

WORLD WRESTLING ENTERTAINMENT INC  
Form 10-Q  
October 25, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 10-Q

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QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended September 30, 2018  
or  
TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-16131

WORLD WRESTLING ENTERTAINMENT, INC.

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

04-2693383  
(I.R.S. Employer Identification No.)

1241 East Main Street

Stamford, CT 06902

(203) 352-8600

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(Address, including zip code, and telephone number, including area code,  
of Registrant's principal executive offices)

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

At October 23, 2018 the number of shares outstanding of the Registrant's Class A common stock, par value \$.01 per share, was 43,415,411 and the number of shares outstanding of the Registrant's Class B common stock, par value \$.01 per share, was 34,609,438.



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WORLD WRESTLING ENTERTAINMENT, INC.

## CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

(Unaudited)

|   | Three Months Ended |            | Nine Months Ended |            |
|---|--------------------|------------|-------------------|------------|
|   | September 30,      |            | September 30,     |            |
|   | 2018               | 2017       | 2018              | 2017       |
| Net revenues  | \$ 188,391         | \$ 186,325 | \$ 657,654        | \$ 589,355 |
| Operating expenses                                  | 120,797            | 111,804    | 439,749           | 401,222    |
| Marketing and selling expenses                      | 23,507             | 18,197     | 73,100            | 60,325     |
| General and administrative expenses                 | 20,055             | 15,909     | 64,655            | 59,464     |
| Depreciation and amortization                       | 5,905              | 6,435      | 19,059            | 19,680     |
| Operating income                                    | 18,127             | 33,980     | 61,091            | 48,664     |
| Interest expense                                    | 3,581              | 3,569      | 11,828            | 10,734     |
| Other income, net                                   | 3,446              | 742        | 3,285             | 2,386      |
| Income before income taxes                          | 17,992             | 31,153     | 52,548            | 40,316     |
| (Benefit from) provision for income taxes           | (15,598)           | 9,299      | (5,822)           | 12,489     |
| Net income  | \$ 33,590          | \$ 21,854  | \$ 58,370         | \$ 27,827  |
| Earnings per share: basic                           | \$ 0.43            | \$ 0.28    | \$ 0.75           | \$ 0.36    |
| Earnings per share: diluted                         | \$ 0.37            | \$ 0.28    | \$ 0.66           | \$ 0.36    |
| Weighted average common shares outstanding:         |                    |            |                   |            |
| Basic   | 77,808             | 76,957     | 77,371            | 76,620     |
| Diluted   | 90,760             | 78,505     | 87,944            | 78,383     |
| Dividends declared per common share (Class A and B) | \$ 0.12            | \$ 0.12    | \$ 0.36           | \$ 0.36    |

See accompanying notes to consolidated financial statements.

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WORLD WRESTLING ENTERTAINMENT, INC.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

(Unaudited)

|   | Three Months Ended |           | Nine Months Ended |           |
|---|--------------------|-----------|-------------------|-----------|
|   | September 30,      |           | September 30,     |           |
|   | 2018               | 2017      | 2018              | 2017      |
| Net income  | \$ 33,590          | \$ 21,854 | \$ 58,370         | \$ 27,827 |
| Other comprehensive income (loss):  |                    |           |                   |           |
| Foreign currency translation adjustments  | 53                 | 35        | (311)             | 112       |
| Unrealized holding gains (losses) on available-for-sale debt securities (net of tax expense (benefit) of \$15 and \$(29), and \$(186) and \$(66), respectively) | 48                 | (46)      | (590)             | (107)     |
| Total other comprehensive income (loss)   | 101                | (11)      | (901)             | 5         |
| Comprehensive income  | \$ 33,691          | \$ 21,843 | \$ 57,469         | \$ 27,832 |

See accompanying notes to consolidated financial statements.

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WORLD WRESTLING ENTERTAINMENT, INC.

## CONSOLIDATED BALANCE SHEETS

(In thousands, except share data)

(Unaudited)

|  | As of                 |                      |
|--|-----------------------|----------------------|
|  | September 30,<br>2018 | December 31,<br>2017 |
| ASSETS   |                       |                      |
| CURRENT ASSETS:  |                       |                      |
| Cash and cash equivalents  | \$ 126,117            | \$ 137,700           |
| Short-term investments, net  | 189,472               | 159,744              |
| Accounts receivable (net of allowance for doubtful accounts and returns<br>of \$1,613 and \$3,035, respectively) | 84,367                | 65,245               |
| Inventory  | 8,910                 | 8,332                |
| Prepaid expenses and other current assets  | 40,019                | 19,961               |
| Total current assets   | 448,885               | 390,982              |
| PROPERTY AND EQUIPMENT, NET  | 135,525               | 131,325              |
| FEATURE FILM PRODUCTION ASSETS, NET  | 17,251                | 22,300               |
| TELEVISION PRODUCTION ASSETS, NET  | 6,295                 | 7,292                |
| INVESTMENT SECURITIES  | 27,593                | 27,367               |
| NON-CURRENT DEFERRED INCOME TAX ASSETS   | 18,803                | 18,984               |
| OTHER ASSETS, NET  | 10,904                | 16,257               |
| TOTAL ASSETS   | \$ 665,256            | \$ 614,507           |
| LIABILITIES AND STOCKHOLDERS' EQUITY   |                       |                      |
| CURRENT LIABILITIES:   |                       |                      |
| Current portion of long-term debt  | \$ 5,088              | \$ 4,638             |
| Convertible debt   | 181,754               | —                    |
| Accounts payable and accrued expenses  | 94,508                | 77,738               |
| Deferred income  | 75,912                | 55,818               |
| Total current liabilities  | 357,262               | 138,194              |
| LONG-TERM DEBT   | 26,984                | 30,958               |
| CONVERTIBLE DEBT   | —                     | 177,900              |
| OTHER NON-CURRENT LIABILITIES  | 1,752                 | 14,496               |
| Total liabilities  | 385,998               | 361,548              |
| COMMITMENTS AND CONTINGENCIES  |                       |                      |
| STOCKHOLDERS' EQUITY:  |                       |                      |
|  | 434                   | 425                  |

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|   |                   |                   |
|---|-------------------|-------------------|
| Class A common stock: (\$.01 par value; 180,000,000 shares authorized;<br>43,411,787 and 42,498,452 shares issued and outstanding as of<br>September 30, 2018 and December 31, 2017, respectively)            |                   |                   |
| Class B convertible common stock: (\$.01 par value; 60,000,000 shares authorized;<br>34,609,438 and 34,609,438 shares issued and outstanding as of<br>September 30, 2018 and December 31, 2017, respectively) | 346               | 346               |
| Additional paid-in capital  | 410,186           | 422,208           |
| Accumulated other comprehensive income  | 1,470             | 2,371             |
| Accumulated deficit   | (133,178)         | (172,391)         |
| Total stockholders' equity  | 279,258           | 252,959           |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>   | <b>\$ 665,256</b> | <b>\$ 614,507</b> |

See accompanying notes to consolidated financial statements.



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## WORLD WRESTLING ENTERTAINMENT, INC.

## CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(In thousands)

(Unaudited)

|  | Common Stock      |        | Class B |        | Additional<br>Paid - in<br>Capital | Accumulated<br>Other<br>Comprehensive<br>Income | Accumulated<br>Deficit | Total      |
|--|-------------------|--------|---------|--------|------------------------------------|---|------------------------|------------|
|  | Class A<br>Shares | Amount | Shares  | Amount |                                    |   |                        |            |
| Balance, December 31,<br>2017  | 42,498            | \$ 425 | 34,609  | \$ 346 | \$ 422,208                         | \$ 2,371  | \$ (172,391)           | \$ 252,959 |
| Cumulative effect of<br>adopting ASC 606                                 | —                 | —      | —       | —      | —                                  | —   | 10,086                 | 10,086     |
| Net income   | —                 | —      | —       | —      | —                                  | —   | 58,370                 | 58,370     |
| Other comprehensive<br>income  | —                 | —      | —       | —      | —                                  | (901)   | —                      | (901)      |
| Stock issuances, net   | 914               | 9      | —       | —      | 1,765                              | —   | —                      | 1,774      |
| Taxes paid related to net<br>settlement upon vesting<br>of equity awards | —                 | —      | —       | —      | (50,720)                           | —   | —                      | (50,720)   |
| Cash dividends declared  | —                 | —      | —       | —      | 1,363                              | —   | (29,243)               | (27,880)   |
| Stock-based<br>compensation  | —                 | —      | —       | —      | 34,308                             | —   | —                      | 34,308     |
| Other  | —                 | —      | —       | —      | 1,262                              | —   | —                      | 1,262      |
| Balance, September 30,<br>2018   | 43,412            | \$ 434 | 34,609  | \$ 346 | \$ 410,186                         | \$ 1,470  | \$ (133,178)           | \$ 279,258 |

See accompanying notes to consolidated financial statements.

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WORLD WRESTLING ENTERTAINMENT, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

|   | Nine Months Ended<br>September 30, |           |
|---|------------------------------------|-----------|
|   | 2018                               | 2017      |
| <b>OPERATING ACTIVITIES:</b>  |                                    |           |
| Net income  | \$ 58,370                          | \$ 27,827 |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                    |           |
| Amortization and impairments of feature film production assets                    | 5,856                              | 9,065     |
| Amortization of television production assets                                      | 20,534                             | 13,633    |
| Depreciation and amortization   | 24,091                             | 24,281    |
| Loss on equity investments, net   | 819                                | —         |
| Services provided in exchange for equity instruments                              | (2,264)                            | (2,090)   |
| Other amortization  | 4,667                              | 4,758     |
| Stock-based compensation  | 34,308                             | 17,962    |
| (Benefit from) provision for deferred income taxes                                | (2,750)                            | 4,516     |
| Other non-cash adjustments  | 1,879                              | 383       |
| Cash (used in)/provided by changes in operating assets and liabilities:           |                                    |           |
| Accounts receivable   | (8,219)                            | (19,030)  |
| Inventory   | (578)                              | (1,948)   |
| Prepaid expenses and other assets   | (20,354)                           | (8,813)   |
| Feature film production assets  | (870)                              | (9,643)   |
| Television production assets  | (20,266)                           | (12,472)  |
| Accounts payable, accrued expenses and other liabilities                          | 9,059                              | (5,851)   |
| Deferred income   | 17,199                             | (1,615)   |
| Net cash provided by operating activities   | 121,481                            | 40,963    |
| <b>INVESTING ACTIVITIES:</b>  |                                    |           |
| Purchases of property and equipment and other assets                              | (21,445)                           | (17,652)  |
| Purchases of short-term investments   | (82,064)                           | (123,806) |
| Proceeds from sales and maturities of short-term investments                      | 50,833                             | 23,990    |
| Purchase of investment securities   | (1,038)                            | (2,116)   |
| Other   | 1,000                              | —         |
| Net cash used in investing activities   | (52,714)                           | (119,584) |
| <b>FINANCING ACTIVITIES:</b>  |                                    |           |
| Repayment of long-term debt   | (3,524)                            | (3,718)   |

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|   |            |            |
|---|------------|------------|
| Dividends paid  | (27,880)   | (27,601)   |
| Proceeds from borrowings under credit facilities  | —          | 1,383      |
| Proceeds from borrowings on convertible notes, net of issuance costs                                | —          | 14,534     |
| Proceeds from issuance of warrants  | —          | 1,460      |
| Purchase of convertible note hedge  | —          | (2,558)    |
| Taxes paid related to net settlement upon vesting of equity awards                                  | (50,720)   | (9,185)    |
| Proceeds from issuance of stock   | 1,774      | 1,493      |
| Net cash used in financing activities   | (80,350)   | (24,192)   |
| NET DECREASE IN CASH AND CASH EQUIVALENTS   | (11,583)   | (102,813)  |
| CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD  | 137,700    | 211,976    |
| CASH AND CASH EQUIVALENTS, END OF PERIOD  | \$ 126,117 | \$ 109,163 |
| NON-CASH INVESTING AND FINANCING TRANSACTIONS:  |            |            |
| Purchases of property and equipment recorded in accounts payable and accrued expenses (See Note 12) | \$ 5,577   | \$ 4,648   |

See accompanying notes to consolidated financial statements.

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WORLD WRESTLING ENTERTAINMENT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except share data)

(Unaudited)

1. Basis of Presentation and Business Description

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

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

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

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

Media:

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

Live Events:

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

Consumer Products:

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

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

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

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

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WORLD WRESTLING ENTERTAINMENT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except share data)

(Unaudited)

2. Significant Accounting Policies

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

We also amended our income tax policy to specify the Company’s accounting treatment of taxes on Global Intangible Low-taxed Income (“GILTI”) provisions of the Tax Cuts and Jobs Act of 2017 (the “Tax Act”). The Company has elected to recognize the tax on GILTI as a period expense in the period the tax is incurred.

