SALESFORCE COM INC
Form 10-K
March 07, 2016

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

FORM 10-K

(Mark One)
x Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended January 31, 2016
OR
¨ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Commission File Number: 001-32224

salesforce.com, inc.
(Exact name of registrant as specified in its charter)

Delaware	94-3320693
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

The Landmark @ One Market, Suite 300
San Francisco, California 94105
(Address of principal executive offices)
Telephone Number (415) 901-7000
(Registrant's telephone number, including area code)

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

Title of each class	Name of each exchange on which registered
Common Stock, par value $0.001 per share	New York Stock Exchange, Inc.

Securities registered pursuant to section 12(g) of the Act:
Not applicable
Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ý No ¨
Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of Act. Yes ¨ No ý
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 ý No ¨
Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes ý No ¨

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

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

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

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

Based on the closing price of the Registrant's Common Stock on the last business day of the Registrant's most recently completed second fiscal quarter, which was July 31, 2015, the aggregate market value of its shares (based on a closing price of $73.30 per share) held by non-affiliates was approximately $32.9 billion. Shares of the Registrant's Common Stock held by each executive officer and director and by each entity or person that owned 5 percent or more of the Registrant's outstanding Common Stock were excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of January 31, 2016, there were approximately 670.9 million shares of the Registrant's Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive proxy statement for its 2016 Annual Meeting of Stockholders (the "Proxy Statement"), to be filed within 120 days of the Registrant's fiscal year ended January 31, 2016, are incorporated by reference in Parts II and III of this Report on Form 10-K. Except with respect to information specifically incorporated by reference in this Form 10-K, the Proxy Statement is not deemed to be filed as part of this Form 10-K.

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FORWARD-LOOKING INFORMATION

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Words such as “expects,” “anticipates,” “aims,” “projects,” “intends,” “plans,” “believes,” “est “seeks,” “assumes,” “may,” “should,” “could,” “foresees,” “forecasts,” “predicts,” variations of such words and similar express intended to identify such forward-looking statements, which may consist of, among other things, trend analyses and statements regarding future events, future financial performance, anticipated growth and industry prospects. These forward-looking statements are based on current expectations, estimates and forecasts, as well as the beliefs and assumptions of our management, and are subject to risks and uncertainties that are difficult to predict, including the effect of general economic and market conditions; the impact of foreign currency exchange rate and interest rate fluctuations on our results; our business strategy and our plan to build our business, including our strategy to be the leading provider of enterprise cloud computing applications and platforms; our service performance and security; the expenses associated with new data centers and third party infrastructure providers; additional data center capacity; real estate and office facilities space; our operating results; new services and product features; our strategy of acquiring or making investments in complementary businesses, joint ventures, services, technologies and intellectual property rights; our ability to successfully integrate acquired businesses and technologies; our ability to continue to grow and maintain deferred revenue and unbilled deferred revenue; our ability to protect our intellectual property rights; our ability to develop our brands; our ability to realize the benefits from strategic partnerships and investments; our reliance on third- party hardware, software and platform providers; the effect of evolving government regulations; the valuation of our deferred tax assets; the potential availability of additional tax assets in the future; the impact of expensing stock options and other equity awards; the sufficiency of our capital resources; factors related to our outstanding convertible notes, revolving credit facility and loan associated with 50 Fremont; compliance with our debt covenants and capital lease obligations; and current and potential litigation involving us. These and other risks and uncertainties may cause our actual results to differ materially and adversely from those expressed in any forward-looking statements. Readers are directed to risks and uncertainties identified below under “Risk Factors” and elsewhere in this report for additional detail regarding factors that may cause actual results to be different than those expressed in our forward-looking statements. Except as required by law, we undertake no obligation to revise or update publicly any forward-looking statements for any reason.

PART I

ITEM 1. BUSINESS

Overview

Salesforce is a leading provider of enterprise cloud computing solutions, with a focus on customer relationship management, or CRM. We introduced our first CRM solution in February 2000, and we have since expanded our service offerings with new editions, solutions, features and platform capabilities.

