. The contracts generally have maturities of less than one year. We do not qualify instruments used to manage foreign currency exchange exposures for hedge accounting treatment.

Interest Rate Hedging: We utilize derivative instruments to manage changes in the fair value of our debt. Interest rate swaps mitigate the risk associated with the underlying hedged item. At the inception of the contract, the instrument is evaluated and documented for hedge accounting treatment. If the contract is designated as a cash flow hedge, the mark-to-market gains or losses on the swap are deferred and included as a component of accumulated other comprehensive loss to the extent effective, and reclassified to interest expense in the period during which the hedged transaction affects earnings. If the contract is designated as a fair value hedge, the swap is recognized at fair value on the balance sheet and changes in the fair value are recognized in interest expense. Generally, changes in the fair value of the derivative are equal to changes in the fair value of the underlying debt and have no impact on earnings.

In 2015, we terminated the interest rate swap on the 3.50 percent Senior Notes due October 15, 2021, which was designated as a fair value hedge and used to hedge against the changes in the fair value of the debt. As a result of the early termination, we received \$58.1 in cash, which included \$4.6 of accrued and prepaid interest. The gain on termination was deferred and is being recognized over the remaining life of the underlying debt as a reduction of interest expense. To date, we recognized \$17.2, of which \$ 7.6, \$7.4, and \$2.2 was recognized in 2017, 2016, and 2015, respectively. The remaining gain will be recognized as follows: \$7.8 in 2018, \$8.0 in 2019, \$8.1 in 2020, \$8.4 in 2021, and \$4.0 in 2022. For additional information, see Note 8: Debt and Financing Arrangements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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The following tables set forth the gross fair value amounts of derivative instruments recognized in the Consolidated Balance Sheets.

	April 30, 2017			
	Other Current Assets	Other Current Liabilities	Other Noncurrent Assets	Other Noncurrent Liabilities
Derivatives not designated as hedging instruments:				
Commodity contracts	\$ 5.2	\$ 21.2	\$ —	\$ —
Foreign currency exchange contracts	3.2	0.1	—	—
Total derivative instruments	\$ 8.4	\$ 21.3	\$ —	\$ —

	April 30, 2016			
	Other Current Assets	Other Current Liabilities	Other Noncurrent Assets	Other Noncurrent Liabilities
Derivatives not designated as hedging instruments:				
Commodity contracts	\$ 20.3	\$ 14.1	\$ 2.0	\$ 1.2
Foreign currency exchange contracts	0.2	8.9	0.3	0.4
Total derivative instruments	\$ 20.5	\$ 23.0	\$ 2.3	\$ 1.6

We have elected to not offset fair value amounts recognized for our exchange-traded commodity derivative instruments and our cash margin accounts executed with the same counterparty that are generally subject to enforceable netting agreements. We are required to maintain cash margin accounts in connection with funding the settlement of our open positions. At April 30, 2017 and 2016, we maintained cash margin account balances of \$41.8 and \$3.4, respectively, included in other current assets in the Consolidated Balance Sheets. The change in the cash margin account balances is included in other – net, investing activities in the Statements of Consolidated Cash Flows. In the event of default and immediate net settlement of all of our open positions with individual counterparties, all of our derivative liabilities would be fully offset by either our derivative asset positions or margin accounts based on the net asset or liability position with our individual counterparties.

During both 2017 and 2016, we recognized \$0.6 in pre-tax losses related to the termination of prior interest rate swaps. Included as a component of accumulated other comprehensive loss at April 30, 2017 and 2016, were deferred pre-tax losses of \$7.0 and \$7.6, respectively, related to the termination of these interest rate swaps. The related tax benefit recognized in accumulated other comprehensive loss was \$2.6 and \$2.7 at April 30, 2017 and 2016, respectively. Approximately \$0.6 of the pre-tax loss will be recognized over the next 12 months.

The following table presents the net gains and losses recognized in cost of products sold on derivatives not designated as hedging instruments.

	Year Ended April 30,	
	2017	2016
Losses on commodity contracts	\$ (45.2)	\$ (31.6)
Gains on foreign currency exchange contracts	9.8	2.0
Total losses recognized in costs of products sold	\$ (35.4)	\$ (29.6)

Commodity and foreign currency exchange derivative gains and losses are reported in unallocated derivative gains and losses outside of segment operating results until the related inventory is sold. At that time, we reclassify the hedge gains and losses from unallocated derivative gains and losses to segment profit, allowing our segments to realize the economic effect of the hedge without experiencing any mark-to-market volatility. The following table presents the activity in unallocated derivative gains and losses.

	Year Ended April 30,		
	2017	2016	2015
Net losses on mark-to-market valuation of unallocated derivative positions	\$ (35.4)	\$ (29.6)	\$ (39.7)
Net losses on derivative positions reclassified to segment operating profit	8.2	41.6	15.2
Unallocated derivative (losses) gains	\$ (27.2)	\$ 12.0	\$ (24.5)

The net cumulative unallocated derivative losses at April 30, 2017 and 2016, were \$35.6 and \$8.4, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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The following table presents the gross contract notional value of outstanding derivative contracts.

	Year Ended April 30,	
	2017	2016
Commodity contracts	\$ 704.9	\$ 545.7
Foreign currency exchange contracts	195.4	212.5

NOTE 11

OTHER FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS

Financial instruments, other than derivatives, that potentially subject us to significant concentrations of credit risk consist principally of cash investments, short-term borrowings, and trade receivables. The carrying value of these financial instruments approximates fair value. Our other financial instruments, with the exception of long-term debt, are recognized at estimated fair value in the Consolidated Balance Sheets.

The following table provides information on the carrying amounts and fair values of our financial instruments.