Operating Expenses

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

Included within Operating expenses are the following:

|  | Three Months Ended |          | Nine Months Ended |          |
|--|--------------------|----------|-------------------|----------|
|  | September 30,      |          | September 30,     |          |
|  | 2018               | 2017     | 2018              | 2017     |
| Amortization and impairment of feature film assets | \$ 2,331           | \$ 3,262 | \$ 5,856          | \$ 9,065 |

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|  |           |          |           |           |
|--|-----------|----------|-----------|-----------|
| Amortization of television production assets                       | 7,716     | 2,912    | 20,534    | 13,633    |
| Amortization of WWE Network content delivery and technology assets | 1,572     | 1,239    | 5,030     | 4,594     |
| Total amortization and impairment included in operating expenses   | \$ 11,619 | \$ 7,413 | \$ 31,420 | \$ 27,292 |

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

#### Marketing and Selling Expenses

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

#### General and Administrative Expenses

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

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WORLD WRESTLING ENTERTAINMENT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except share data)

(Unaudited)

Recent Accounting Pronouncements

In August 2018, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2018-15, “Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract.” The new guidance aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal-use software license). The accounting for the service element of a hosting arrangement that is a service contract is not affected by the amendments in this update. The new guidance is effective for interim and annual reporting periods beginning after December 15, 2019 (fiscal 2020 for the Company), with early adoption permitted. The new guidance should be applied either retrospectively or prospectively to all implementation costs incurred after the date of adoption. The Company expects to adopt the new guidance prospectively and does not expect the adoption to have a material impact on its consolidated financial statements.

In August 2018, the FASB issued ASU No. 2018-13, “Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement”, which modifies the disclosure requirements on fair value measurements. The new guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019 (fiscal 2020 for the Company). Upon the effective date, certain provisions are to be applied prospectively, while others are to be applied retrospectively to all periods presented. An entity is permitted to early adopt any removed or modified disclosures upon issuance of this ASU and delay adoption of the additional disclosures until their effective date. We are currently evaluating the impact of the amendments on our consolidated financial statement disclosures. Since the amendments impact only disclosure requirements, we do not expect the amendments to have an impact on our consolidated financial statements.

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



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

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

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

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except share data)

(Unaudited)

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

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)," which will supersede the existing guidance for lease accounting. This new standard will require lessees to recognize leases on their balance sheets, and leaves lessor accounting largely unchanged. The new standard requires a dual approach for lessee accounting under which a lessee would account for leases as finance leases or operating leases. Both finance leases and operating leases will result in the lessee recognizing a right-of-use asset and a corresponding lease liability. For finance leases, the lessee would recognize interest expense and amortization of the right-of-use asset, and for operating leases, the lessee would recognize a straight-line total lease expense. The new guidance is effective for fiscal years beginning after December 15, 2018 and interim periods within those fiscal years, which for the Company will be effective for the fiscal year beginning January 1, 2019. In July 2018, the FASB issued two clarifying amendments to the lease guidance, which provide further Codification improvements and relieves the requirement to present prior comparative year results when adopting the new standard. Instead, companies can choose to recognize the cumulative-effect of applying the new standard to leased assets and liabilities as an adjustment to opening retained earnings in the year of adoption. Both amendments issued are effective in the same timeframe as ASU No. 2016-02. We intend to adopt the requirements of the new leasing standard via a cumulative-effect adjustment without restating prior periods. While we are evaluating the impact that the new guidance will have on our consolidated financial statements, we currently expect a gross-up of our consolidated balance sheet as we recognize right of use assets and lease liabilities. The extent of such gross-up remains to be determined once we complete a review of our existing lease contracts (we are primarily a lessee) and service contracts, which may contain embedded leases.

In January 2016, the FASB issued ASU No. 2016-01, "Financial Instruments-Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities," as amended by ASU No. 2018-03, "Technical Corrections and Improvements to Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities," issued in February 2018. The new guidance requires that most equity investments be measured at fair value, with subsequent changes in fair value recognized in net income (other than those accounted for under equity method of accounting). Under the new guidance, entities will no longer be able to recognize unrealized holding gains and losses on equity securities classified today as available-for-sale in other comprehensive income. The Company's current available-for-sale securities are invested primarily in debt securities which are not subject to the new guidance, therefore, we will continue to record any unrealized gains or losses on these available-for-sale debt securities through accumulated other comprehensive income. The new guidance also no

longer allows the use of the cost method of accounting for equity securities without readily determinable fair values. However, for equity investments without readily determinable fair values, entities may elect a measurement alternative to fair value that will allow those investments to be recorded at cost, less impairment, and adjusted for subsequent observable price changes. The new guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. The new guidance was adopted on January 1, 2018 and the Company has elected to use the measurement alternative to measure our equity investments without readily determinable fair values and this guidance was applied prospectively. Refer to Note 10, Investment Securities and Short-Term Investments, for disclosures related to observable price change events related to our equity investments without readily determinable fair values that occurred during the current period. During the first quarter of 2018, the FASB provided clarifying guidance on the application of ASU 2016-01 through the issuance of ASU No. 2018-03. Among other things, the amendment clarifies that the adjustments made under the measurement alternative are intended to reflect the fair value of the security as of the date that the observable transaction for a similar security took place. The amendment also clarifies that an entity measuring an equity security using the measurement alternative may change its measurement approach to a fair valuation method in accordance with Topic 820, Fair Value Measurement, through an irrevocable election that would apply to that security and all identical or similar investments of the same issuer. ASU No. 2018-03 is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years beginning after June 15, 2018 with early adoption permitted so long as ASU No. 2016-01 has been adopted. The Company has elected to early adopt the clarifying amendments in ASU No. 2018-03 as of January 1, 2018 and will apply the clarifying amendments to all interim periods within 2018. The adoption of the clarifying amendments had no impact to our consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)." This standard supersedes the revenue recognition requirements in ASC 605, "Revenue Recognition," and most industry-specific guidance. The standard requires an entity to recognize revenue in an amount that reflects the consideration to which the entity expects to receive in exchange for goods or services. During 2016, the FASB issued additional interpretive guidance relating to the standard which covered the topics of principal versus agent considerations and identifying performance obligations and licensing. The standard along with the

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subsequent clarifications issued are effective for annual reporting periods beginning after December 15, 2017, and interim periods within those fiscal years. The new revenue guidance under Topic 606 was adopted on January 1, 2018 using the modified retrospective transition method. Under this transition method, we recognized the cumulative effect of initially applying the new revenue standard as an adjustment to the opening balance of retained earnings on January 1, 2018. The comparative information presented has not been restated and continues to be reported under the accounting standards in effect for those periods. See Note 4, Revenues, for further details.

3. Segment Information

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

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

Beginning in the first quarter of 2018, the Company also changed its primary measure of segment performance from operating income before depreciation and amortization ("OIBDA") to Adjusted OIBDA. The Company defines Adjusted OIBDA as operating income before depreciation and amortization, excluding stock-based compensation, certain impairment charges and other non-recurring material items. Adjusted OIBDA includes amortization expenses directly related to our revenue generating activities, including feature film and television production asset amortization, as well as the amortization of costs related to content delivery and technology assets utilized for our

WWE Network. The Company believes the presentation of Adjusted OIBDA is relevant and useful for investors because it allows investors to view our segment performance in the same manner as the primary method used by management to evaluate segment performance and make decisions about allocating resources. Additionally, we believe that Adjusted OIBDA provides a meaningful representation of operating cash flows generated by our segments, and is a primary measure used by media investors, analysts and peers for comparative purposes. The Company revised its financial information and disclosures for prior periods to reflect the segment disclosures as if the current measure of segment performance, Adjusted OIBDA, had been in effect throughout the periods presented.

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

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

|                      | Three Months Ended<br>September 30, |            | Nine Months Ended<br>September 30, |            |
|----------------------|-------------------------------------|------------|------------------------------------|------------|
|                      | 2018                                | 2017       | 2018                               | 2017       |
| Net revenues:        |                                     |            |                                    |            |
| Media                | \$ 142,078                          | \$ 130,723 | \$ 478,086                         | \$ 389,141 |
| Live Events          | 26,723                              | 31,600     | 109,808                            | 116,533    |
| Consumer Products    | 19,590                              | 24,002     | 69,760                             | 83,681     |
| Total net revenues   | \$ 188,391                          | \$ 186,325 | \$ 657,654                         | \$ 589,355 |
| Adjusted OIBDA:      |                                     |            |                                    |            |
| Media                | \$ 50,336                           | \$ 49,439  | \$ 138,474                         | \$ 92,347  |
| Live Events          | 120                                 | 3,663      | 18,458                             | 25,826     |
| Consumer Products    | 4,050                               | 7,838      | 17,796                             | 29,317     |
| Corporate            | (18,698)                            | (15,345)   | (60,270)                           | (52,436)   |
| Total Adjusted OIBDA | \$ 35,808                           | \$ 45,595  | \$ 114,458                         | \$ 95,054  |

## Reconciliation of Total Operating Income to Total Adjusted OIBDA

|                        | Three Months Ended<br>September 30, |           | Nine Months Ended<br>September 30, |           |
|------------------------|-------------------------------------|-----------|------------------------------------|-----------|
|                        | 2018                                | 2017      | 2018                               | 2017      |
| Total operating income | \$ 18,127                           | \$ 33,980 | \$ 61,091                          | \$ 48,664 |

|                               |           |           |            |           |
|-------------------------------|-----------|-----------|------------|-----------|
| Depreciation and amortization | 5,905     | 6,435     | 19,059     | 19,680    |
| Stock-based compensation      | 11,776    | 5,180     | 34,308     | 17,962    |
| Other adjustments (1)         | —         | —         | —          | 8,748     |
| Total Adjusted OIBDA          | \$ 35,808 | \$ 45,595 | \$ 114,458 | \$ 95,054 |

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

#### 4. Revenues

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

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

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

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The impact to our Consolidated Statements of Operations for the three months ended September 30, 2018 as a result of applying ASC Topic 606 was a decrease to our Net revenues, Operating expenses and Operating income of \$2,712, \$687 and \$2,025, respectively. The impact to our Consolidated Statements of Operations for the nine months ended September 30, 2018 as a result of applying ASC Topic 606 was a decrease to our Net revenues, Operating expenses and Operating income of \$11,194, \$3,482 and \$7,712, respectively. The impact to our Consolidated Balance Sheet as of September 30, 2018 as a result of applying ASC Topic 606 was a decrease to our accumulated deficit and total liabilities of \$4,185 and \$2,875, respectively, and an increase to total assets of \$1,310.

Revenue Recognition Policies

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

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

· Content rights fees:

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



· WWE Network Subscriptions:

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

· Pay-per-view programming:

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

· Feature film distribution:

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

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· Advertising and sponsorships:

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

· Live event ticket sales:

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

· Consumer product licensing royalties:

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

· Direct-to-consumer venue merchandise sales:

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

· Direct-to-consumer eCommerce sales:

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

Payment Terms

Our revenues do not include material amounts of variable consideration, other than the sale or usage-based royalties earned related to our consumer product licensing and certain other content rights contracts. Our payment terms vary

by the type of products or services offered, and may be subject to contractual payment terms, which may include advance payment requirements. The time between invoicing and when payment is due is not significant, generally within 30 to 60 days. We have elected the practical expedient to not adjust the total consideration within a contract to reflect a financing component when the duration of the financing is one year or less. Our contracts do not generally include a significant financing component. Our contracts with customers do not generally result in significant obligations associated with returns, refunds or warranties.

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## Disaggregated Revenues

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

|  | Three Months Ended<br>September 30, |            | Nine Months Ended<br>September 30, |            |
|--|-------------------------------------|------------|------------------------------------|------------|
|  | 2018                                | 2017       | 2018                               | 2017       |
| Net revenues:                                |                                     |            |                                    |            |
| Media Segment:                               |                                     |            |                                    |            |
| Network (including pay-per-view)             | \$ 49,445                           | \$ 48,221  | \$ 152,445                         | \$ 145,671 |
| Core content rights fees (1)                 | 65,912                              | 60,375     | 197,590                            | 179,684    |
| Advertising and sponsorships                 | 15,038                              | 12,991     | 46,811                             | 35,473     |
| Other (2)                                    | 11,683                              | 9,136      | 81,240                             | 28,313     |
| Total Media Segment net revenues             | 142,078                             | 130,723    | 478,086                            | 389,141    |
| Live Events Segment:                         |                                     |            |                                    |            |
| North American ticket sales                  | 22,426                              | 25,255     | 85,711                             | 91,177     |
| International ticket sales                   | 2,238                               | 5,081      | 15,771                             | 19,006     |
| Advertising and sponsorships                 | 400                                 | 412        | 1,520                              | 1,472      |
| Other (3)                                    | 1,659                               | 852        | 6,806                              | 4,878      |
| Total Live Events Segment net revenues       | 26,723                              | 31,600     | 109,808                            | 116,533    |
| Consumer Products Segment:                   |                                     |            |                                    |            |
| Consumer product licensing                   | 8,559                               | 11,331     | 28,608                             | 40,819     |
| eCommerce                                    | 6,786                               | 7,211      | 23,304                             | 23,519     |
| Venue merchandise                            | 4,245                               | 5,460      | 17,848                             | 19,343     |
| Total Consumer Products Segment net revenues | 19,590                              | 24,002     | 69,760                             | 83,681     |
| Total net revenues                           | \$ 188,391                          | \$ 186,325 | \$ 657,654                         | \$ 589,355 |

- (1) Core content rights fees consist primarily of licensing revenues earned from the distribution of our flagship programs, Raw and SmackDown Live, through global broadcast, pay television and digital platforms.
- (2) Other revenues within our Media segment reflect revenues earned from the distribution of other content, including, but not limited to, scripted, reality and other in-ring programming, as well as theatrical and direct-to-home video releases.