Our mission is to help our customers transform themselves into customer-centric companies by empowering them to connect with their customers in entirely new ways. Our Customer Success Platform, including sales force automation, customer service and support, marketing automation, community management, analytics, application development, Internet of Things integration and our professional cloud services, provide the next-generation platform of enterprise applications, or apps, and services to enable customer success.

Our service offerings are intuitive and easy-to-use, can be deployed rapidly, customized easily and integrated with other platforms and enterprise apps. We deliver our solutions as a service via all the major Internet browsers and on leading mobile devices. We sell to businesses of all sizes and in almost every industry worldwide on a subscription basis, primarily through our direct sales efforts and also indirectly through partners. Through our platform and other developer tools, we also encourage third parties to develop additional functionality and new apps that run on our platform, which are sold separately from, or in conjunction with, our services.

We were incorporated in Delaware in February 1999. Our principal executive offices are located in San Francisco, California, and our principal website address is www.salesforce.com. Our office address is The Landmark @ One

Market, Suite 300, San Francisco, California 94105.

The Age of the Customer

We believe that the convergence of cloud, social, mobile, data science and Internet of Things technologies is fundamentally transforming how companies sell, service, market and innovate to connect with their customers.

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Cloud computing has changed the way enterprise business apps are developed and deployed. Organizations no longer need to buy and maintain their own infrastructure of servers, storage and development tools in order to create and run business apps. Instead, companies can gain access to a variety of business apps via an Internet browser or mobile device on an as-needed basis, without the cost and complexity of managing the hardware or software in-house.

Social networking has transformed the way people engage and collaborate and is accelerating the adoption of technologies that connect people, products and brands. In addition, the proliferation of mobile phones worldwide continues, and enterprise mobile apps are making it possible for people to conduct business from their phones anytime and anywhere.

Progress in data science and machine learning is moving companies beyond just automating business processes to more data-driven, predictive computing solutions. As more people and devices become connected via the Internet of Things, mobile devices and apps, companies are unlocking insights and turning data into meaningful actions to help them to proactively engage one-to-one with customers in real time.

By bringing together the power of cloud, social, mobile, data science and Internet of Things technologies in our Customer Success Platform, we believe Salesforce is at the forefront of enabling companies to digitally transform into customer-centric companies.

Our Cloud Service Offerings

We provide enterprise cloud computing solutions that include apps and platform services, as well as professional services to facilitate the adoption of our solutions. Our service offerings empower companies to grow sales faster; deliver customer service on multiple devices and channels; enable marketers to create one-to-one customer journeys; build branded communities for customers, partners and employees; deliver analytics for every business user; turn data generated by the Internet of Things, or IoT, into meaningful actions; and develop modern mobile and desktop apps quickly and easily.

Our service offerings are as follows:

Sales Cloud. The Sales Cloud enables companies to store data, monitor leads and progress, forecast opportunities, gain insights through relationship intelligence and collaborate around any sale on desktop and mobile devices.

Our customers use the Sales Cloud to grow their sales pipelines, improve sales productivity, simplify complex business processes and close more deals. The Sales Cloud also offers solutions for partner relationship management (including channel management and partner communities) and complete, accurate customer and contact information.

Service Cloud. The Service Cloud enables companies to deliver smarter, faster and more personalized customer service and support. Our customers use the Service Cloud to connect their service agents with customers at any time and anywhere, on popular devices and across multiple channels — phone, email, chat, self-service web portals, social networks, online communities and directly within their own products and mobile apps.

Marketing Cloud. The Marketing Cloud enables companies to plan, personalize and optimize one-to-one customer interactions. Our customers use the Marketing Cloud to map customer journeys to digital marketing interactions across email, mobile, social, web and connected products. With the Marketing Cloud, customer data can also be integrated with the Sales Cloud and Service Cloud in the form of leads, contacts and customer service cases to give companies a complete view of their customers.

Community Cloud. The Community Cloud enables companies to engage directly with groups of people by giving them access to relevant information, apps and experts, creating trusted, branded destinations for customers, partners and employees to collaborate.