	April 30, 2017		April 30, 2016	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Marketable securities and other investments	\$ 47.3	\$ 47.3	\$ 48.8	\$ 48.8
Derivative financial instruments – net	(12.9)	(12.9)	(1.8)	(1.8)
Long-term debt	(4,944.5)	(5,023.8)	(5,146.0)	(5,319.9)

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. Valuation techniques are based on observable and unobservable inputs. Observable inputs reflect readily obtainable data from independent sources, while unobservable inputs reflect our market assumptions.

The following tables summarize the fair values and the levels within the fair value hierarchy in which the fair value measurements fall for our financial instruments.

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value at April 30, 2017
Marketable securities and other investments: ^(A)				
Equity mutual funds	\$ 1.1	\$ —	\$ —	\$ 1.1
Municipal obligations	—	34.7	—	34.7
Money market funds	11.5	—	—	11.5
Derivative financial instruments: ^(B)				
Commodity contracts – net	(15.8)	(0.2)	—	(16.0)
Foreign currency exchange contracts – net	0.3	2.8	—	3.1
Long-term debt ^(C)	(4,473.2)	(550.6)	—	(5,023.8)
Total financial instruments measured at fair value	\$ (4,476.1)	\$ (513.3)	\$ —	\$ (4,989.4)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value at April 30, 2016
Marketable securities and other investments: ^(A)				
Equity mutual funds	\$ 9.8	\$ —	\$ —	\$ 9.8
Municipal obligations	—	37.6	—	37.6
Money market funds	1.4	—	—	1.4
Derivative financial instruments: ^(B)				
Commodity contracts – net	15.0	(8.0)	—	7.0
Foreign currency exchange contracts – net	(1.7)	(7.1)	—	(8.8)
Long-term debt ^(C)	(4,569.0)	(750.9)	—	(5,319.9)
Total financial instruments measured at fair value	\$ (4,544.5)	\$ (728.4)	\$ —	\$ (5,272.9)

(A) Marketable securities and other investments consist of funds maintained for the payment of benefits associated with nonqualified retirement plans. The funds include equity securities listed in active markets, municipal obligations valued by a third party using valuation techniques that utilize inputs that are derived principally from or corroborated by observable market data, and money market funds with maturities of three months or less. Based on the short-term nature of these money market funds, carrying value approximates fair value. As of April 30, 2017, our municipal obligations are scheduled to mature as follows: \$1.4 in 2018, \$2.3 in 2019, \$2.2 in 2020, \$5.1 in 2021, and the remaining \$23.7 in 2022 and beyond. For additional information, see Marketable Securities and Other Investments in Note 1: Accounting Policies.

(B) Level 1 commodity and foreign currency exchange derivatives are valued using quoted market prices for identical instruments in active markets. Level 2 commodity and foreign currency exchange derivatives are valued using quoted prices for similar assets or liabilities in active markets.

(C) Long-term debt is comprised of public Senior Notes classified as Level 1 and the Term Loan classified as Level 2. The public Senior Notes are traded in an active secondary market and valued using quoted prices. The value of the Term Loan is based on the net present value of each interest and principal payment calculated, utilizing an interest rate derived from an estimated yield curve obtained from independent pricing sources for similar types of term loan borrowing arrangements. For additional information, see Note 8: Debt and Financing Arrangements.

Furthermore, we recognized nonrecurring fair value adjustments of \$133.2 during 2017, which were primarily related to the impairment of certain indefinite-lived trademarks in the U.S. Retail Pet Foods segment, and were included as a noncash charge in our Statement of Consolidated Income. We utilized Level 3 inputs based on management's best estimates and assumptions to estimate the fair value of these indefinite-lived trademarks, which include estimates of future cash flows; allocations of certain assets, liabilities, and cash flows among reporting units; future growth rates; terminal value amounts; and the applicable weighted-average cost of capital used to discount those estimated cash flows. For additional information, see Goodwill and Other Intangible Assets in Note 1: Accounting Policies, and Note 7: Goodwill and Other Intangible Assets.

NOTE 12

SHARE-BASED PAYMENTS

We provide for equity-based incentives to be awarded to key employees and non-employee directors. Currently, these incentives consist of restricted shares, restricted stock units (which may also be referred to as deferred stock units), performance units, and stock options. These awards are administered primarily through the 2010 Equity and Incentive Compensation Plan initially approved by our shareholders in August 2010 and re-approved in August 2015. Awards under this plan may be in the form of stock options, stock appreciation rights, restricted shares, restricted stock units, performance shares, performance units, incentive awards, and other share-based awards. Awards under this plan may be granted to our non-employee directors, consultants, officers, and other employees. Deferred stock units granted to non-employee directors vest immediately and, along with dividends credited on those deferred stock units, are paid out in the form of common shares upon termination of service as a non-employee director. At April 30, 2017, there were 5,264,155 shares available for future issuance under this plan.

Under the 2010 Equity and Incentive Compensation Plan, we have the option to settle share-based awards by issuing common shares from treasury, issuing new Company common shares, or issuing a combination of common shares from treasury and new Company common shares.

Stock Options: Under the 2010 Equity and Incentive Compensation Plan, we granted no stock options during 2017, and 370,000 and 955,000 stock options during 2016 and 2015, respectively. The options vest over a period of 1 to 3 years dependent on the continued service of the option holder, as well as the achievement of performance objectives established on the grant date. The exercise price of all

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stock options granted is equal to the market value of the shares on the date of grant. All stock options granted during 2016 and 2015 have a contractual term of 10 years .

The fair value of each stock option is estimated on the date of grant using a Black-Scholes option-pricing model with the following weighted-average assumptions for stock options granted in 2016 and 2015:

	2016	2015
Expected volatility (%)	20.7%	25.0%
Dividend Yield (%)	2.3%	2.2%
Risk-free interest rate (%)	1.9%	1.5%
Expected life of stock option (years)	5.9	5.6

Expected volatility was calculated in accordance with the provisions of FASB ASC 718, *Compensation – Stock Compensation* , based on consideration of both historical and implied volatilities. The expected life of a stock option represents the period from the grant date through the expected exercise date of the option. This was calculated using a simplified method whereby the midpoint between the vesting date and the end of the contractual term is utilized to compute the expected term.