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

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

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Remaining Performance Obligations

As of September 30, 2018, for contracts greater than one year, the aggregate amount of the transaction price allocated to remaining performance obligations is \$3,476,806, comprised of our multi-year content distribution, consumer product licensing and sponsorship contracts. We will recognize rights fees related to our multi-year content distribution contracts as content is delivered to the distributors during the periods 2018 through 2028. We will recognize the revenues associated with the minimum guarantees on our multi-year consumer product licensing arrangements by the end of the licensing periods, which range from 2018 through 2024. For our multi-year sponsorship arrangements, we will recognize sponsorship revenues as the sponsorship obligations are satisfied during the periods 2018 through 2021. The transaction price related to these future obligations do not include any variable consideration, which generally consists of sales or usage-based royalties earned on consumer product licensing and certain other content rights contracts. The variability related to these sales or usage-based royalties will be resolved in the periods when the licensee generates sales related to the intellectual property license.

Contract Assets and Contract Liabilities (Deferred Revenues)

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

We record deferred revenues (also referred to as contract liabilities under Topic 606) when cash payments are received or due in advance of our performance. Our deferred revenue balance primarily relates to advance payments received related to our content distribution rights agreements, our consumer product licensing agreements, and our sponsorship and advertising arrangements. The Company's deferred revenue (i.e. contract liabilities) as of September 30, 2018 and December 31, 2017 was \$77,125 and \$69,795, respectively.

The increase in the deferred revenue balance for the nine months ended September 30, 2018 of \$7,330 is primarily driven by cash payments received or due in advance of satisfying our performance obligations.

Contract Costs (Costs of Obtaining a Contract)

Except for certain multi-year television content arrangements, we generally expense sales commissions when incurred because the amortization period would have been one year or less. These costs are recorded within Marketing and selling expenses within our Consolidated Statements of Operations. Capitalized commission fees of \$2,231 and

\$2,242 at September 30, 2018 and December 31, 2017, respectively, relate primarily to incremental costs of obtaining our long-term television content arrangements and these costs are being amortized over the duration of the underlying content agreements on a straight-line basis to marketing and selling expense. The amount of amortization was \$345 and \$320, and \$986 and \$961 for the three and nine months ended September 30, 2018 and 2017, respectively, and there was no impairment in relation to the costs capitalized.

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## 5. Earnings Per Share

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

|   | Three Months Ended<br>September 30, |           | Nine Months Ended<br>September 30, |           |
|---|-------------------------------------|-----------|------------------------------------|-----------|
|   | 2018                                | 2017      | 2018                               | 2017      |
| Net income  | \$ 33,590                           | \$ 21,854 | \$ 58,370                          | \$ 27,827 |
| Weighted average basic common shares outstanding                            | 77,808                              | 76,957    | 77,371                             | 76,620    |
| Dilutive effect of restricted and performance stock units                   | 1,620                               | 1,548     | 2,010                              | 1,761     |
| Dilutive effect of convertible debt instruments                             | 11,332                              | —         | 8,563                              | —         |
| Dilutive effect of employee share purchase plan                             | —                                   | —         | —                                  | 2         |
| Weighted average dilutive common shares outstanding                         | 90,760                              | 78,505    | 87,944                             | 78,383    |
| Earnings per share:   |                                     |           |                                    |           |
| Basic   | \$ 0.43                             | \$ 0.28   | \$ 0.75                            | \$ 0.36   |
| Diluted   | \$ 0.37                             | \$ 0.28   | \$ 0.66                            | \$ 0.36   |
| Anti-dilutive shares (excluded from per-share calculations):                |                                     |           |                                    |           |
| Net shares received on purchased call of convertible debt hedge             | 6,030                               | —         | 4,815                              | —         |
| Outstanding restricted and performance stock units                          | 1                                   | —         | 320                                | —         |
| Effect of Convertible Notes and Related Convertible Note Hedge and Warrants |                                     |           |                                    |           |

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



The denominator of our diluted earnings per share calculation for the three and nine months ended September 30, 2018 includes the effect of additional shares of common stock issued using the treasury stock method since the average price of our common stock exceeded the conversion price of the Convertible Notes of \$24.91 per share. In addition, the denominator of our diluted earnings per share calculation for the three and nine months ended September 30, 2018 includes the additional shares issued related to the Warrants using the treasury stock method since the average price of our common stock exceeded the strike price of the Warrants of \$31.89 per share. The dilution from the Convertible Notes and Warrants had a \$0.05 and \$0.07 impact on diluted earnings per share for the three and nine months ended September 30, 2018, respectively. There was no impact on diluted earnings per share during the three and nine months ended September 30, 2017 since the average price of our common stock did not exceed the conversion price of \$24.91 during the periods. Prior to actual conversion, the Convertible Note Hedges are not considered for purposes of the calculation of diluted earnings per share, as their effect would be anti-dilutive.

## 6. Stock-based Compensation

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

Stock-based compensation costs, which includes costs related to RSUs, PSUs, PSU-TSRs and the Company's qualified employee stock purchase plan, totaled \$11,776 and \$5,180, and \$34,308 and \$17,962 for the three and nine months ended September 30, 2018 and 2017, respectively.

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## Restricted Stock Units

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

The following table summarizes the RSU activity during the nine months ended September 30, 2018:

|                                |           | Weighted-<br>Average<br>Grant-Date |
|--------------------------------|-----------|------------------------------------|
|                                | Units     | Fair Value                         |
| Unvested at January 1, 2018    | 477,792   | \$ 18.33                           |
| Granted                        | 185,059   | \$ 36.92                           |
| Vested                         | (208,396) | \$ 17.45                           |
| Forfeited                      | (39,892)  | \$ 24.62                           |
| Dividend equivalents           | 3,771     | \$ 23.67                           |
| Unvested at September 30, 2018 | 418,334   | \$ 26.44                           |

## Performance Stock Units

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

The following table summarizes the PSU activity during the nine months ended September 30, 2018:

|                                | Units       | Weighted-Average Grant-Date Fair Value |
|--------------------------------|-------------|--|
| Unvested at January 1, 2018    | 2,053,931   | \$ 21.37                               |
| Granted                        | 369,996     | \$ 96.34                               |
| Achievement adjustment         | 100,753     | \$ 33.84                               |
| Vested                         | (1,244,447) | \$ 19.76                               |
| Forfeited                      | (162,682)   | \$ 49.79                               |
| Dividend equivalents           | 11,736      | \$ 22.97                               |
| Unvested at September 30, 2018 | 1,129,287   | \$ 46.21                               |

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

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

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

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

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

|                                | Units   | Fair Value |
|--------------------------------|---------|------------|
| Unvested at January 1, 2018    | —       | \$ —       |
| Granted                        | 340,971 | \$ 47.42   |
| Unvested at September 30, 2018 | 340,971 | \$ 47.42   |

## 7. Property and Equipment

Property and equipment consisted of the following:

|   | As of         |              |
|---|---------------|--------------|
|   | September 30, | December 31, |
|   | 2018          | 2017         |
| Land, buildings and improvements                | \$ 136,895    | \$ 134,052   |
| Equipment                                       | 115,305       | 98,245       |
| Corporate aircraft                              | 32,249        | 31,277       |
| Vehicles  | 905           | 905          |
|   | 285,354       | 264,479      |
| Less: accumulated depreciation and amortization | (149,829)     | (133,154)    |
| Total   | \$ 135,525    | \$ 131,325   |

Depreciation expense for property and equipment totaled \$5,682 and \$6,151, and \$18,406 and \$18,517 for the three and nine months ended September 30, 2018 and 2017, respectively.

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

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## 8. Feature Film Production Assets, Net

Feature film production assets consisted of the following:

|                            | As of         |              |
|----------------------------|---------------|--------------|
|                            | September 30, | December 31, |
|                            | 2018          | 2017         |
| In release                 | \$ 11,653     | \$ 15,869    |
| Completed but not released | 3,041         | 2,211        |
| In production              | 2,199         | 3,107        |
| In development             | 358           | 1,113        |
| Total                      | \$ 17,251     | \$ 22,300    |

Approximately 27% of “In release” film production assets are estimated to be amortized over the next 12 months, and approximately 63% of “In release” film production assets are estimated to be amortized over the next three years. We anticipate amortizing approximately 80% of our “In release” film production assets within four years as we receive revenues associated with television distribution of our licensed films. During the three and nine months ended September 30, 2018 and 2017, we amortized \$884 and \$2,346, and \$2,192 and \$4,987, respectively, of feature film production assets.

We currently have three films designated as “Completed but not released” and have one film “In production.” We also have capitalized certain script development costs and pre-production costs for various other film projects designated as “In development.” Capitalized script development costs are evaluated at each reporting period for impairment and to determine if a project is deemed to be abandoned. During the three and nine months ended September 30, 2018 and 2017, we expensed \$122 and \$157, and \$851 and \$157, respectively, related to previously capitalized development costs related to abandoned projects.

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

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

We recorded impairment charges of \$1,325 and \$759, and \$2,813 and \$3,921 related to our feature films during the three and nine months ended September 30, 2018 and 2017, respectively. These impairment charges represent the excess of the recorded net carrying value over the estimated fair value.

#### 9. Television Production Assets, Net

Television production assets consisted of the following:

|               | As of         |              |
|---------------|---------------|--------------|
|               | September 30, | December 31, |
|               | 2018          | 2017         |
| In release    | \$ 3,072      | \$ 3,765     |
| In production | 3,223         | 3,527        |
| Total         | \$ 6,295      | \$ 7,292     |

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

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Amortization of television production assets consisted of the following:

|                         | Three Months           |          | Nine Months Ended |           |
|-------------------------|------------------------|----------|-------------------|-----------|
|                         | Ended<br>September 30, |          | September 30,     |           |
|                         | 2018                   | 2017     | 2018              | 2017      |
| WWE Network programming | \$ 630                 | \$ 566   | \$ 5,688          | \$ 3,685  |
| Television programming  | 7,086                  | 2,346    | 14,846            | 9,948     |
| Total                   | \$ 7,716               | \$ 2,912 | \$ 20,534         | \$ 13,633 |

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

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

## 10. Investment Securities and Short-Term Investments

## Investment Securities

Included within Investment Securities are the following:



|   | As of         |              |
|---|---------------|--------------|
|   | September 30, | December 31, |
|   | 2018          | 2017         |
| Equity method investment                                    | \$ 14,671     | \$ 14,664    |
| Equity investments without readily determinable fair values | 12,922        | 12,703       |
| Total investment securities                                 | \$ 27,593     | \$ 27,367    |
| Equity Method Investment                                    |               |              |

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

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

|  | Three Months Ended |        | Nine Months Ended |        |
|--|--------------------|--------|-------------------|--------|
|  | September 30,      |        | September 30,     |        |
|  | 2018               | 2017   | 2018              | 2017   |
| Net equity method earnings from Tapout                     | \$ 158             | \$ 198 | \$ 859            | \$ 843 |
| Net dividends received from Tapout                         | (68)               | (164)  | (852)             | (832)  |
| Equity in earnings of affiliate, net of dividends received | \$ 90              | \$ 34  | \$ 7              | \$ 11  |

As promotional services are provided to Tapout, we record revenue and reduce the existing service obligation. During the three and nine months ended September 30, 2018 and 2017, we recorded revenues of \$608 and \$696, and \$2,264 and \$2,090, respectively,



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related to our fulfillment of our promotional services obligation to Tapout. The remaining service obligation as of September 30, 2018 was \$3,493, and was included in Deferred Income and Other Non-Current Liabilities for \$2,760 and \$733, respectively.

Our known maximum exposure to loss approximates the remaining service obligation to Tapout, which was \$3,493 as of September 30, 2018. Creditors of Tapout do not have recourse against the general credit of the Company.

## Equity Investments Without Readily Determinable Fair Values

We evaluate our equity investments without readily determinable fair values for impairment if factors indicate that a significant decrease in value has occurred. Beginning in 2018, the Company prospectively adopted a new accounting standard on the accounting for equity investments that do not have readily determinable fair values. Refer to Note 2, Significant Accounting Policies – Recent Accounting Pronouncements, for further details. Under the new standard, the Company has elected to use the measurement alternative to fair value that will allow these investments to be recorded at cost, less impairment, and adjusted for subsequent observable price changes.

The following table summarizes the impairments and observable price change event adjustments recorded on our equity investments without readily determinable fair values for the periods presented:

|  | Three Months<br>Ended<br>September 30,<br>2018 |      | Nine Months<br>Ended<br>September 30,<br>2017 |      |
|--|--|------|---|------|
| Impairments (1)  | \$ —   | \$ — | \$ (3,000)                                    | \$ — |
| Observable price change adjustments (2)                    | 2,181  | —    | 2,181   | —    |
| Total income (loss) from adjustments to equity investments | \$ 2,181                                       | \$ — | \$ (819)                                      | \$ — |

(1) During the second quarter of 2018, the Company recorded an impairment charge of \$3,000 on our investment in a mobile video publishing business for the excess of the carrying value over its estimated fair value resulting from going concern issues of the underlying investee company. This charge is reflected in Other income, net in our Consolidated Statements of Operations.

(2) During the third quarter of 2018, the Company recorded an upward adjustment of \$2,181 to the carrying value of our existing equity investment in an e-sports company. The adjustment was the result of an observable price change event in connection with a financing round completed by the investee where the underlying value of the

preferred shares issued were greater than the value per share of WWE's substantially similar preferred shares in the investee. This adjustment is reflected in Other income, net in our Consolidated Statements of Operations.