Analytics Cloud. The Analytics Cloud is an app for business intelligence powered by our Wave platform. It enables companies to quickly deploy sales, service, marketing and custom analytics apps using any data source. Our customers use the Analytics Cloud to enable any employee to quickly and easily explore business data, uncover new insights, make smarter decisions and take action from anywhere on popular mobile devices.

IoT Cloud. The IoT Cloud, which we announced in September 2015, connects billions of events from devices, sensors, apps and more from the Internet of Things to Salesforce — enabling companies to take action in a connected world. Our customers use the IoT Cloud to process massive quantities of data, build smarter, more personalized actions and engage proactively with customers in real time. We are currently piloting this new offering with several enterprises.

App Cloud. The App Cloud is an app development platform that includes Force, Heroku, Enterprise and Lightning — along with shared identity, data and network services to empower companies to deliver connected apps for any business need. In addition, the App Cloud's platform services include Trailhead, an interactive learning environment for all Salesforce developers, and the AppExchange, Salesforce's enterprise app marketplace. The App Cloud empowers companies with everything they need to build apps quickly, in any language, for any device, and manage them in a single enterprise cloud environment.

Professional Cloud Services

We offer professional cloud services including consulting, deployment, training, user-centric design and integration to our customers to facilitate faster adoption of our cloud solutions and enable customer success. We also offer architects and innovation program teams that act as advisors to plan and execute digital transformations for our customers, mission critical support, cloud specialists and admin and configuration services that allow our customers to make the best use of our technology.

We offer several education service offerings to our customers and partners, ranging from introductory online courses to advanced architecture certifications. With the Trailhead learning platform, our customers and partners have free online access to courses that address topics such as using and administering our services and developing on our platform. For more advanced education, we offer instructor-led and online courses to certify our customers and partners on architecting, administering, deploying and developing our services. In addition, there is a selection of online educational classes available at no charge to customers that subscribe to our customer service plans.

Business Benefits of Using Our Solution

The key advantages of our solution include:

Secure, private, scalable and reliable. Our service has been designed to provide our customers with privacy and high levels of performance, reliability and security. We have built, and continue to invest in, a comprehensive security infrastructure, including firewalls, intrusion detection systems, and encryption for transmissions over the Internet, which we monitor and test on a regular basis. We built and maintain a multi-tenant application architecture that has been designed to enable our service to scale securely, reliably and cost effectively. Our multi-tenant application architecture maintains the integrity and separation of customer data while still permitting all customers to use the same application functionality simultaneously.

Rapid deployment and lower total cost of ownership. Our services can be deployed rapidly since our customers do not have to spend time procuring, installing or maintaining the servers, storage, networking equipment, security products or other hardware and software. We enable customers to achieve up-front savings relative to the traditional enterprise software model. Customers benefit from the predictability of their future costs since they generally pay for the service on a per subscriber basis for the term of the subscription contract.

Ease of integration and configuration. IT professionals are able to integrate and configure our solutions with existing applications quickly and seamlessly. We provide a set of application programming interfaces (“APIs”) that enable customers and independent software developers to both integrate our solution with existing third-party, custom and legacy apps and write their own application services that integrate with our solutions. For example, many of our customers use our App Cloud API to move customer-related data from custom-developed and packaged applications into our service on a periodic basis to provide greater visibility into their activities.

High levels of user adoption. We have designed our solutions to be intuitive and easy to use. Our solutions contain many tools and features recognizable to users of popular consumer web services, so users have a more familiar user experience than typical enterprise applications. As a result, our users can often use and gain benefit from our solutions with minimal training. We have also designed our solutions to be used on popular mobile devices, making it possible for people to conduct business from their phones.

Rapid development of apps and increased innovation. Our customers and third-party developers can create apps rapidly because of the ease of use and the benefits of a multi-tenant platform. We provide the capability for business users to easily customize our applications to suit their specific needs, and also support a variety of programming languages so developers can code complex apps spanning multiple business processes and deliver them via multiple mobile devices. By providing infrastructure and development environments on demand, we provide developers the opportunity to create new and innovative apps without having to invest in hardware. Developers with ideas for a new app can create, test and support their solutions on the App Cloud and make the app accessible for a subscription fee to customers.