The following table is a summary of our stock option activity.

	Number of Stock Options	Weighted-Average Exercise Price
Outstanding at May 1, 2016	1,245,000	\$ 113.29
Cancelled	330,000	113.90
Outstanding at April 30, 2017	915,000	\$ 113.07
Exercisable at April 30, 2017	—	\$ —

Stock options outstanding at April 30, 2017 have an aggregate intrinsic value of \$12.5 with an average remaining contractual term of 8.0 years. The stock options granted during 2016 and 2015 have a weighted-average grant date fair value of \$18.67 and \$21.68 per option, respectively. During 2017, there were no stock options exercised. The total intrinsic value of stock options exercised during 2016 and 2015 was \$0.1 and \$1.9 , respectively. The closing market price of our common stock on the last trading day of 2017 was \$126.72 per share.

For stock options granted, compensation cost will be recognized ratably over the service period for each vesting tranche from the grant date through the end of the requisite service period to the extent the performance objectives are likely to be achieved. During 2017, we concluded that a portion of the performance objectives were unachievable, and therefore reversed the life-to-date compensation cost recognized. For the year ended April 30, 2017, the compensation net benefit for stock option awards totaled \$1.0 , and compensation cost totaled \$8.1 and \$1.2 for the years ended April 30, 2016, and 2015, respectively, which was included in other special project costs in the Statements of Consolidated Income. The tax expense related to the stock option net benefit was \$0.4 for 2017, and the tax benefit related to the stock option expense was \$3.0 and \$0.4 for 2016 and 2015, respectively. At April 30, 2017 , we had \$1.0 of total unrecognized compensation cost, net of estimated forfeitures, related to stock options that will be recognized over a weighted-average period of 1.0 year .

Cash received from stock option exercises for the years ended April 30, 2016 and 2015 , was \$0.1 and \$0.8 , respectively. We received no cash from stock option exercises for the year ended April 30, 2017.

Other Equity Awards: The following table is a summary of our restricted shares, deferred stock units, and performance units.

	Restricted Shares and Deferred Stock Units	Weighted-Average Grant Date Fair Value	Performance Units	Weighted-Average Conversion Date Fair Value
Outstanding at May 1, 2016	545,742	\$ 99.65	121,936	\$ 132.46
Granted	180,997	133.92	73,701	126.80
Converted	121,936	132.46	(121,936)	132.46
Vested	(243,561)	100.81	—	—
Forfeited	(31,709)	118.97	—	—
Outstanding at April 30, 2017	573,405	\$ 115.88	73,701	\$ 126.80

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The weighted-average grant date fair value of equity awards other than stock options that vested in 2017 , 2016 , and 2015 was \$24.6 , \$18.7 , and \$28.6 , respectively. The vesting date fair value of equity awards other than stock options that vested in 2017 , 2016 , and 2015 was \$32.7 , \$24.4 , and \$43.4 , respectively. The weighted-average grant date fair value of restricted shares and deferred stock units is the average of the high and the low share price on the date of grant. The weighted-average conversion date fair value of performance units is the average of the high and the low share price on the date of conversion to restricted shares. The following table summarizes the weighted-average fair values of the equity awards granted.

Year Ended April 30,	Restricted Shares and Deferred Stock Units	Weighted- Average Grant Date Fair Value	Performance Units	Weighted- Average Conversion Date Fair Value
2017	180,997	\$ 133.92	73,701	\$ 126.80
2016	97,922	113.57	121,936	132.46
2015	109,091	104.82	75,848	111.41

The performance units column represents the number of restricted shares received by certain executive officers, subsequent to year end, upon conversion of the performance units earned during the year. Restricted shares and deferred stock units generally vest 4 years from the date of grant or upon the attainment of a defined age and years of service, subject to certain retention requirements.

NOTE 13

INCOME TAXES

Income before income taxes is as follows:

	Year Ended April 30,		
	2017	2016	2015
Domestic	\$ 836.8	\$ 959.3	\$ 500.7
Foreign	41.6	18.6	22.3
Income before income taxes	\$ 878.4	\$ 977.9	\$ 523.0

The components of the provision for income taxes are as follows:

	Year Ended April 30,		
	2017	2016	2015
Current:			
Federal	\$ 325.1	\$ 342.5	\$ 147.8
Foreign	11.0	4.8	4.7
State and local	29.4	37.1	17.9
Deferred:			
Federal	(78.3)	(32.1)	2.3
Foreign	1.6	1.3	0.5
State and local	(2.7)	(64.4)	4.9
Total income tax expense	\$ 286.1	\$ 289.2	\$ 178.1

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The J. M. Smucker Company

A reconciliation of the statutory federal income tax rate and the effective income tax rate is as follows:

	Year Ended April 30,		
(Percent of Pre-tax Income)	2017	2016	2015
Statutory federal income tax rate	35.0 %	35.0 %	35.0 %
State and local income taxes	2.1	2.5	2.4
Domestic manufacturing deduction	(3.7)	(3.5)	(2.9)
Deferred tax benefit from integration	—	(5.2)	—
Other items – net	(0.8)	0.8	(0.4)
Effective income tax rate	32.6 %	29.6 %	34.1 %
Income taxes paid	\$ 367.2	\$ 290.5	\$ 199.3

The effective tax rate of 29.6 percent in 2016 includes the recognition in the fourth quarter of a \$50.5 noncash deferred tax benefit related to the integration of Big Heart into the Company.