#### Short-Term Investments

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

|                          | As of September 30, 2018 |      |            |            | As of December 31, 2017 |      |          |            |
|--------------------------|--------------------------|------|------------|------------|-------------------------|------|----------|------------|
|                          | Gross Unrealized         |      |            | Fair Value | Gross Unrealized        |      |          | Fair Value |
|                          | Amortized Cost           | Gain | (Loss)     |            | Amortized Cost          | Gain | (Loss)   |            |
| U.S. Treasury securities | \$ 56,571                | \$ — | \$ (657)   | \$ 55,914  | \$ 73,169               | \$ — | \$ (479) | \$ 72,690  |
| Corporate bonds          | 100,622                  | —    | (685)      | 99,937     | 58,003                  | —    | (329)    | 57,674     |
| Municipal bonds          | 11,953                   | —    | (70)       | 11,883     | 17,538                  | 7    | (99)     | 17,446     |
| Government agency bonds  | 22,074                   | —    | (336)      | 21,738     | 12,007                  | —    | (73)     | 11,934     |
| Total                    | \$ 191,220               | \$ — | \$ (1,748) | \$ 189,472 | \$ 160,717              | \$ 7 | \$ (980) | \$ 159,744 |

We classify the investments listed in the above table as available-for-sale debt securities. Such investments consist of U.S. Treasury securities, corporate bonds, municipal bonds, including pre-refunded municipal bonds, and government agency bonds. These investments are stated at fair value as required by the applicable accounting guidance.

Unrealized gains and losses on such securities are reflected, net of tax, as other comprehensive income (loss) in the Consolidated Statements of Comprehensive Income.

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

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

|                          | Maturities         |
|--------------------------|--------------------|
| U.S. Treasury securities | 2 months - 2 years |
| Corporate bonds          | 6 months - 5 years |
| Municipal bonds          | 1 month - 1 year   |
| Government agency bonds  | 4 months - 4 years |

During the three and nine months ended September 30, 2018 and 2017, we recognized \$1,137 and \$649, and \$3,244 and \$1,449, respectively, of interest income on our short-term investments. Interest income is reflected as a component of Other income, net within our Consolidated Statements of Operations.

The following table summarizes the short-term investment activity:

| Three Months Ended |      | Nine Months Ended |      |
|--------------------|------|-------------------|------|
| September 30,      |      | September 30,     |      |
| 2018               | 2017 | 2018              | 2017 |

|  |           |           |           |            |
|--|-----------|-----------|-----------|------------|
| Proceeds from sales and maturities of short-term investments | \$ 14,660 | \$ 10,330 | \$ 50,833 | \$ 23,990  |
| Purchases of short-term investments                          | \$ 17,520 | \$ 35,110 | \$ 82,064 | \$ 123,806 |

## 11. Fair Value Measurement

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

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

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

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

We have classified our investment in U.S. Treasury securities, corporate bonds, municipal bonds and government agency bonds, which collectively are investments in available-for-sale debt securities, within Level 2, as their valuation requires quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and/or model-based valuation techniques for which all significant inputs are observable in the market or can be corroborated by observable market

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data. The U.S. Treasury securities, corporate bonds, municipal bonds and government agency bonds are valued based on model-driven valuations. A third-party service provider assists the Company with compiling market prices from a variety of industry standard data sources, security master files from large financial institutions and other third-party sources that are used to value our corporate bond, U.S. Treasury securities, municipal bond and government agency bond investments. The Company did not have any transfers between Level 1, Level 2, and Level 3 fair value investments during the periods presented.

The fair value measurements of our equity investments without readily determinable fair value are classified within Level 3 as significant unobservable inputs are used as part of the determination of fair value. Significant unobservable inputs include variables such as near-term prospects of the investees, recent financing activities of the investees, and the investees' capital structure, as well as other economic variables, which reflect assumptions market participants would use in pricing these assets. Beginning in 2018, the Company prospectively adopted a new accounting standard on the accounting for equity investments that do not have readily determinable fair values. Refer to Note 2, Significant Accounting Policies – Recent Accounting Pronouncements, for further details. Under the new standard, the Company has elected to use the measurement alternative to fair value that will allow these investments to be recorded at cost, less impairment, and adjusted for subsequent observable price changes. Refer to Note 10, Investment Securities and Short-Term Investments, for details on impairments and observable pricing event adjustments related to our equity investments without readily determinable fair values.

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

During the nine months ended September 30, 2018 and 2017, the Company recorded impairment charges of \$2,813 and \$3,921 on feature film production assets based upon fair value measurements of \$2,475 and \$3,074, respectively. See Note 8, Feature Film Production Assets, Net, for further discussion. The Company classifies these assets as Level 3 within the fair value hierarchy due to significant unobservable inputs. The Company utilizes a discounted cash flows model to determine the fair value of these impaired films where indicators of impairment exist. The significant unobservable inputs to this model are the Company's expected cash flows for the film, including

projected home video sales, pay and free TV sales and international sales, and a discount rate of 13% that we estimate market participants would seek for bearing the risk associated with such assets. The Company utilizes an independent third-party valuation specialist who assists us in gathering the necessary inputs used in our model.

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

The convertible debt is not marked to fair value at the end of each reporting period, but instead is reported at amortized cost. As of September 30, 2018 and December 31, 2017, the calculation of the fair value of the debt component of the Company's convertible debt required the use of Level 3 inputs, and was determined by calculating the fair value of similar debt without the associated conversion feature based on market conditions at that time:

|                          | September 30, 2018 |                    | December 31, 2017 |                    |
|--------------------------|--------------------|--------------------|-------------------|--------------------|
|                          | Fair Value         | Carrying Value (1) | Fair Value        | Carrying Value (1) |
| Convertible senior notes | \$ 191,468         | \$ 186,196         | \$ 182,661        | \$ 182,783         |

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



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## 12. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses consisted of the following:

|   | As of                 |                      |
|---|-----------------------|----------------------|
|   | September 30,<br>2018 | December 31,<br>2017 |
| Trade related                               | \$ 10,271             | \$ 12,727            |
| Staff related                               | 7,787                 | 7,980                |
| Management incentive compensation           | 27,383                | 21,556               |
| Talent related                              | 3,905                 | 5,356                |
| Accrued WWE Network related expenses        | 2,331                 | 2,633                |
| Accrued event and television production     | 10,084                | 7,929                |
| Accrued legal and professional              | 4,929                 | 5,182                |
| Accrued purchases of property and equipment | 5,577                 | 2,334                |
| Accrued film liability                      | 2,683                 | 1,993                |
| Accrued other                               | 19,558                | 10,048               |
| Total                                       | \$ 94,508             | \$ 77,738            |

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

## 13. Convertible Debt

In December 2016, we issued \$200,000 aggregate principal amount of 3.375% convertible senior notes due 2023 and subsequently in January 2017, we issued an additional \$15,000 aggregate principal amount of such convertible notes

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

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

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

- a) During any calendar quarter beginning after the calendar quarter ending on December 31, 2016 (and only during such calendar quarter), if the last reported sale price of our Class A common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding quarter is greater than or equal to 130% of the conversion price on each applicable trading day;

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

c) Upon the occurrence of specified corporate events; or

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

Pursuant to item (a) noted above, the Convertible Notes have been convertible since April 1, 2018, and holders of the Convertible Notes have the right to convert their notes at any time through at least December 31, 2018. As of September 30, 2018, since the Convertible Notes are convertible at the option of the holders, the Convertible Notes are reflected in current liabilities on our Consolidated Balance Sheet. As of September 30, 2018, no actual conversions have occurred to date. Refer to Note 5, Earnings Per Share, for a description of the dilutive nature of the Convertible Notes.

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

The Convertible Notes consisted of the following components:

|                                       | As of                 |                      |
|---------------------------------------|-----------------------|----------------------|
|                                       | September 30,<br>2018 | December 31,<br>2017 |
| Debt component:                       |                       |                      |
| Principal                             | \$ 215,000            | \$ 215,000           |
| Less: Unamortized debt discount       | (28,804)              | (32,217)             |
| Less: Unamortized debt issuance costs | (4,442)               | (4,883)              |
| Net carrying amount                   | \$ 181,754            | \$ 177,900           |

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

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

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

|                                     | Three Months<br>Ended<br>September 30,<br>2018 |          | Nine Months<br>Ended<br>September 30,<br>2017 |          |
|-------------------------------------|--|----------|---|----------|
| 3.375% contractual coupon           | \$ 1,814                                       | \$ 1,814 | \$ 5,442                                      | \$ 5,418 |
| Amortization of debt discount       | 1,156  | 1,086    | 3,413   | 3,190    |
| Amortization of debt issuance costs | 156  | 139      | 457   | 408      |
| Interest expense                    | \$ 3,126                                       | \$ 3,039 | \$ 9,312                                      | \$ 9,016 |

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(In thousands, except share data)

(Unaudited)

Convertible Note Hedge

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

Warrant Transactions

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

14. Long-Term Debt and Credit Facility

Long-Term Debt

Included within Long-Term Debt are the following:

|   | As of                 |                      |
|---|-----------------------|----------------------|
|   | September 30,<br>2018 | December 31,<br>2017 |
| Current portion of long-term debt:      |                       |                      |
| Aircraft financing                      | \$ 4,714              | \$ 4,638             |
| Mortgage                                | 374                   | —                    |
| Total current portion of long-term debt | \$ 5,088              | \$ 4,638             |
| Long-term debt:                         |                       |                      |
| Aircraft financing                      | \$ 4,413              | \$ 7,958             |
| Mortgage                                | 22,571                | 23,000               |
| Total long-term debt                    | \$ 26,984             | \$ 30,958            |
| Total                                   | \$ 32,072             | \$ 35,596            |
| Mortgage                                |                       |                      |

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

#### Aircraft Financing

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

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

Credit Facility

Revolving Credit Facility

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

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

15. Concentration of Credit Risk

We continually monitor our position with, and the credit quality of, the financial institutions that are counterparties to our financial instruments. Our accounts receivable relate principally to a limited number of distributors, including our WWE Network, television, pay-per-view, and home video distributors, and licensees. We closely monitor the status of receivables with these customers and maintain allowances for anticipated losses as deemed appropriate. At September 30, 2018, our largest receivable balance from customers was 29% of our gross accounts receivable. At December 31, 2017, our largest receivable balance from customers was 16% of our gross accounts receivable. No other customers individually exceeded 10% of our gross accounts receivable balance.

## 16. Income Taxes

As of September 30, 2018, we had \$18,803 of deferred tax assets, net, included in non-current income tax assets in our Consolidated Balance Sheets. As of December 31, 2017, we had \$18,984 of deferred tax assets, net, included in Non-current income tax assets in our Consolidated Balance Sheets.

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

During the three and nine months ended September 30, 2018 and 2017, we recognized \$20,688 and \$1,599, and \$20,734 and \$1,603, respectively, of excess tax benefits related to the Company’s share-based compensation awards at vesting. Income tax effects of vested awards are included within the provision for income taxes on the Consolidated Statements of Operations. Excluding this discrete tax item, our effective tax rate was 28% and 35% for the three and nine months ended September 30, 2018 and 2017, respectively. The tax benefit recorded during the current year is driven by the increase in the Company’s stock price between the original grant date of the awards and their subsequent vesting date in the third quarter of 2018. The corresponding offset of these tax benefits is included as a component of Prepaid expenses and other current assets within our Consolidated Balance Sheets.



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We applied the guidance in SAB 118 when accounting for the enactment-date effects of the Tax Act in 2017 and throughout 2018. At December 31, 2017, we had not completed our accounting for all of the enactment-date income tax effects of the Tax Act under ASC 740, Income Taxes, for the following aspects: remeasurement of deferred tax assets and liabilities, one-time transition tax, tax on GILTI and foreign-derived intangible income. At September 30, 2018, we recorded a measurement period adjustment to tax expense of \$66, consisting of expense of \$111 to remeasure the net deferred tax asset based on finalized temporary differences and a tax benefit of \$45 to revise the one-time transition tax based on revised earnings and profits computations completed during the period.