Continuous innovation. We release hundreds of new features to all of our customers three times a year. Our metadata-driven, multitenant cloud runs on a single code base, which enables every customer to run their business on the latest release without disruption. Because we deploy all upgrades on our servers, new features and functionality automatically become part of our service on the upgrade release date and therefore benefit all of our customers immediately.

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Positive environmental impact. Our multi-tenant cloud platform makes it possible to use a remarkably small number of servers as efficiently as possible. When organizations move business applications to Salesforce, they can significantly reduce their energy use and carbon footprints compared to traditional on-premises solutions.

Our Strategy

Our objective is to deliver solutions that transform how companies sell, service, market and innovate to connect with their customers in a whole new way. Not only do we provide enterprise cloud apps, we also provide an enterprise cloud computing platform upon which our customers and partners build and customize their own apps.

Key elements of our strategy include:

Strengthening our market-leading solutions. We offer multiple editions of our solutions at different price points to meet the needs of customers of different sizes and we have designed our solutions to easily accommodate new features and functionality. We intend to continue to extend all editions of our solutions with new features, functions and increased security through our own development, acquisitions and partnerships. We also provide solutions for certain vertical industries.

Expanding strategic relationships with customers. We see significant opportunity to deepen our relationships with our existing customers. As our customers realize the benefits of our services, we aim to upgrade the customer to premium editions and sell more subscriptions by targeting additional functional areas and business units, ultimately becoming our customers' trusted advisors, inspiring enterprise-wide transformation and accelerating strategic engagements, including through direct engagement with the highest levels of our customers' executive management.

Extending distribution into new and high-growth product categories. As part of our growth strategy, we are delivering innovative solutions in new categories, including analytics, communities and the Internet of Things. We drive innovation both organically and through acquisitions, such as our February 2016 acquisition of a company that has a next generation quote-to-cash solution delivered 100 percent natively on our platform.

Expanding our world-class sales organization. We believe that our offerings provide significant value for businesses of any size. We will continue to pursue businesses of all sizes in top industries and major regions, primarily through our direct sales force. We have steadily increased and plan to continue to increase the number of direct sales professionals we employ, and we intend to develop additional distribution channels for our service.

Reducing customer attrition. Our goal is to have all of our customers renew their subscriptions prior to the end of their contractual terms. We run customer success and other related programs in an effort to secure renewals of existing customers.

Building our business in top software markets globally, which includes building partnerships that help add customers. We believe that there is a substantial market opportunity for our solutions globally. We plan to continue to aggressively market and sell to customers worldwide via local sales and support professionals with deep expertise in target industries and through partnerships with other enterprise software vendors, ISVs and system integrators. Additionally, we plan to increase the capacity that we are able to offer globally through data centers and third party infrastructure providers.

Encouraging the development of third-party applications on our cloud computing platforms. The App Cloud enables existing customers, ISVs and third-party developers to create and deliver cloud-based apps. It is a platform on which apps can be created, tested, published and run. In addition, these apps can be marketed and sold on the AppExchange, our online marketplace for business apps, or sold directly by software vendors. We believe our ecosystem of developers and software vendors will address the business requirements of both current and future customers.

Technology, Development and Operations

We deliver our Salesforce solutions as highly scalable, cloud computing application and platform services on a multi-tenant technology architecture.

Multi-tenancy is an architectural approach that allows us to operate a single application instance for multiple organizations, treating all customers as separate tenants who run in virtual isolation from each other. Customers can use and customize an application as though they each have a separate instance, yet their data and customizations remain secure and insulated from the activities of all other tenants. Our multi-tenant services run on a single stack of hardware and software, which is comprised of commercially available hardware and a combination of proprietary and commercially available software. As a result, we are able to spread the cost of delivering our services across our user base. In addition, because we do not have to manage thousands of distinct applications with their own business logic and database schemas, we believe that we can scale our business faster than traditional software vendors. Moreover, we can focus our resources on building new functionality to deliver to our customer base as a whole rather than on maintaining an infrastructure to support each of their distinct applications.