We are a voluntary participant in the Compliance Assurance Process (“CAP”) program offered by the Internal Revenue Service (“IRS”) and are currently under a CAP examination for the tax year ended April 30, 2017. Through the contemporaneous exchange of information with the IRS, this program is designed to identify and resolve tax positions with the IRS prior to the filing of a tax return, which allows us to remain current with our IRS examinations. The IRS has completed the CAP examinations for the tax years ended April 30, 2014, 2015, and 2016. The tax years prior to 2014 are no longer subject to U.S. federal tax examination. With limited exceptions, we are no longer subject to examination for state and local jurisdictions for the tax years prior to 2013 and for the tax years prior to 2010 for foreign jurisdictions.

Deferred income taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax reporting. Significant components of our deferred tax assets and liabilities are as follows:

	April 30,	
	2017	2016
Deferred tax liabilities:		
Intangible assets	\$ 2,248.0	\$ 2,330.8
Property, plant, and equipment	129.8	140.5
Other	16.5	11.9
Total deferred tax liabilities	\$ 2,394.3	\$ 2,483.2
Deferred tax assets:		
Post-employment and other employee benefits	\$ 146.3	\$ 171.8
Tax credit and loss carryforwards	1.8	3.7
Intangible assets	25.4	23.2
Inventory	10.5	8.0
Property, plant, and equipment	3.1	5.1
Other	43.8	47.3
Total deferred tax assets	\$ 230.9	\$ 259.1
Valuation allowance	(3.6)	(6.2)
Total deferred tax assets, less allowance	\$ 227.3	\$ 252.9
Net deferred tax liability	\$ 2,167.0	\$ 2,230.3

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The following table summarizes domestic and foreign loss and credit carryforwards at April 30, 2017 .

	Related Tax Deduction	Deferred Tax Asset	Valuation Allowance	Expiration Date
Tax carryforwards:				
Federal loss carryforwards	\$ —	\$ 0.8	\$ 0.1	2022
Foreign loss carryforwards	—	0.6	0.6	2019 to 2026
State loss carryforwards	3.9	0.3	—	2034
State tax credit carryforwards	—	0.1	—	2027
Total tax carryforwards	\$ 3.9	\$ 1.8	\$ 0.7	

We evaluate the realizability of deferred tax assets for each of the jurisdictions in which we operate. The total valuation allowance decreased by a net amount of \$2.6 during the year.

Deferred income taxes have not been provided on approximately \$245.0 of undistributed earnings of foreign subsidiaries since these amounts are considered to be permanently reinvested and we do not intend to repatriate any of the amounts. Any additional taxes payable on the earnings of foreign subsidiaries, if remitted, would be partially offset by domestic tax deductions or tax credits for foreign taxes paid. It is not practical to estimate the amount of additional taxes that might be payable on such undistributed earnings.

Our unrecognized tax benefits were \$40.4 , \$46.3 , and \$45.0 , of which \$23.1 , \$32.6 , and \$32.2 would affect the effective tax rate, if recognized, as of April 30, 2017 , 2016 , and 2015 , respectively. Our accrual for tax-related net interest and penalties totaled \$4.1 , \$3.8 , and \$3.4 as of April 30, 2017 , 2016 , and 2015 , respectively. Interest charged to earnings totaled \$0.3 , \$0.6 , and \$0.7 during 2017 , 2016 , and 2015 , respectively.

Within the next 12 months , it is reasonably possible that we could decrease our unrecognized tax benefits by an estimated \$6.7 , primarily as a result of the expiration of statute of limitation periods.

A reconciliation of our unrecognized tax benefits is as follows:

	2017	2016	2015
Balance at May 1,	\$ 46.3	\$ 45.0	\$ 29.1
Increases:			
Current year tax positions	0.7	3.3	2.4
Prior year tax positions	1.2	0.2	1.2
Acquired businesses	—	3.3	13.4
Decreases:			
Prior year tax positions	0.9	0.9	0.4
Settlement with tax authorities	1.1	2.5	—
Expiration of statute of limitations periods	5.8	2.1	0.7
Balance at April 30,	\$ 40.4	\$ 46.3	\$ 45.0

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 14

ACCUMULATED OTHER COMPREHENSIVE LOSS

The components of accumulated other comprehensive loss, including the reclassification adjustments for items that are reclassified from accumulated other comprehensive loss to net income, are shown below.

	Foreign Currency Translation Adjustment	Unrealized (Loss) Gain on Cash Flow Hedging Derivatives (A)	Pension and Other Postretirement Liabilities (B)	Unrealized Gain on Available-for-Sale Securities	Accumulated Other Comprehensive Loss
Balance at May 1, 2014	\$ 31.7	\$ 15.3	\$ (102.0)	\$ 3.4	\$ (51.6)
Reclassification adjustments	—	(28.5)	9.8	—	(18.7)
Current period charge	(34.0)	(4.0)	(16.2)	(0.1)	(54.3)
Income tax benefit	—	12.0	2.8	—	14.8
Balance at April 30, 2015	\$ (2.3)	\$ (5.2)	\$ (105.6)	\$ 3.3	\$ (109.8)
Reclassification adjustments	—	0.6	10.2	—	10.8
Current period (charge) credit	(10.8)	—	(54.6)	0.4	(65.0)
Income tax (expense) benefit	—	(0.2)	15.9	(0.1)	15.6
Balance at April 30, 2016	\$ (13.1)	\$ (4.8)	\$ (134.1)	\$ 3.6	\$ (148.4)
Reclassification adjustments	—	0.6	13.2	—	13.8
Current period (charge) credit	(29.9)	—	39.6	0.6	10.3
Income tax expense	—	(0.2)	(18.7)	(0.2)	(19.1)
Balance at April 30, 2017	\$ (43.0)	\$ (4.4)	\$ (100.0)	\$ 4.0	\$ (143.4)

(A) Of the total losses reclassified from accumulated other comprehensive loss, \$0.6 was reclassified to interest expense related to the interest rate swaps during 2017, 2016, and 2015. During 2015, \$29.1 of income was reclassified to cost of products sold related to commodity derivatives. At April 30, 2017, the remaining balance in accumulated other comprehensive loss related entirely to the interest rate swaps. For additional information, see Note 10: Derivative Financial Instruments.