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

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

17. Film and Television Production Incentives

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

We recorded the following incentives during the three and nine months ended September 30, 2018 and 2017:

|                                    | Three Months Ended |           | Nine Months Ended |           |
|------------------------------------|--------------------|-----------|-------------------|-----------|
|                                    | September 30,      |           | September 30,     |           |
|                                    | 2018               | 2017      | 2018              | 2017      |
| Television production incentives   | \$ 11,702          | \$ 10,645 | \$ 11,702         | \$ 10,645 |
| Feature film production incentives | 7                  | 2,667     | 22                | 3,150     |
| Total                              | \$ 11,709          | \$ 13,312 | \$ 11,724         | \$ 13,795 |

## 18. Commitments and Contingencies

### Legal Proceedings

On October 23, 2014, a lawsuit was filed in the U. S. District Court for the District of Oregon, entitled William Albert Haynes III, on behalf of himself and others similarly situated, v. World Wrestling Entertainment, Inc. This complaint was amended on January 30, 2015 and alleged that the Company ignored, downplayed, and/or failed to disclose the risks associated with traumatic brain injuries suffered by WWE's performers and seeks class action status. On March 31, 2015, the Company filed a motion to dismiss the first amended class action complaint in its entirety or, if not dismissed, to transfer the lawsuit to the U.S. District Court for the District of Connecticut. Without addressing the merits of the Company's motion to dismiss, the Court transferred the case to Connecticut on June 25, 2015. The plaintiffs filed an objection to such transfer, which was denied on July 27, 2015. On January 16, 2015, a second lawsuit was filed in the U.S. District Court for the Eastern District of Pennsylvania, entitled Evan Singleton and Vito LoGrasso, individually and on behalf of all others similarly situated, v. World Wrestling Entertainment, Inc., alleging many of the same allegations as Haynes. On February 27, 2015, the Company moved to transfer venue to the U.S. District Court for the District of Connecticut due to forum-selection clauses in the contracts between WWE and the plaintiffs and that motion was granted on March 23, 2015. The plaintiffs filed an amended complaint on May 22, 2015 and, following a scheduling conference in which the court ordered the plaintiffs to cure various pleading deficiencies, the plaintiffs filed a second amended complaint on June 15, 2015. On June 29, 2015, WWE moved to dismiss the second amended complaint in its entirety. On April 9, 2015, a third lawsuit was filed in the U. S. District Court for the Central District of California, entitled Russ McCullough, a/k/a "Big Russ McCullough," Ryan Sakoda, and

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Matthew R. Wiese a/k/a “Luther Reigns,” individually and on behalf of all others similarly situated, v. World Wrestling Entertainment, Inc., asserting similar allegations to Haynes. The Company again moved to transfer the lawsuit to Connecticut due to forum-selection clauses in the contracts between WWE and the plaintiffs, which the California court granted on July 10, 2015. On September 21, 2015, the plaintiffs amended this complaint, and, on November 16, 2015, the Company moved to dismiss the amended complaint. Each of these suits seeks unspecified actual, compensatory and punitive damages and injunctive relief, including ordering medical monitoring. The Haynes and McCullough cases purport to be class actions. On February 18, 2015, a lawsuit was filed in Tennessee state court and subsequently removed to the U.S. District Court for the Western District of Tennessee, entitled Cassandra Frazier, individually and as next of kin to her deceased husband, Nelson Lee Frazier, Jr., and as personal representative of the Estate of Nelson Lee Frazier, Jr. Deceased, v. World Wrestling Entertainment, Inc. A similar suit was filed in the U. S. District Court for the Northern District of Texas entitled Michelle James, as mother and next friend of Matthew Osborne, minor child, and Teagan Osborne, a minor child v. World Wrestling Entertainment, Inc. These lawsuits contain many of the same allegations as the other lawsuits alleging traumatic brain injuries and further allege that the injuries contributed to these former talents’ deaths. WWE moved to transfer the Frazier and Osborne lawsuits to the U.S. District Court for the District of Connecticut based on forum-selection clauses in the decedents’ contracts with WWE, which motions were granted by the respective courts. On November 23, 2015, amended complaints were filed in Frazier and Osborne, which the Company moved to dismiss on December 16, 2015 and December 21, 2015, respectively. On November 10, 2016, the Court granted the Company’s motions to dismiss the Frazier and Osborne lawsuits in their entirety. On June 29, 2015, the Company filed a declaratory judgment action in the U. S. District Court for the District of Connecticut entitled World Wrestling Entertainment, Inc. v. Robert Windham, Thomas Billington, James Ware, Oreal Perras and various John and Jane Does seeking a declaration against these former performers that their threatened claims related to alleged traumatic brain injuries and/or other tort claims are time-barred. On September 21, 2015, the defendants filed a motion to dismiss this complaint, which the Company opposed. The Court previously ordered a stay of discovery in all cases pending decisions on the motions to dismiss. On January 15, 2016, the Court partially lifted the stay and permitted discovery only on three issues in the case involving Singleton and LoGrasso. Such discovery was completed by June 1, 2016. On March 21, 2016, the Court issued a memorandum of decision granting in part and denying in part the Company’s motions to dismiss the Haynes, Singleton/LoGrasso, and McCullough lawsuits. The Court granted the Company’s motions to dismiss the Haynes and McCullough lawsuits in their entirety and granted the Company’s motion to dismiss all claims in the Singleton/LoGrasso lawsuit except for the claim of fraud by omission. On March 22, 2016, the Court issued an order dismissing the Windham lawsuit based on the Court’s memorandum of decision on the motions to dismiss. On April 4, 2016, the Company filed a motion for reconsideration with respect to the Court’s decision not to dismiss the fraud by omission claim in the Singleton/LoGrasso lawsuit and, on April 5, 2016, the Company filed a motion for reconsideration with respect to the Court dismissal of the Windham lawsuit. On July 21, 2016, the Court denied the Company’s motion in the Singleton/LoGrasso lawsuit and granted in part the Company’s motion in the Windham lawsuit. On April 20, 2016, the plaintiffs filed notices of appeal of the Haynes and McCullough lawsuits. On April 27, 2016, the Company moved to dismiss the appeals for lack of appellate jurisdiction, which motions were

granted, and the appeals were dismissed with leave to appeal upon the resolution of all of the consolidated cases. The Company filed a motion for summary judgment on the sole remaining claim in the Singleton/LoGrasso lawsuit, which was granted on March 28, 2018. The Company also filed a motion for judgment on the pleadings against the Windham defendants. Lastly, on July 18, 2016, a lawsuit was filed in the U.S. District Court for the District of Connecticut, entitled Joseph M. Laurinaitis, et al. vs. World Wrestling Entertainment, Inc. and Vincent K. McMahon, individually and as the trustee of certain trusts. This lawsuit contains many of the same allegations as the other lawsuits alleging traumatic brain injuries and further alleges, among other things, that the plaintiffs were misclassified as independent contractors rather than employees denying them, among other things, rights and benefits under the Occupational Safety and Health Act (OSHA), the National Labor Relations Act (NLRA), the Family and Medical Leave Act (FMLA), federal tax law, and various state Worker's Compensation laws. This lawsuit also alleges that the booking contracts and other agreements between the plaintiffs and the Company are unconscionable and should be declared void, entitling the plaintiffs to certain damages relating to the Company's use of their intellectual property. The lawsuit alleges claims for violation of RICO, unjust enrichment, and an accounting against Mr. McMahon. The Company and Mr. McMahon moved to dismiss this complaint on October 19, 2016. On November 9, 2016, the Laurinaitis plaintiffs filed an amended complaint. On December 23, 2016, the Company and Mr. McMahon moved to dismiss the amended complaint. On September 29, 2017, the Court issued an order on the motion to dismiss pending in the Laurinaitis case and on the motion for judgment on the pleadings pending in the Windham case. The Court reserved judgment on the pending motions and ordered that within thirty-five (35) days of the date of the order the Laurinaitis plaintiffs and the Windham defendants file amended pleadings that comply with the Federal Rules of Civil Procedure. The Court further ordered that each of the Laurinaitis plaintiffs and the Windham defendants submit to the Court for in camera review affidavits signed and sworn under penalty of perjury setting forth facts within each plaintiff's or declaratory judgment-defendant's personal knowledge that form the factual basis of their claim or defense. On November 3, 2017, the Laurinaitis plaintiffs filed a second amended complaint. The Company and Mr. McMahon believe that the second amended complaint failed to comply with the Court's September 29, 2017 order and otherwise remained legally defective for all of the reasons set forth in their motion to dismiss the amended complaint. Also on November 3, 2017, the Windham defendants filed a second answer. The Company does not know if the Laurinaitis Plaintiffs and Windham Defendants submitted the affidavits required under the Court's September 29, 2017 order. On November 17, 2017, the Company and Mr. McMahon filed a response that, among other things, urged the Court to grant the motion for judgment on the pleadings

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against the Windham defendants and dismiss the Laurinaitis plaintiffs' complaint with prejudice and award sanctions against the Laurinaitis plaintiffs' counsel because the amended pleadings fail to comply with the Court's September 29, 2017 order and the Federal Rules of Civil Procedure. On September 17, 2018, the Court granted the motion to dismiss filed by the Company and Mr. McMahon in the Laurinaitis case in its entirety, awarded sanctions against the Laurinaitis plaintiffs' counsel, and granted the Company's motion for judgment on the pleadings against the Windham defendants. The Company believes all claims and threatened claims against the Company in these various lawsuits were prompted by the same plaintiffs' lawyer and that all are without merit. The Company intends to continue to defend itself against any appeal of these decisions vigorously.

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

19. Related Party Transactions

On April 3, 2018, the Company entered into transactions with Alpha Entertainment, LLC ("Alpha"), an entity controlled by Vincent K. McMahon, granting Alpha rights to launch a professional football league under the name "XFL". Alpha has announced that it expects that this launch will occur in early 2020. Under these agreements, WWE received, among other things, an equity interest in Alpha without payment by or other financial obligation to WWE. The investment will be accounted for under the equity method of accounting. WWE's equity interest in the net assets of Alpha at the transaction closing date on April 3, 2018 was insignificant. After the date of investment, we recorded our proportionate share of Alpha's reported net losses which exceeded the carrying amount of the investment and reduced the investment value to zero as of June 30, 2018. Subsequent losses reported after that date are not provided for. We will resume accounting for the investment under the equity method if Alpha subsequently reports net income and our share of that net income exceeds the share of net losses not recognized during the period the equity method of accounting was suspended. In addition, WWE entered into a support services agreement to provide Alpha with certain administrative support services with the costs of such services billed to Alpha on a cost-plus margin basis. Amounts billed to Alpha under the support services agreement for the three and nine months ended September 30, 2018 were not material.



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

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

Our operations are organized around the following principal activities:

#### Media:

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

#### Live Events:

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

#### Consumer Products:

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

### Results of Operation

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

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

shown. Revenues from transactions between our operating segments are not material.

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

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



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

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

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

(dollars in millions)

## Summary

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

|  | Three Months<br>Ended |                       | Increase   |   |
|--|-----------------------|-----------------------|------------|---|
|  | September 30,<br>2018 | September 30,<br>2017 | (decrease) |   |
| Net revenues                             |                       |                       |            |   |
| Media                                    | \$ 142.1              | \$ 130.8              | 9          | % |
| Live Events                              | 26.7                  | 31.6                  | (16)       | % |
| Consumer Products                        | 19.6                  | 24.0                  | (18)       | % |
| Total net revenues (1)                   | 188.4                 | 186.4                 | 1          | % |
| Operating expenses                       |                       |                       |            |   |
| Media                                    | 83.0                  | 72.3                  | 15         | % |
| Live Events                              | 23.3                  | 24.5                  | (5)        | % |
| Consumer Products                        | 14.5                  | 15.0                  | (3)        | % |
| Total operating expenses (2)             | 120.8                 | 111.8                 | 8          | % |
| Marketing and selling expenses           |                       |                       |            |   |
| Media                                    | 16.7                  | 12.6                  | 33         | % |
| Live Events                              | 4.5                   | 4.0                   | 13         | % |
| Consumer Products                        | 2.3                   | 1.7                   | 35         | % |
| Total marketing and selling expenses (3) | 23.5                  | 18.3                  | 28         | % |
| General and administrative expenses (4)  | 20.1                  | 15.9                  | 26         | % |
| Depreciation and amortization            | 5.9                   | 6.5                   | (9)        | % |

|   |         |         |       |   |
|---|---------|---------|-------|---|
| Operating income                              | 18.1    | 33.9    | (47)  | % |
| Interest expense                              | 3.6     | 3.5     | 3     | % |
| Other income, net                             | 3.5     | 0.7     | 400   | % |
| Income before income taxes                    | 18.0    | 31.1    | (42)  | % |
| (Benefit from) provision for income taxes (5) | (15.6)  | 9.3     | (268) | % |
| Net income                                    | \$ 33.6 | \$ 21.8 | 54    | % |

- (1) Our consolidated net revenues increased by \$2.0 million, or 1%, in the current year quarter as compared to the prior year quarter. This increase was driven primarily by \$10.7 million in incremental revenues associated with the contractual escalation of our core content rights fees (Raw and SmackDown Live) and the timing impact of our licensed reality-based television series. These increases were partially offset by a decline of \$4.9 million in Live Events revenues due to a reduction in average attendance, and a decrease of \$2.8 million in consumer product licensing revenue due primarily to the impact of the timing of revenue recognition resulting from the Company's adoption of ASC Topic 606. For further analysis, refer to Management's Discussion and Analysis of our business segments.
- (2) Our consolidated operating expenses increased by \$9.0 million, or 8%, in the current year quarter as compared to the prior year quarter. This increase was primarily driven by \$4.7 million of additional production costs derived from the timing of our licensed reality-based television series, coupled with higher staff related costs, including management incentive compensation and stock compensation, resulting from improved operating performance and an increase in the Company's stock price. For further analysis, refer to Management's Discussion and Analysis of our business segments.
- (3) Our consolidated marketing and selling expenses increased by \$5.2 million, or 28%, in the current year quarter as compared to the prior year quarter. This increase was primarily driven by higher staff related costs, including management incentive compensation and stock compensation, resulting from improved operating performance and an increase in the Company's stock price. For further analysis, refer to Management's Discussion and Analysis of our business segments.