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Multi-tenancy also allows for faster bug and security fixes, automatic software updates and the ability to deploy major releases and frequent, incremental improvements to our services, benefiting the entire user community.

Our services are optimized to run on specific databases and operating systems using the tools and platforms best suited to serve our customers rather than on-premise software that must be written to the different hardware, operating systems and database platforms existing within a customer's unique systems environment. Our developers build and support solutions and features on a single code base on our chosen technology platform.

Our efforts are focused on improving and enhancing the features, functionality, performance, availability and security of our existing service offerings as well as developing new features, functionality and services. From time to time, we supplement our internal research and development activities with outside development resources and acquired technology. As part of our business strategy, we periodically acquire companies or technologies, and we incorporate the acquired technologies into our solutions. Performance, functional depth, security and the usability of our solutions influence our technology decisions and product direction.

Our customers access our services from any geography over the Internet via all of the major Internet browsers and on most major mobile device operating systems.

We provide the majority of our services to our customers from infrastructure operated by us but secured within third-party data center hosting facilities located in the United States and other countries. These third-party data center providers provide space, physical security, continuous power and cooling. The remainder of our services operate from cloud computing platform providers who offer Infrastructure as a Service, including servers, storage, databases and networking.

Sources of Revenue

We derive our revenues primarily from subscription fees for our service. We also derive revenues from premier support, which provides customers with additional support beyond the standard support that is included in the basic subscription fee.

We recognize subscription and support revenue ratably over the contract term, beginning on the commencement date of each contract. The majority of our professional services contracts are on a time and materials basis, for which we generally recognize revenue as the services are rendered.

Amounts that have been invoiced are recorded in accounts receivable and in deferred revenue or revenue, depending on whether the revenue recognition criteria have been met. Deferred revenue primarily consists of billings or payments received in advance of revenue recognition from subscription services described above and is recognized as the revenue recognition criteria are met. Unbilled deferred revenue represents future billings under our subscription agreements that have not been invoiced and, accordingly, are not recorded in deferred revenue. We generally invoice customers in annual installments. Deferred revenue and unbilled deferred revenue are influenced by several factors, including new business seasonality within the year, the specific timing, size and duration of large customer subscription agreements, the timing and compounding effects of customer renewals, varying billing cycles of subscription agreements, invoice timing, foreign currency fluctuations and new business linearity within the quarter.

Customers

We sell to businesses of all sizes and in almost every industry worldwide. The number of paying subscriptions at each of our customers ranges from one to hundreds of thousands. None of our customers accounted for more than five percent of our revenues in fiscal 2016, 2015 or 2014.

Digital Transactions

Our digital transaction volume, representing transactions processed through our solutions and platform, excluding Marketing Cloud and one of our platform service offerings, Heroku, was 976 billion for fiscal 2016, an increase of 67 percent as compared to fiscal 2015. A transaction is a retrieval or update within the Salesforce database, which can be a page load, an information query or an API call, among other things.

Our transaction metrics are used to illustrate the growing usage of our service by our customers and to highlight the scalability of our service. We do not believe such transaction metrics are key performance indicators of our financial condition. Specifically, there is no direct correlation between the transaction activity and our financial results, such as our revenue or expense growth and changes in our operating cash flow balances and deferred revenue balances. Additionally, such transaction activity cannot be relied upon as an indicator of future financial performance.

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Sales, Marketing and Customer Support

We organize our sales and marketing programs by geographic regions, including the Americas, Europe and Asia Pacific, which includes Japan. The majority of our revenue from the Americas is attributable to customers in the United States. Approximately 26 percent of our revenue comes from customers outside of the Americas.

Strategic Investments

Since 2009, we have been investing in early-to-late stage technology and professional cloud service companies across the globe to support our key business initiatives, which include, among other things, extending the capabilities of our platform and CRM offerings, increasing the ecosystem of enterprise cloud companies and partners, accelerating the adoption of cloud technologies and creating the next-generation of mobile applications and connected products. Our minority investments in over 150 companies as of January 31, 2016 also help us stay connected with the pace of innovation that is currently occurring within the technology industry. In some cases, we have acquired companies in which we have previously invested.