(B) Amortization of net losses was reclassified from accumulated other comprehensive loss to SD&A.

NOTE 15

CONTINGENCIES

We, like other food manufacturers, are from time to time subject to various administrative, regulatory, and other legal proceedings arising in the ordinary course of business. We are currently a defendant in a variety of such legal proceedings. We cannot predict with certainty the ultimate results of these proceedings or reasonably determine a range of potential loss. Our policy is to accrue losses for contingent liabilities when such liabilities are probable and amounts can be reasonably estimated. Based on the information known to date, we do not believe the final outcome of these proceedings will have a material adverse effect on our financial position, results of operations, or cash flows.

NOTE 16

GUARANTOR AND NON-GUARANTOR FINANCIAL INFORMATION

Our Senior Notes are fully and unconditionally guaranteed, on a joint and several basis, by J.M. Smucker LLC and The Folgers Coffee Company (the “subsidiary guarantors”), which are 100 percent wholly-owned subsidiaries of the Company. A subsidiary guarantor will be released from its obligations under the indentures governing the notes (a) with respect to each series of notes, if we exercise our legal or covenant defeasance option with respect to such series of notes or if our obligations under an indenture are discharged in accordance with the terms of such indenture in respect of such series of notes; (b) with respect to all series of notes issued in March 2015, upon the issuance, sale, exchange, transfer, or other disposition (including through merger, consolidation, amalgamation, or otherwise) of the capital stock of the applicable subsidiary guarantor (including any issuance, sale, exchange, transfer, or other disposition following which the applicable subsidiary guarantor is no longer a subsidiary) if such issuance, sale, exchange, transfer, or other disposition is made in a manner not in violation of the indenture in respect of such series of notes; or (c) with respect to all series of notes, upon the substantially simultaneous release or discharge of the guarantee by such subsidiary guarantor of all of our primary senior indebtedness other than through discharges as a result of payment by such guarantor on such guarantees.

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Condensed consolidating financial statements for the Company, the subsidiary guarantors, and the other subsidiaries of the Company that are not guaranteeing the indebtedness under the Senior Notes (the “non-guarantor subsidiaries”) are provided below. The principal elimination entries relate to investments in subsidiaries and intercompany balances and transactions, including transactions with our

100 percent wholly-owned subsidiary guarantors and non-guarantor subsidiaries. We have accounted for investments in subsidiaries using the equity method.

CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME

Year Ended April 30, 2017

	The J. M. Smucker Company (Parent)	Subsidiary Guarantors	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	\$ 2,968.6	\$ 1,177.6	\$ 9,379.9	\$ (6,133.8)	\$ 7,392.3
Cost of products sold	2,393.1	1,070.0	7,223.7	(6,129.8)	4,557.0
Gross Profit	575.5	107.6	2,156.2	(4.0)	2,835.3
Selling, distribution, and administrative expenses and other special project costs	318.8	40.0	1,108.8	—	1,467.6
Amortization	10.5	—	196.8	—	207.3
Impairment charges	—	—	133.2	—	133.2
Other operating expense (income) – net	1.2	1.0	(6.5)	—	(4.3)
Operating Income	245.0	66.6	723.9	(4.0)	1,031.5
Interest (expense) income – net	(164.1)	1.2	(0.2)	—	(163.1)
Other income (expense) – net	11.6	2.8	(4.4)	—	10.0
Equity in net earnings of subsidiaries	492.2	147.0	69.4	(708.6)	—
Income Before Income Taxes	584.7	217.6	788.7	(712.6)	878.4
Income taxes	(7.6)	0.4	293.3	—	286.1
Net Income	\$ 592.3	\$ 217.2	\$ 495.4	\$ (712.6)	\$ 592.3
Other comprehensive income (loss), net of tax	5.0	2.1	(31.1)	29.0	5.0
Comprehensive Income	\$ 597.3	\$ 219.3	\$ 464.3	\$ (683.6)	\$ 597.3

CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME

Year Ended April 30, 2016

	The J. M. Smucker Company (Parent)	Subsidiary Guarantors	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	\$ 3,155.3	\$ 1,184.5	\$ 8,724.9	\$ (5,253.5)	\$ 7,811.2
Cost of products sold	2,468.0	1,083.3	6,549.6	(5,257.5)	4,843.4
Gross Profit	687.3	101.2	2,175.3	4.0	2,967.8
Selling, distribution, and administrative expenses and other special project costs	290.9	40.5	1,314.8	—	1,646.2
Amortization	4.2	—	204.2	—	208.4
Other operating (income) expense – net	(25.2)	1.1	(8.0)	—	(32.1)
Operating Income	417.4	59.6	664.3	4.0	1,145.3
Interest (expense) income – net	(172.0)	1.2	(0.3)	—	(171.1)
Other income (expense) – net	9.6	1.2	(70.5)	63.4	3.7
Equity in net earnings of subsidiaries	513.1	138.3	60.8	(712.2)	—
Income Before Income Taxes	768.1	200.3	654.3	(644.8)	977.9
Income taxes	79.4	0.4	209.4	—	289.2
Net Income	\$ 688.7	\$ 199.9	\$ 444.9	\$ (644.8)	\$ 688.7
Other comprehensive loss, net of tax	(38.6)	(1.7)	(20.7)	22.4	(38.6)
Comprehensive Income	\$ 650.1	\$ 198.2	\$ 424.2	\$ (622.4)	\$ 650.1