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- (4) Our consolidated general and administrative expenses increased by \$4.2 million, or 26%, in the current year quarter as compared to the prior year quarter. This increase is primarily driven by higher staff related costs, including management incentive compensation and stock compensation, resulting from improved operating performance and an increase in the Company's stock price. For further analysis, refer to Management's Discussion and Analysis of our unallocated corporate expenses.
- (5) During the current year quarter, we recognized an income tax benefit of \$20.7 million, as compared to \$1.6 million during the prior year quarter, resulting from the difference between the deduction the Company receives for tax purposes and the compensation cost recognized in the Company's financial statements related to the vesting of the Company's annual stock-based awards.

|                      | Three Months Ended |                    | Increase<br>(decrease) |   |
|----------------------|--------------------|--------------------|------------------------|---|
|                      | September 30, 2018 | September 30, 2017 |                        |   |
| Adjusted OIBDA       |                    |                    |                        |   |
| Media                | \$ 50.4            | \$ 49.5            | 2                      | % |
| Live Events          | 0.2                | 3.6                | (94)                   | % |
| Consumer Products    | 4.0                | 7.8                | (49)                   | % |
| Corporate            | (18.8)             | (15.3)             | 23                     | % |
| Total Adjusted OIBDA | \$ 35.8            | \$ 45.6            | (21)                   | % |

## Media

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

|                                  | Three Months Ended |                    | Increase<br>(decrease) |   |
|----------------------------------|--------------------|--------------------|------------------------|---|
|                                  | September 30, 2018 | September 30, 2017 |                        |   |
| Revenues                         |                    |                    |                        |   |
| Network (including pay-per-view) | \$ 49.5            | \$ 48.3            | 2                      | % |
| Core content rights fees (1)     | 65.9               | 60.4               | 9                      | % |
| Advertising and sponsorship      | 15.0               | 13.0               | 15                     | % |
| Other (2)                        | 11.7               | 9.1                | 29                     | % |
| Total revenues                   | \$ 142.1           | \$ 130.8           | 9                      | % |

Operating Metrics

|  |           |           |    |   |
|--|-----------|-----------|----|---|
| Number of paid WWE Network subscribers at period end | 1,614,900 | 1,507,200 | 7  | % |
| Domestic   | 1,186,400 | 1,105,500 | 7  | % |
| International (3)                                    | 428,500   | 401,700   | 7  | % |
| Number of average paid WWE Network subscribers       | 1,663,700 | 1,521,900 | 9  | % |
| Domestic   | 1,213,300 | 1,119,100 | 8  | % |
| International (3)                                    | 450,400   | 402,800   | 12 | % |

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

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|  | Three Months Ended<br>September 30, |      |         |      |
|--|-------------------------------------|------|---------|------|
|  | 2018                                |      | 2017    |      |
|  |                                     | % of |         | % of |
| Reconciliation of Operating Income to Adjusted OIBDA |                                     | Rev  |         | Rev  |
| Operating income                                     | \$ 39.3                             | 28 % | \$ 42.9 | 33 % |
| Depreciation and amortization                        | 3.1                                 | 2 %  | 2.9     | 2 %  |
| Stock-based compensation                             | 8.0                                 | 6 %  | 3.7     | 3 %  |
| Other adjustments                                    | —                                   | —%   | —       | —%   |
| Adjusted OIBDA                                       | \$ 50.4                             | 35 % | \$ 49.5 | 38 % |

Media revenues increased by \$11.3 million, or 9%, in the current quarter as compared to the prior year quarter. Core content rights fees increased by \$5.5 million, or 9%, driven primarily by the contractual increases associated with the distribution agreements of our flagship programs, Raw and SmackDown Live. Other revenues within the Media segment increased by \$2.6 million, or 29%, primarily driven by the timing impact of our licensed reality-based series, Total Divas, and the premiere of Miz and Mrs in July 2018. These increases were partially offset by a \$2.5 million decline in WWE Studios revenues reflective of both the timing of our film releases and the performance of released films. Media revenues also reflected increased sales of advertising and sponsorships of \$2.0 million, or 15%, across all Media segment platforms. Network revenues, which include revenues generated by WWE Network subscriptions and pay-per-view, increased by \$1.2 million, or 2%, due to an increase in paid subscribers. During the quarter ended September 30, 2018, WWE Network had an average of 1,663,700 paid subscribers, compared to an average of 1,521,900 subscribers in the prior year quarter. The subscription pricing of WWE Network at September 30, 2018 is \$9.99 per month with no minimum commitment.

Media Adjusted OIBDA as a percentage of revenues decreased in the current year quarter as compared to the prior year quarter, as increased revenues were more than offset by higher fixed costs, partially due to increased management incentive compensation, and increased production costs due to changes in product mix.

## Live Events

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

Three Months Ended

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|   | September 30, |           | Increase   |   |
|---|---------------|-----------|------------|---|
|   | 2018          | 2017      | (decrease) |   |
| <b>Revenues</b>                               |               |           |            |   |
| North American ticket sales                   | \$ 22.4       | \$ 25.3   | (11)       | % |
| International ticket sales                    | 2.3           | 5.1       | (55)       | % |
| Advertising and sponsorship                   | 0.4           | 0.4       | —          | % |
| Other (1)                                     | 1.6           | 0.8       | 100        | % |
| Total revenues                                | \$ 26.7       | \$ 31.6   | (16)       | % |
| <b>Operating Metrics (2)</b>                  |               |           |            |   |
| Total live event attendance                   | 408,400       | 487,000   | (16)       | % |
| Number of North American events               | 86            | 89        | (3)        | % |
| Average North American attendance             | 4,500         | 4,900     | (8)        | % |
| Average North American ticket price (dollars) | \$ 53.68      | \$ 53.11  | 1          | % |
| Number of international events                | 4             | 7         | (43)       | % |
| Average international attendance              | 5,600         | 6,800     | (18)       | % |
| Average international ticket price (dollars)  | \$ 93.18      | \$ 106.97 | (13)       | % |

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

(2) Metrics exclude the events for our NXT brand. This is our developmental brand that typically conducts their events in smaller venues with lower ticket prices. We conducted 46 NXT events with paid attendance of 37,600 and average ticket prices of \$39.50 in the current year quarter as compared to 45 events with paid attendance of 39,800 and average ticket prices of \$41.90 in the prior year quarter.

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quarter.

|   | Three Months Ended |      | September 30, |      |
|---|--------------------|------|---------------|------|
|   | 2018               |      | 2017          |      |
|   |                    | % of |               | % of |
| Reconciliation of Operating Income (Loss) to Adjusted OIBDA |                    | Rev  |               | Rev  |
| Operating income (loss)                                     | \$ (1.1)           | (4)% | \$ 3.1        | 10 % |
| Depreciation and amortization                               | —                  | —%   | —             | —%   |
| Stock-based compensation                                    | 1.3                | 5 %  | 0.5           | 2 %  |
| Other adjustments   | —                  | —%   | —             | —%   |
| Adjusted OIBDA  | \$ 0.2             | 1 %  | \$ 3.6        | 11 % |

Live Events revenues, which include revenues from ticket sales and travel packages, decreased by \$4.9 million, or 16%, in the current year quarter as compared to the prior year quarter. Revenues from our North American ticket sales decreased by \$2.9 million, or 11%, as three fewer events and an 8% decline in average attendance reduced revenues by \$2.8 million. Revenues from our international ticket sales decreased by \$2.8 million, or 55%, as three fewer events and an 18% decline in average attendance was coupled with a 13% decline in average ticket prices. The changes in ticket prices and average attendance in the current year quarter were due, in part, to changes in the mix of venues and territories.

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

### Consumer Products

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

|  | Three Months Ended    |          | Increase<br>(decrease) |   |
|--|-----------------------|----------|------------------------|---|
|  | September 30,<br>2018 | 2017     |                        |   |
| Revenues   |                       |          |                        |   |
| Consumer product licensing                               | \$ 8.5                | \$ 11.3  | (25)                   | % |
| eCommerce  | 6.8                   | 7.2      | (6)                    | % |
| Venue merchandise  | 4.3                   | 5.5      | (22)                   | % |
| Total revenues   | \$ 19.6               | \$ 24.0  | (18)                   | % |
| Operating Metrics  |                       |          |                        |   |
| Average eCommerce revenue per order (dollars)            | \$ 41.87              | \$ 47.02 | (11)                   | % |
| Number of eCommerce orders                               | 157,900               | 152,600  | 3                      | % |
| Venue merchandise domestic per capita spending (dollars) | \$ 9.26               | \$ 10.54 | (12)                   | % |

|  | Three Months Ended    |        | % of<br>Rev | % of<br>Rev |
|--|-----------------------|--------|-------------|-------------|
|  | September 30,<br>2018 | 2017   |             |             |
| Reconciliation of Operating Income to Adjusted OIBDA |                       |        |             |             |
| Operating income                                     | \$ 2.8                | \$ 7.3 | 14 %        | 30 %        |
| Depreciation and amortization                        | —                     | —      | — %         | — %         |
| Stock-based compensation                             | 1.2                   | 0.5    | 6 %         | 2 %         |
| Other adjustments                                    | —                     | —      | — %         | — %         |
| Adjusted OIBDA                                       | \$ 4.0                | \$ 7.8 | 20 %        | 33 %        |

Consumer Products revenues decreased by \$4.4 million, or 18%, in the current year quarter as compared to the prior year quarter. Consumer product licensing revenues decreased by \$2.8 million, or 25%, primarily driven by the adoption of ASC Topic 606, which reduced revenues by \$2.6 million due to the timing of revenue recognition. Venue merchandise revenues decreased by \$1.2 million, or 22%, due to the impact of a 12% decline in average revenue per customer, coupled with a 9% decline in average attendance.

Consumer Products Adjusted OIBDA as a percentage of revenues decreased in the current year quarter as compared to the prior year quarter. This decrease was primarily driven by the decline in revenues.



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## Corporate

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

|  | Three Months Ended<br>September 30, |       |           |       |
|--|-------------------------------------|-------|-----------|-------|
|  | 2018                                |       | 2017      |       |
|  |                                     | % of  |           | % of  |
| Reconciliation of Operating Income to Adjusted OIBDA |                                     | Rev   |           | Rev   |
| Operating income                                     | \$ (22.9)                           | (12)% | \$ (19.4) | (10)% |
| Depreciation and amortization                        | 2.8                                 | 1 %   | 3.6       | 2 %   |
| Stock-based compensation                             | 1.3                                 | 1 %   | 0.5       | 0 %   |
| Other adjustments                                    | —                                   | — %   | —         | — %   |
| Adjusted OIBDA                                       | \$ (18.8)                           | (10)% | \$ (15.3) | (8) % |

Corporate Adjusted OIBDA decreased in the current year quarter as compared to the prior year quarter. This decrease was primarily driven by an increase in management incentive compensation costs, coupled with higher recruiting and consulting costs to support the Company's strategic initiatives.

## Depreciation and Amortization

(dollars in millions)

|                               | Three Months<br>Ended |                       | Increase<br>(decrease) | % |
|-------------------------------|-----------------------|-----------------------|------------------------|---|
|                               | September 30,<br>2018 | September 30,<br>2017 |                        |   |
| Depreciation and amortization | \$ 5.9                | \$ 6.5                | (9)                    | % |

Depreciation and amortization expense decreased by \$0.6 million, or 9%, in the current year quarter as compared to the prior year quarter, primarily driven by the timing of capital expenditures.

## Interest Expense

(dollars in millions)

|                  | Three Months<br>Ended |                       |                        |   |
|------------------|-----------------------|-----------------------|------------------------|---|
|                  | September 30,<br>2018 | September 30,<br>2017 | Increase<br>(decrease) |   |
| Interest expense | \$ 3.6                | \$ 3.5                | 3                      | % |

Interest expense relates primarily to interest and amortization associated with our convertible notes, our debt facilities, assumed mortgage and aircraft financing.

## Other Income, Net

(dollars in millions)

|                   | Three Months<br>Ended |                       |                        |   |
|-------------------|-----------------------|-----------------------|------------------------|---|
|                   | September 30,<br>2018 | September 30,<br>2017 | Increase<br>(decrease) |   |
| Other income, net | \$ 3.5                | \$ 0.7                | 400                    | % |

Other income, net is comprised of interest income, gains and losses recorded on our equity investments, realized translation gains and losses and rental income. The increase of \$2.8 million in the current year quarter as compared to the prior year quarter is primarily driven by the recognition of an upward adjustment of \$2.2 million to the carrying value of an equity investment without readily determinable fair values resulting from an observable pricing event completed during the period. Additionally, there was an increase of \$0.5 million in interest income from our short-term investment instruments.



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## Income Taxes

(dollars in millions)

|   | Three Months Ended |        |            |
|---|--------------------|--------|------------|
|   | September 30,      | 2017   | Increase   |
|   | 2018               |        | (decrease) |
| (Benefit from) provision for income taxes | \$ (15.6)          | \$ 9.3 | (268) %    |
| Effective tax rate                        | (87) %             | 30 %   |            |

The reduction in the effective tax rate in the current year quarter was primarily driven by the recognition of \$20.7 million of excess tax benefits related to the Company's share-based compensation awards at vesting, as compared to \$1.6 million in the prior year quarter. Excluding this discrete tax item, our effective tax rate was 28% in the current year quarter as compared to 35% in the prior year quarter. The tax benefit recorded during the current year is driven by the increase in the Company's stock price between the original grant date of the awards and their subsequent vesting date in the third quarter of 2018. Further impacting the decline in the effective tax rate was the reduction of the federal corporate income tax rate as a result of the Tax Cuts and Jobs Act of 2017 (the "Tax Act"), which was enacted on December 22, 2017.

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Nine Months Ended September 30, 2018 compared to Nine Months Ended September 30, 2017

(dollars in millions)

Summary

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

|   | Nine Months<br>Ended  |                       | Increase<br>(decrease) |   |
|---|-----------------------|-----------------------|------------------------|---|
|   | September 30,<br>2018 | September 30,<br>2017 |                        |   |
| Net revenues                                  |                       |                       |                        |   |
| Media   | \$ 478.1              | \$ 389.2              | 23                     | % |
| Live Events                                   | 109.8                 | 116.5                 | (6)                    | % |
| Consumer Products                             | 69.8                  | 83.7                  | (17)                   | % |
| Total net revenues (1)                        | 657.7                 | 589.4                 | 12                     | % |
| Operating expenses                            |                       |                       |                        |   |
| Media   | 308.8                 | 270.5                 | 14                     | % |
| Live Events                                   | 81.0                  | 79.8                  | 2                      | % |
| Consumer Products                             | 49.9                  | 50.9                  | (2)                    | % |
| Total operating expenses (2)                  | 439.7                 | 401.2                 | 10                     | % |
| Marketing and selling expenses                |                       |                       |                        |   |
| Media   | 53.0                  | 42.0                  | 26                     | % |
| Live Events                                   | 13.6                  | 12.8                  | 6                      | % |
| Consumer Products                             | 6.5                   | 5.6                   | 16                     | % |
| Total marketing and selling expenses (3)      | 73.1                  | 60.4                  | 21                     | % |
| General and administrative expenses (4)       | 64.7                  | 59.5                  | 9                      | % |
| Depreciation and amortization                 | 19.1                  | 19.7                  | (3)                    | % |
| Operating income                              | 61.1                  | 48.6                  | 26                     | % |
| Interest expense                              | 11.8                  | 10.7                  | 10                     | % |
| Other income, net                             | 3.3                   | 2.4                   | 38                     | % |
| Income before income taxes                    | 52.6                  | 40.3                  | 31                     | % |
| (Benefit from) provision for income taxes (5) | (5.8)                 | 12.5                  | (146)                  | % |
| Net income                                    | \$ 58.4               | \$ 27.8               | 110                    | % |

(1) Our consolidated net revenues increased by \$68.3 million, or 12%, in the current year period as compared to the prior year period. This increase was primarily driven by revenues associated with the distribution of certain live in-ring programming content in international markets. In the current year period, we also recognized \$17.9 million in incremental revenues associated with the contractual escalation of our core content rights fees (Raw and SmackDown Live), \$11.3 million of increased sales of advertising and sponsorships within our Media segment, and \$6.8 million of increased subscription revenues related to the growth of our WWE Network. These increases

were partially offset by a decrease of \$12.2 million in consumer product licensing revenue due primarily to the impact of the timing of revenue recognition resulting from the Company's adoption of ASC Topic 606, and a decline of \$6.7 million in Live Events revenues due to lower average attendance. For further analysis, refer to Management's Discussion and Analysis of our business segments.

- (2) Our consolidated operating expenses increased by \$38.5 million, or 10%, in the current year period as compared to the prior year period. This increase was primarily driven by increased costs related to the distribution of certain live in-ring programming content in international markets, coupled with additional staff related costs, including management incentive compensation and stock compensation, resulting from improved operating performance and an increase in the Company's stock price. For further analysis, refer to Management's Discussion and Analysis of our business segments.
- (3) Our consolidated marketing and selling expenses increased by \$12.7 million, or 21%, in the current year period as compared to the prior year period. This increase was primarily driven by additional staff related costs, including management incentive compensation and stock compensation, resulting from improved operating performance and an increase in the Company's stock price, and higher sponsorship expense across our segments as a result of our increased sales. For further analysis, refer to Management's Discussion and Analysis of our business segments.
- (4) Our consolidated general and administrative expenses increased by \$5.2 million, or 9%, in the current year period as compared to the prior year period. The current year period includes additional staff related costs, including management incentive compensation and stock compensation, resulting from improved operating performance and an increase in the Company's stock price. The prior year included \$5.6 million of expenses related to non-recurring legal matters and other contractual obligations.
- (5) During the current year period, we recognized an income tax benefit of \$20.7 million, as compared to \$1.6 million during the prior year period, resulting from the difference between the deduction the Company receives for tax purposes and the compensation cost recognized in the Company's financial statements related to the vesting of the Company's annual stock-based awards.

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|                      | Nine Months<br>Ended<br>September 30, |         | Increase   |   |
|----------------------|---------------------------------------|---------|------------|---|
|                      | 2018                                  | 2017    | (decrease) |   |
| Adjusted OIBDA       |                                       |         |            |   |
| Media                | \$ 138.5                              | \$ 92.4 | 50         | % |
| Live Events          | 18.5                                  | 25.8    | (28)       | % |
| Consumer Products    | 17.8                                  | 29.3    | (39)       | % |
| Corporate            | (60.3)                                | (52.4)  | 15         | % |
| Total Adjusted OIBDA | \$ 114.5                              | \$ 95.1 | 20         | % |
| Media                |                                       |         |            |   |

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

|  | Nine Months Ended<br>September 30, |           | Increase   |   |
|--|------------------------------------|-----------|------------|---|
|  | 2018                               | 2017      | (decrease) |   |
| Revenues   |                                    |           |            |   |
| Network (including pay-per-view)                     | \$ 152.5                           | \$ 145.7  | 5          | % |
| Core content rights fees (1)                         | 197.6                              | 179.7     | 10         | % |
| Advertising and sponsorship                          | 46.8                               | 35.5      | 32         | % |
| Other (2)  | 81.2                               | 28.3      | 187        | % |
| Total revenues                                       | \$ 478.1                           | \$ 389.2  | 23         | % |
| Operating Metrics                                    |                                    |           |            |   |
| Number of paid WWE Network subscribers at period end | 1,614,900                          | 1,507,200 | 7          | % |
| Domestic   | 1,186,400                          | 1,105,500 | 7          | % |
| International (3)                                    | 428,500                            | 401,700   | 7          | % |
| Number of average paid WWE Network subscribers       | 1,674,200                          | 1,548,900 | 8          | % |
| Domestic   | 1,222,000                          | 1,143,100 | 7          | % |
| International (3)                                    | 452,200                            | 405,800   | 11         | % |

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

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

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

|  | Nine Months Ended |      |         |      |
|--|-------------------|------|---------|------|
|  | September 30,     |      | 2017    |      |
|  | 2018              | % of | 2017    | % of |
| Reconciliation of Operating Income to Adjusted OIBDA |                   | Rev  |         | Rev  |
| Operating income                                     | \$ 107.2          | 22 % | \$ 67.7 | 17 % |
| Depreciation and amortization                        | 9.1               | 2 %  | 8.9     | 2 %  |
| Stock-based compensation                             | 22.2              | 5 %  | 12.6    | 3 %  |
| Other adjustments (1)                                | —                 | —%   | 3.2     | 1 %  |
| Adjusted OIBDA                                       | \$ 138.5          | 29 % | \$ 92.4 | 24 % |

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

Media revenues increased by \$88.9 million, or 23%, in the current year period as compared to the prior year period. Other revenues within the Media segment increased by \$52.9 million, or 187%, primarily driven by revenues associated with the distribution of certain live in-ring programming content in international markets. Core content rights fees increased by \$17.9 million, or 10%, driven primarily by the contractual increases associated with the distribution agreements of our flagship programs, Raw and SmackDown Live. Media revenues also reflected increased sales of advertising and sponsorships of \$11.3 million, or 32%, across all Media segment



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platforms. Network revenues, which include revenues generated by WWE Network subscriptions and pay-per-view, increased by \$6.8 million, or 5%, due to an increase in paid subscribers. During the period ended September 30, 2018, WWE Network had an average of 1,674,200 paid subscribers, compared to an average of 1,548,900 subscribers in the prior year period. The subscription pricing of WWE Network at September 30, 2018 is \$9.99 per month with no minimum commitment.

Media Adjusted OIBDA as a percentage of revenues increased in the current year period as compared to the prior year period. This increase was largely driven by the increased revenue relative to our cost base, partially offset by higher programming expenses driven by third-party produced content, such as Camp WWE, which tends to have higher production costs.

## Live Events

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

|   | Nine Months Ended |               | Increase   |   |
|---|-------------------|---------------|------------|---|
|   | September 30,     | September 30, | (decrease) |   |
|   | 2018              | 2017          |            |   |
| Revenues                                      |                   |               |            |   |
| North American ticket sales                   | \$ 85.7           | \$ 91.2       | (6)        | % |
| International ticket sales                    | 15.8              | 19.0          | (17)       | % |
| Advertising and sponsorship                   | 1.5               | 1.5           | —          | % |
| Other (1)                                     | 6.8               | 4.8           | 42         | % |
| Total revenues                                | \$ 109.8          | \$ 116.5      | (6)        | % |
| Operating Metrics (2)                         |                   |               |            |   |
| Total live event attendance                   | 1,470,600         | 1,633,000     | (10)       | % |
| Number of North American events               | 246               | 246           | —          | % |
| Average North American attendance             | 5,200             | 5,700         | (9)        | % |
| Average North American ticket price (dollars) | \$ 61.22          | \$ 59.71      | 3          | % |
| Number of international events                | 33                | 37            | (11)       | % |
| Average international attendance              | 5,700             | 6,200         | (8)        | % |
| Average international ticket price (dollars)  | \$ 80.03          | \$ 80.85      | (1)        | % |

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

(2) Metrics exclude the events for our NXT brand. This is our developmental brand that typically conducts their events in smaller venues with lower ticket prices. We conducted 147 NXT events with paid attendance of 119,600 and average ticket prices of \$44.32 in the current year period as compared to 140 events with paid attendance of

126,200 and average ticket prices of \$40.62 in the prior year period.

|  | Nine Months Ended |         |               |      |
|--|-------------------|---------|---------------|------|
|  | September 30,     |         | September 30, |      |
|  | 2018              | 2017    | 2018          | 2017 |
|  |                   |         | % of          | % of |
|  |                   |         | Rev           | Rev  |
| Reconciliation of Operating Income to Adjusted OIBDA |                   |         |               |      |
| Operating income                                     | \$ 15.2           | \$ 23.9 | 14 %          | 21 % |
| Depreciation and amortization                        | —                 | —       | — %           | — %  |
| Stock-based compensation                             | 3.3               | 1.9     | 3 %           | 2 %  |
| Other adjustments                                    | —                 | —       | — %           | — %  |
| Adjusted OIBDA                                       | \$ 18.5           | \$ 25.8 | 17 %          | 22 % |

Live Events revenues, which include revenues from ticket sales and travel packages, decreased by \$6.7 million, or 6%, in the current year period as compared to the prior year period. Revenues from our North American ticket sales decreased by \$5.5 million, or 6%, as a 9% decline in average attendance, which resulted in a decrease in revenues of \$7.3 million, included the reduced stadium capacity of our annual Royal Rumble event and the absence of two pay-per-view events. This decrease was partially offset by the effect of higher average ticket prices, which increased revenues by \$1.9 million. Revenues from our international ticket sales decreased by \$3.2 million, or 17%, driven by the impact of four fewer events and an 8% decline in average attendance. The changes in ticket prices and average attendance in the current year period were due, in part, to changes in the mix of venues and territories. These decreases were partially offset by an increase in other revenues of \$2.0 million, or 42%, primarily driven by additional revenues from travel packages and our secondary ticketing partnership with StubHub.

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Live Events Adjusted OIBDA as a percentage of revenues decreased in the current year period as compared to the prior year period. This decrease was primarily driven by increased fixed costs during the current year period, partially due to increased management incentive compensation, and the impact of lower average attendance.

## Consumer Products

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

|  | Nine Months Ended     |          | Increase<br>(decrease) |   |
|--|-----------------------|----------|------------------------|---|
|  | September 30,<br>2018 | 2017     |                        |   |
| Revenues   |                       |          |                        |   |
| Consumer product licensing                               | \$ 28.6               | \$ 40.8  | (30)                   | % |
| eCommerce  | 23.3                  | 23.5     | (1)                    | % |
| Venue merchandise  | 17.9                  | 19.4     | (8)                    | % |
| Total revenues   | \$ 69.8               | \$ 83.7  | (17)                   | % |
| Operating Metrics  |                       |          |                        |   |
| Average eCommerce revenue per order (dollars)            | \$ 43.35              | \$ 46.12 | (6)                    | % |
| Number of eCommerce orders                               | 531,500               | 503,700  | 6                      | % |
| Venue merchandise domestic per capita spending (dollars) | \$ 10.07              | \$ 10.30 | (2)                    | % |

|  | Nine Months Ended     |         | % of<br>Rev |      |
|--|-----------------------|---------|-------------|------|
|  | September 30,<br>2018 | 2017    |             |      |
| Reconciliation of Operating Income to Adjusted OIBDA |                       |         |             |      |
| Operating income                                     | \$ 13.4               | \$ 27.2 | 19 %        | 32 % |
| Depreciation and amortization                        | —                     | —       | —%          | —%   |
| Stock-based compensation                             | 4.4                   | 2.1     | 6 %         | 3 %  |
| Other adjustments                                    | —                     | —       | —%          | —%   |

Adjusted OIBDA \$ 17.8 26 % \$ 29.3 35 %

Consumer Products revenues decreased by \$13.9 million, or 17%, in the current year period as compared to the prior year period. Consumer product licensing revenues decreased by \$12.2 million, or 30%, primarily driven by the adoption of ASC Topic 606, which reduced revenues by \$10.5 million due to the timing of revenue recognition. Refer to Note 4, Revenues, to the Consolidated Financial Statements for further details. Venue merchandise revenues decreased by \$1.5 million, or 8%, as an 8% decline in average attendance was coupled with a 2% decline in average revenue per customer.