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The J. M. Smucker Company

CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME

Year Ended April 30, 2015

	The J. M. Smucker Company (Parent)	Subsidiary Guarantors	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	\$ 2,998.0	\$ 1,184.0	\$ 6,622.4	\$ (5,111.7)	\$ 5,692.7
Cost of products sold	2,457.8	1,080.0	5,301.6	(5,115.4)	3,724.0
Gross Profit	540.2	104.0	1,320.8	3.7	1,968.7
Selling, distribution, and administrative expenses and other special project costs	234.9	53.8	799.2	—	1,087.9
Amortization	4.2	—	105.5	—	109.7
Impairment charges	—	—	1.2	—	1.2
Other operating expense (income) – net	0.3	(2.4)	—	—	(2.1)
Operating Income	300.8	52.6	414.9	3.7	772.0
Interest (expense) income – net	(80.7)	1.2	(0.4)	—	(79.9)
Other debt costs	(173.3)	—	—	—	(173.3)
Other income – net	0.6	0.1	3.5	—	4.2
Equity in net earnings of subsidiaries	312.6	131.4	52.7	(496.7)	—
Income Before Income Taxes	360.0	185.3	470.7	(493.0)	523.0
Income taxes	15.1	0.4	162.6	—	178.1
Net Income	\$ 344.9	\$ 184.9	\$ 308.1	\$ (493.0)	\$ 344.9
Other comprehensive loss, net of tax	(58.2)	(18.5)	(43.3)	61.8	(58.2)
Comprehensive Income	\$ 286.7	\$ 166.4	\$ 264.8	\$ (431.2)	\$ 286.7

CONDENSED CONSOLIDATING BALANCE SHEETS

April 30, 2017

	The J. M. Smucker Company (Parent)	Subsidiary Guarantors	Non-Guarantor Subsidiaries	Eliminations	Consolidated
ASSETS					
Current Assets					
Cash and cash equivalents	\$ 8.5	\$ —	\$ 158.3	\$ —	\$ 166.8
Inventories	—	136.6	773.1	(4.0)	905.7
Other current assets	490.5	8.1	71.6	(0.9)	569.3
Total Current Assets	499.0	144.7	1,003.0	(4.9)	1,641.8
Property, Plant, and Equipment – Net	294.1	574.8	748.6	—	1,617.5
Investments in Subsidiaries	15,573.2	4,464.9	403.1	(20,441.2)	—
Intercompany Receivable	—	510.4	2,083.2	(2,593.6)	—
Other Noncurrent Assets					
Goodwill	1,494.8	—	4,582.3	—	6,077.1
Other intangible assets – net	417.7	—	5,732.2	—	6,149.9
Other noncurrent assets	59.2	10.6	83.6	—	153.4
Total Other Noncurrent Assets	1,971.7	10.6	10,398.1	—	12,380.4
Total Assets	\$ 18,338.0	\$ 5,705.4	\$ 14,636.0	\$ (23,039.7)	\$ 15,639.7
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current Liabilities	\$ 1,381.7	\$ 98.8	\$ 353.0	\$ (0.9)	\$ 1,832.6
Noncurrent Liabilities					
Long-term debt, less current portion	4,445.5	—	—	—	4,445.5
Deferred income taxes	44.7	—	2,122.3	—	2,167.0
Intercompany payable	5,311.9	—	—	(5,311.9)	—
Other noncurrent liabilities	304.0	15.1	25.3	—	344.4
Total Noncurrent Liabilities	10,106.1	15.1	2,147.6	(5,311.9)	6,956.9

Total Liabilities	11,487.8	113.9	2,500.6	(5,312.8)	8,789.5
Total Shareholders' Equity	6,850.2	5,591.5	12,135.4	(17,726.9)	6,850.2
Total Liabilities and Shareholders' Equity	\$ 18,338.0	\$ 5,705.4	\$ 14,636.0	\$ (23,039.7)	\$ 15,639.7

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The J. M. Smucker Company

CONDENSED CONSOLIDATING BALANCE SHEETS

April 30, 2016

	The J. M. Smucker Company (Parent)	Subsidiary Guarantors	Non-Guarantor Subsidiaries	Eliminations	Consolidated
ASSETS					
Current Assets					
Cash and cash equivalents	\$ 7.0	\$ —	\$ 102.8	\$ —	\$ 109.8
Inventories	—	143.2	752.0	4.2	899.4
Other current assets	497.3	5.9	71.9	(10.9)	564.2
Total Current Assets	504.3	149.1	926.7	(6.7)	1,573.4
Property, Plant, and Equipment – Net	296.3	587.0	744.4	—	1,627.7
Investments in Subsidiaries	15,092.2	4,317.9	331.6	(19,741.7)	—
Intercompany Receivable	—	404.7	1,543.9	(1,948.6)	—
Other Noncurrent Assets					
Goodwill	1,494.8	—	4,596.3	—	6,091.1
Other intangible assets – net	428.3	—	6,066.1	—	6,494.4
Other noncurrent assets	57.4	10.4	129.7	—	197.5
Total Other Noncurrent Assets	1,980.5	10.4	10,792.1	—	12,783.0
Total Assets	\$ 17,873.3	\$ 5,469.1	\$ 14,338.7	\$ (21,697.0)	\$ 15,984.1
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current Liabilities	\$ 723.3	\$ 78.9	\$ 421.6	\$ (10.8)	\$ 1,213.0
Noncurrent Liabilities					
Long-term debt	5,146.0	—	—	—	5,146.0
Deferred income taxes	60.7	—	2,169.6	—	2,230.3
Intercompany payable	4,644.7	—	—	(4,644.7)	—
Other noncurrent liabilities	290.1	17.9	78.3	—	386.3
Total Noncurrent Liabilities	10,141.5	17.9	2,247.9	(4,644.7)	7,762.6
Total Liabilities	10,864.8	96.8	2,669.5	(4,655.5)	8,975.6
Total Shareholders' Equity	7,008.5	5,372.3	11,669.2	(17,041.5)	7,008.5
Total Liabilities and Shareholders' Equity	\$ 17,873.3	\$ 5,469.1	\$ 14,338.7	\$ (21,697.0)	\$ 15,984.1

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The J. M. Smucker Company

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

Year Ended April 30, 2017

	The J. M. Smucker Company (Parent)	Subsidiary Guarantors	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net Cash Provided by Operating Activities	\$ 172.7	\$ 154.8	\$ 731.5	\$ —	\$ 1,059.0
Investing Activities					
Additions to property, plant, and equipment	(32.1)	(47.2)	(113.1)	—	(192.4)
Proceeds from sale of investment	—	—	40.6	—	40.6
Proceeds from disposal of property, plant, and equipment	0.1	—	0.4	—	0.5
(Disbursements of) repayments from intercompany loans	—	(105.8)	(561.3)	667.1	—
Other – net	(0.2)	(1.8)	(36.4)	—	(38.4)
Net Cash (Used for) Provided by Investing Activities	(32.2)	(154.8)	(669.8)	667.1	(189.7)
Financing Activities					
Short-term borrowings – net	170.0	—	—	—	170.0
Repayments of long-term debt	(200.0)	—	—	—	(200.0)
Quarterly dividends paid	(339.3)	—	—	—	(339.3)
Purchase of treasury shares	(437.6)	—	—	—	(437.6)
Intercompany payable	667.1	—	—	(667.1)	—
Other – net	0.8	—	—	—	0.8
Net Cash Used for Financing Activities	(139.0)	—	—	(667.1)	(806.1)
Effect of exchange rate changes on cash	—	—	(6.2)	—	(6.2)
Net increase in cash and cash equivalents	1.5	—	55.5	—	57.0
Cash and cash equivalents at beginning of year	7.0	—	102.8	—	109.8
Cash and Cash Equivalents at End of Year	\$ 8.5	\$ —	\$ 158.3	\$ —	\$ 166.8

() Denotes use of cash

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

Year Ended April 30, 2016

	The J. M. Smucker Company (Parent)	Subsidiary Guarantors	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net Cash (Used for) Provided by Operating Activities	\$ (190.1)	\$ 151.4	\$ 1,499.7	\$ —	\$ 1,461.0
Investing Activities					
Businesses acquired, net of cash acquired	—	—	7.9	—	7.9
Equity investment in affiliate	—	—	(16.0)	—	(16.0)
Additions to property, plant, and equipment	(71.8)	(53.7)	(75.9)	—	(201.4)
Proceeds from divestiture	193.7	—	—	—	193.7
Proceeds from disposal of property, plant, and equipment	3.7	0.1	0.2	—	4.0
(Disbursements of) repayments from intercompany loans	—	(99.4)	(1,465.1)	1,564.5	—
Other – net	(1.2)	1.6	33.1	—	33.5
Net Cash Provided by (Used for) Investing Activities	124.4	(151.4)	(1,515.8)	1,564.5	21.7
Financing Activities					
Short-term borrowings – net	58.0	—	—	—	58.0
Repayments of long-term debt	(800.0)	—	—	—	(800.0)
Quarterly dividends paid	(316.6)	—	—	—	(316.6)
Purchase of treasury shares	(441.1)	—	—	—	(441.1)
Intercompany payable	1,564.5	—	—	(1,564.5)	—
Other – net	0.8	—	—	—	0.8
Net Cash Provided by (Used for) Financing Activities	65.6	—	—	(1,564.5)	(1,498.9)
Effect of exchange rate changes on cash	—	—	0.4	—	0.4
Net decrease in cash and cash equivalents	(0.1)	—	(15.7)	—	(15.8)
Cash and cash equivalents at beginning of year	7.1	—	118.5	—	125.6

Cash and Cash Equivalents at End of Year	\$	7.0	\$	—	\$	102.8	\$	—	\$	109.8
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() Denotes use of cash

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The J. M. Smucker Company

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

Year Ended April 30, 2015

	The J. M. Smucker Company (Parent)	Subsidiary Guarantors	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net Cash Provided by Operating Activities	\$ 245.1	\$ 87.8	\$ 406.2	\$ —	\$ 739.1
Investing Activities					
Businesses acquired, net of cash acquired	(1,240.0)	—	(80.5)	—	(1,320.5)
Additions to property, plant, and equipment	(56.3)	(93.3)	(98.1)	—	(247.7)
Proceeds from disposal of property, plant, and equipment	—	1.1	1.5	—	2.6
Equity investments in subsidiaries	(2,715.3)	—	—	2,715.3	—
Repayments from (disbursements of) intercompany loans	—	10.2	(297.5)	287.3	—
Other – net	—	(5.8)	(24.3)	—	(30.1)
Net Cash (Used for) Provided by Investing Activities	(4,011.6)	(87.8)	(498.9)	3,002.6	(1,595.7)
Financing Activities					
Short-term repayments – net	(5.3)	—	(17.1)	—	(22.4)
Proceeds from long-term debt	5,382.5	—	—	—	5,382.5
Repayments of long-term debt, including make-whole payments	(1,580.8)	—	(2,613.1)	—	(4,193.9)
Quarterly dividends paid	(254.0)	—	—	—	(254.0)
Purchase of treasury shares	(24.3)	—	—	—	(24.3)
Investments in subsidiaries	—	—	2,715.3	(2,715.3)	—
Intercompany payable	287.3	—	—	(287.3)	—
Other – net	(38.6)	—	8.0	—	(30.6)
Net Cash Provided by (Used for) Financing Activities	3,766.8	—	93.1	(3,002.6)	857.3
Effect of exchange rate changes on cash	—	—	(28.6)	—	(28.6)
Net increase (decrease) in cash and cash equivalents	0.3	—	(28.2)	—	(27.9)
Cash and cash equivalents at beginning of year	6.8	—	146.7	—	153.5
Cash and Cash Equivalents at End of Year	\$ 7.1	\$ —	\$ 118.5	\$ —	\$ 125.6