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

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## Corporate

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

|  | Nine Months Ended |        | September 30, |        |
|--|-------------------|--------|---------------|--------|
|  | 2018              | 2017   | 2018          | 2017   |
|  |                   |        | % of          | % of   |
| Reconciliation of Operating Income to Adjusted OIBDA |                   |        | Rev           | Rev    |
| Operating income                                     | \$ (74.7)         | (11) % | \$ (70.2)     | (12) % |
| Depreciation and amortization                        | 10.0              | 2 %    | 10.8          | 2 %    |
| Stock-based compensation                             | 4.4               | 1 %    | 1.4           | 0 %    |
| Other adjustments (1)                                | —                 | — %    | 5.6           | 1 %    |
| Adjusted OIBDA                                       | \$ (60.3)         | (9) %  | \$ (52.4)     | (9) %  |

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

Corporate Adjusted OIBDA decreased \$7.9 million and remained flat as a percentage of total revenues in the current year period as compared to the prior year period partially as a result of higher management incentive compensation costs.

## Depreciation and Amortization

(dollars in millions)

|                               | Nine Months   |               | Increase   |
|-------------------------------|---------------|---------------|------------|
|                               | Ended         |               |            |
|                               | September 30, | September 30, | (decrease) |
|                               | 2018          | 2017          |            |
| Depreciation and amortization | \$ 19.1       | \$ 19.7       | (3) %      |

Depreciation and amortization expense decreased by \$0.6 million, or 3%, in in the current year period as compared to the prior year period.

### Interest Expense

(dollars in millions)

|                  | Nine Months<br>Ended  |         |                        |
|------------------|-----------------------|---------|------------------------|
|                  | September 30,<br>2018 | 2017    | Increase<br>(decrease) |
| Interest expense | \$ 11.8               | \$ 10.7 | 10 %                   |

Interest expense relates primarily to interest and amortization associated with our convertible notes, our debt facilities, assumed mortgage and aircraft financing.

### Other Income, Net

(dollars in millions)

|                   | Nine Months<br>Ended  |        |                        |
|-------------------|-----------------------|--------|------------------------|
|                   | September 30,<br>2018 | 2017   | Increase<br>(decrease) |
| Other income, net | \$ 3.3                | \$ 2.4 | 38 %                   |

Other income, net is comprised of interest income, gains and losses recorded on our equity investments, realized translation gains and losses and rental income. The increase of \$0.9 million in the current year period as compared to the prior year period is primarily driven by the recognition of an upward adjustment of \$2.2 million in the third quarter

of 2018 to the carrying value of an equity investment without readily determinable fair values resulting from an observable pricing event completed during the period. Additionally, there was an increase of \$1.8 million in interest income from our short-term investment instruments. These increases were partially offset by an impairment charge of \$3.0 million recorded during the second quarter of 2018 to write off an equity investment in a mobile video publishing business due to issues of the underlying investee company.

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## Income Taxes

(dollars in millions)

|   | Nine Months Ended |         |            |
|---|-------------------|---------|------------|
|   | September 30,     |         | Increase   |
|   | 2018              | 2017    | (decrease) |
| (Benefit from) provision for income taxes | \$ (5.8)          | \$ 12.5 | (146) %    |
| Effective tax rate                        | (11) %            | 31 %    |            |

The reduction in the effective tax rate in the current year period was primarily driven by the recognition of \$20.7 million of excess tax benefits related to the Company's share-based compensation awards at vesting, as compared to \$1.6 million in the prior year period. Excluding this discrete tax item, our effective tax rate was 28% in the current year period as compared to 35% in the prior year period. The tax benefit recorded during the current year is driven by the increase in the Company's stock price between the original grant date of the awards and their subsequent vesting date in the third quarter of 2018. Further impacting the decline in the effective tax rate was the reduction of the federal corporate income tax rate as a result of the Tax Cuts and Jobs Act of 2017 (the "Tax Act"), which was enacted on December 22, 2017.



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### Liquidity and Capital Resources

We had cash and cash equivalents and short-term investments of \$315.6 million and \$297.4 million as of September 30, 2018 and December 31, 2017, respectively. Our short-term investments consist primarily of U.S. Treasury securities, corporate bonds, municipal bonds, including pre-refunded municipal bonds, and government agency bonds. Our debt balance totaled \$213.8 million and \$213.5 million as of September 30, 2018 and December 31, 2017, respectively, and includes the carrying value of \$181.8 million and \$177.9 million related to our convertible senior notes due 2023 as of September 30, 2018 and December 31, 2017, respectively.

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

### Borrowing Capacity

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

### Debt Summary

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

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

As of September 30, 2018 and December 31, 2017, the amounts outstanding of the mortgage were \$22.9 million and \$23.0 million, respectively.

In 2013, the Company entered into a \$31.6 million promissory note (the "Aircraft Note") with Citizens Asset Finance, Inc., for the purchase of a 2007 Bombardier Global 5000 aircraft and refurbishments. In August 2017, the Aircraft Note was assigned to Fifth Third Equipment Finance Company. The Aircraft Note is secured by a first priority perfected security interest in the purchased aircraft. As of September 30, 2018 and December 31, 2017, the amounts outstanding under the Aircraft Note were \$9.1 million and \$12.6 million, respectively.

#### Cash Flows from Operating Activities

Cash generated from operating activities was \$121.5 million in the nine months ended September 30, 2018, as compared to \$41.0 million for the corresponding period in the prior year. The \$80.5 million increase in the current year period was driven by improved operating performance and favorable changes in working capital partially due to accrued management incentive compensation and the timing of feature film production.

In the current year period, we spent \$0.9 million on feature film production activities, as compared to \$9.6 million in the prior year period. We received incentives of \$1.2 million related to feature film production in the current year period, as compared to \$1.2 million received in the prior year period. We anticipate spending less than \$5 million on feature film production activities during the remainder of the current year.

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In the current year period, we received \$0.8 million of non-film related incentives associated with television production activities, as compared to \$2.2 million received in the prior year period. We anticipate receiving approximately \$10 million to \$15 million of non-film related incentives during the remainder of the year.

In the current year period, we spent \$20.3 million to produce non-live event programming for television, including Total Bellas Season 3, Total Divas Season 7, Miz & Mrs. and Total Divas Season 8, and various programs for WWE Network, including Camp WWE, as compared to \$12.5 million in the prior year period, which including programming for television, including Total Divas Season 7 and Total Bellas Season 2, and WWE Network programming. We anticipate spending approximately \$5 million to \$10 million to produce additional non-live event content during the remainder of the current year.

Our accounts receivable represent a significant portion of our current assets and relate principally to a limited number of distributors and licensees. At September 30, 2018, our largest receivable balance from customers was 29% of our gross accounts receivable. Changes in the financial condition or operations of our distributors, customers or licensees may result in increased delayed payments or non-payments which would adversely impact our cash flows from operating activities and/or our results of operations.

### Cash Flows from Investing Activities

Cash used in investing activities was \$52.7 million in the nine months ended September 30, 2018, as compared to \$119.6 million in the prior year period. During the current year period, we purchased \$82.1 million of short-term investments and received proceeds from the maturities of our investments of \$50.8 million, as compared to purchases of \$123.8 million and proceeds of \$24.0 million in the prior year period. Capital expenditures in the current year period increased \$3.8 million as compared to the prior year period. Capital expenditures for the remainder of the current year are estimated to range between \$10 million and \$20 million.

### Cash Flows from Financing Activities

Cash used in financing activities was \$80.4 million for the nine months ended September 30, 2018, as compared to \$24.2 million in the prior year period. The Company paid \$50.7 million and \$9.2 million during the nine months ended September 30, 2018 and 2017, respectively, as a result of directly withholding shares for tax-withholding purposes associated with the vesting of employee equity awards. The increase during the current year was driven by the increased value of shares vesting, primarily driven by the significant increase in the Company's stock price. During the prior year period, we received \$13.4 million in net proceeds related to the sale of the Convertible Notes, less associated bond hedge and warrant transactions. Additionally, the Company made dividend payments of \$27.9 million and \$27.6 million during the nine months ended September 30, 2018 and 2017, respectively.

### Contractual Obligations

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

### Application of Critical Accounting Policies

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

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

#### Recent Accounting Pronouncements

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

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

The Private Securities Litigation Reform Act of 1995 provides a “safe harbor” for certain statements that are forward-looking and are not based on historical facts. When used in this Form 10-Q and our other SEC filings, our press releases and comments made in earnings calls, investor presentations or otherwise to the public, the words “may,” “will,” “could,” “anticipate,” “plan,” “continue,” “project,” “intend,” “estimate,” “believe,” “expect” and similar expressions are used to identify forward-looking statements, although not all forward-looking statements contain such words. These statements relate to our future plans, objectives, expectations and intentions and are not historical facts and accordingly involve known and unknown risks and uncertainties and other factors that may cause the actual results or the performance by us to be materially different from future results or performance expressed or implied by such forward-looking statements. The following factors, among others, could cause actual results to differ materially from those contained in forward-looking statements made in this Form 10-Q and our other SEC filings, in press releases, earnings calls and other statements made by our authorized officers: (i) risks relating to entering, maintaining and renewing major distribution agreements; (ii) risks relating to WWE Network, including the risk that we are unable to attract, retain and renew subscribers; (iii) our need to continue

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

Item 3. Quantitative and Qualitative Disclosures about Market Risk

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

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chairman of the Board and Chief Executive Officer and our Chief Financial Officer, evaluated our disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e)

under the Securities Exchange Act of 1934, as amended). Based on that evaluation, our Chairman of the Board and Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2018.

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

#### Changes in Internal Control Over Financial Reporting

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

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

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

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



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claims for violation of RICO, unjust enrichment, and an accounting against Mr. McMahon. The Company and Mr. McMahon moved to dismiss this complaint on October 19, 2016. On November 9, 2016, the Laurinaitis plaintiffs filed an amended complaint. On December 23, 2016, the Company and Mr. McMahon moved to dismiss the amended complaint. On September 29, 2017, the Court issued an order on the motion to dismiss pending in the Laurinaitis case and on the motion for judgment on the pleadings pending in the Windham case. The Court reserved judgment on the pending motions and ordered that within thirty-five (35) days of the date of the order the Laurinaitis plaintiffs and the Windham defendants file amended pleadings that comply with the Federal Rules of Civil Procedure. The Court further ordered that each of the Laurinaitis plaintiffs and the Windham defendants submit to the Court for in camera review affidavits signed and sworn under penalty of perjury setting forth facts within each plaintiff's or declaratory judgment-defendant's personal knowledge that form the factual basis of their claim or defense. On November 3, 2017, the Laurinaitis plaintiffs filed a second amended complaint. The Company and Mr. McMahon believe that the second amended complaint failed to comply with the Court's September 29, 2017 order and otherwise remained legally defective for all of the reasons set forth in their motion to dismiss the amended complaint. Also on November 3, 2017, the Windham defendants filed a second answer. The Company does not know if the Laurinaitis Plaintiffs and Windham Defendants submitted the affidavits required under the Court's September 29, 2017 order. On November 17, 2017, the Company and Mr. McMahon filed a response that, among other things, urged the Court to grant the motion for judgment on the pleadings against the Windham defendants and dismiss the Laurinaitis plaintiffs' complaint with prejudice and award sanctions against the Laurinaitis plaintiffs' counsel because the amended pleadings fail to comply with the Court's September 29, 2017 order and the Federal Rules of Civil Procedure. On September 17, 2018, the Court granted the motion to dismiss filed by the Company and Mr. McMahon in the Laurinaitis case in its entirety, awarded sanctions against the Laurinaitis plaintiffs' counsel, and granted the Company's motion for judgment on the pleadings against the Windham defendants. The Company believes all claims and threatened claims against the Company in these various lawsuits were prompted by the same plaintiffs' lawyer and that all are without merit. The Company intends to continue to defend itself against any appeal of these decisions vigorously.

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

Item 1A. Risk Factors

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

Item 6. Exhibits

(a) Exhibits:

Description of Exhibit

Exhibit

- No.
- 10.5A\* First Amendment to World Wrestling Entertainment 2012 Employee Stock Purchase Plan (filed herewith).
- 31.1 Certification by Vincent K. McMahon pursuant to Section 302 of Sarbanes-Oxley Act of 2002 (filed herewith).
- 31.2 Certification by George A. Barrios pursuant to Section 302 of Sarbanes-Oxley Act of 2002 (filed herewith).
- 32.1 Certification by Vincent K. McMahon and George A. Barrios pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

\* Indicates management contract or compensatory plan or arrangement.

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SIGNATURES

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

World Wrestling Entertainment, Inc.

(Registrant)

Dated: October 25, 2018 By: /s/ GEORGE A. BARRIOS  
George A. Barrios  
Co-President  
(principal financial officer and authorized  
signatory)

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