() Denotes use of cash

NOTE 17

COMMON SHARES

Voting: The Amended Articles of Incorporation (“Articles”) provide that each holder of a common share outstanding is entitled to one vote on each matter submitted to a vote of the shareholders, except for the following specific matters:

- any matter that relates to or would result in the dissolution or liquidation of the Company;
- the adoption of any amendment to the Articles or Amended Regulations, or the adoption of amended Articles, other than the adoption of any amendment or amended Articles that increases the number of votes to which holders of our common shares are entitled or expands the matters to which time-phased voting applies;
- any proposal or other action to be taken by our shareholders relating to the Rights Agreement, dated as of May 20, 2009, between the Company and Computershare Trust Company, N.A., or any successor plan;
- any matter relating to any stock option plan, stock purchase plan, executive compensation plan, executive benefit plan, or other similar plan, arrangement, or agreement;
- the adoption of any agreement or plan of or for the merger, consolidation, or majority share acquisition of us or any of our subsidiaries with or into any other person, whether domestic or foreign, corporate or noncorporate, or the authorization of the lease, sale, exchange, transfer, or other disposition of all, or substantially all, of our assets;
- any matter submitted to our shareholders pursuant to Article Fifth (which relates to procedures applicable to certain business combinations) or Article Seventh (which relates to procedures applicable to certain proposed acquisitions of specified percentages of our outstanding common shares) of the Articles, as they may be further amended, or any issuance of our common shares for which shareholder approval is required by applicable stock exchange rules; and
- any matter relating to the issuance of our common shares or the repurchase of our common shares that the Board of Directors (“Board”) determines is required or appropriate to be submitted to our shareholders under the Ohio Revised Code or applicable stock exchange rules.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The J. M. Smucker Company

On the matters listed above, common shares are entitled to 10 votes per share if they meet the requirements set forth in the Articles. Common shares which would be entitled to 10 votes per share must meet one of the following criteria:

- common shares for which there has not been a change in beneficial ownership in the past four years; or
- common shares received through our various equity plans that have not been sold or otherwise transferred.

In the event of a change in beneficial ownership, the new owner of that common share will be entitled to only one vote with respect to that share on all matters until four years pass without a further change in beneficial ownership of the share.

Shareholders' Rights Plan: Pursuant to a Shareholders' Rights Plan adopted by the Board on May 20, 2009, one share purchase right is associated with each of our outstanding common shares.

Under the plan, the rights will initially trade together with our common shares and will not be exercisable. In the absence of further action by the directors, the rights generally will become exercisable and allow the holder to acquire our common shares at a discounted price if a person or group acquires 10 percent or more of our outstanding common shares. Rights held by persons who exceed the applicable threshold will be void. Shares held by members of the Smucker family are not subject to the threshold. If exercisable, each right entitles the shareholder to buy one common share at a discounted price. Under certain circumstances, the rights will entitle the holder to buy shares in an acquiring entity at a discounted price.

The plan also includes an exchange option. In general, if the rights become exercisable, the directors may, at their option, effect an exchange of part or all of the rights, other than rights that have become void, for common shares. Under this option, we would issue one common share for each right, in each case subject to adjustment in certain circumstances.

The directors may, at their option, redeem all rights for \$0.001 per right, generally at any time prior to the rights becoming exercisable. The rights will expire June 3, 2019, unless earlier redeemed, exchanged, or amended by the directors.

In connection with the Big Heart acquisition, we and the rights agent entered into an amendment to the plan providing that neither the approval, execution, delivery, or performance of the merger agreement or the shareholders' agreement entered into in connection with the transaction will in any way give rise to any provision of the plan becoming effective, and that none of Blue Holdings I, L.P., the controlling stockholder of BAG, or any of its affiliates will be deemed to be an acquiring person for purposes of the plan.

During 2017, we and the rights agent entered into another amendment to the plan to amend the definition of beneficial ownership to provide that, among other things and subject to certain exceptions, a person will not be deemed the beneficial owner of, or to beneficially own, the first 10 percent of then-outstanding common shares of the Company that would otherwise be deemed to be beneficially owned by such person, together with all its affiliates and associates, if such person is entitled to file, and files, a statement on Schedule 13G pursuant to Rule 13d-1(b) or Rule 14d-1(c) under the Securities and Exchange Act of 1934, as amended.

Repurchase Programs : On February 22, 2017, we entered into a 10b5-1 trading plan (the "Plan") to facilitate the repurchase of up to 3.0 million common shares under the Board's authorizations. Purchases under the Plan commenced on February 27, 2017, and concluded on March 27, 2017, and were transacted by a broker based upon the guidelines and parameters of the Plan. During 2017, we repurchased 3.0 million common shares under the Plan for \$418.1 , and a total of 3.4 million common shares were repurchased under previous plans during 2016 for \$437.8 .

At April 30, 2017 , approximately 3.6 million common shares were remaining available for repurchase pursuant to the Board's authorizations.

NOTE 18

SUBSEQUENT EVENT

On May 30, 2017 , we announced a definitive agreement to acquire the *Wesson*® oil brand from Conagra Brands, Inc. ("Conagra"). The all-cash transaction, which is expected to be funded primarily with debt, is valued at approximately \$285.0 . We anticipate the addition of the *Wesson* brand will add annual net sales of approximately \$230.0 .

Following the close of the transaction, Conagra will continue to manufacture products sold under the *Wesson* brand and provide certain other transition services for up to one year. After the transition period, we expect to consolidate *Wesson* production into our existing oils manufacturing facility in Cincinnati, Ohio. The closing of the transaction is subject to the fulfillment of customary closing conditions, including receipt of regulatory approvals.