Because of the inherent risk in investing in early-to-late stage technology companies, our individual investments are subject to a risk of partial or total loss of investment capital.

Direct Sales

We sell our services primarily through our direct sales force, which is comprised of telephone sales personnel based in regional hubs, and field sales personnel based in territories close to their customers. Both our telephone sales and field sales personnel are supported by sales representatives, who are primarily responsible for generating qualified sales leads.

Referral and Indirect Sales

We have a network of partners who refer sales leads to us and who then assist in selling to these prospects.

This network includes global consulting firms, systems integrators and regional partners. In return, we typically pay these partners a fee based on the first-year subscription revenue generated by the customers whom they refer. Also included in this network are ISVs, whom we typically pay a percentage of the subscription revenue generated by their referrals.

We continue to invest in developing additional distribution channels for our subscription service.

Marketing

Our marketing strategy is to promote our brand and generate demand for our offerings. We use a variety of marketing programs across traditional and social channels to target our prospective and current customers, partners, and developers.

Our primary marketing activities include:

- Press and industry analyst relations to garner third-party validation and generate positive coverage for our company, offerings and value proposition;
- User conferences and events, such as Dreamforce, as well as participation in trade shows and industry events, to create customer and prospect awareness;
- Content marketing and engagement on social channels like Facebook, Twitter, LinkedIn and YouTube;
- Search engine marketing and advertising to drive traffic to our Web properties;
- Web site development to engage and educate prospects and generate interest through product information and demonstrations, free trials, case studies, white papers, and marketing collateral;
- Multi-channel marketing campaigns;
- Customer testimonials; and
- Sales tools and field marketing events to enable our sales organization to more effectively convert leads into customers.

Customer Service and Support

Our global customer support group responds to both business and technical inquiries about the use of our products via the web, telephone, email, social networks and other channels. We provide standard customer support during regular business hours at no charge to customers who purchase any of our paying subscription editions. We also offer premier customer support that is either included in a premium offering or sold for an additional fee, which can include services such as priority access to technical resources, developer support, and system administration. In addition, we offer a mission critical support add-on that is

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designed to provide customers with responses for incidents from a dedicated team knowledgeable about the customer's specific enterprise architecture, and which offers instruction to optimize their usage of our products.

Seasonality

Our fourth quarter has historically been our strongest quarter for new business and renewals, and our first quarter is our largest collections and operating cash flow quarter. For a more detailed discussion, see the "Seasonal Nature of Deferred Revenue and Accounts Receivable" discussion in Management's Discussion and Analysis.

Competition

The market for our service offerings is highly competitive, rapidly evolving and fragmented, and subject to changing technology and frequent introductions of new products and services. Many prospective customers have invested substantial personnel and financial resources to implement and integrate their current enterprise software into their businesses and therefore may be reluctant or unwilling to migrate away from their current solution to an enterprise cloud computing application service. Additionally, third-party developers may be reluctant to build application services on our platform since they have invested in other competing technology platforms.

We compete primarily with generalized platforms and vendors of packaged business software, as well as companies offering enterprise apps, including CRM, collaboration and business intelligence software. We also compete with internally developed apps. We may encounter competition from established enterprise software vendors, as well as start-up and midsized companies focused on disruption, who may develop toolsets and products that allow customers to build new apps that run on the customers' current infrastructure or as hosted services. Our current principal competitors include:

- On-premises offerings from enterprise software application vendors;
- Cloud computing application service providers;
- Software companies that provide their product or service free of charge, and only charge a premium for advanced features and functionality;
- Social media companies;
- Traditional platform development environment companies;
- Cloud computing development platform companies;
- Internally developed applications (by our potential customers' information technology ("IT") departments); and
- Internet of Things platforms from large companies that have existing relationships with hardware and software companies.

We believe that as traditional enterprise software application and platform vendors shift more of their focus to cloud computing, they may become a greater competitive threat.

Intellectual Property

We rely on a combination of trademark, copyright, trade secret and patent laws in the United States and other jurisdictions as well as confidentiality procedures and contractual provisions to protect our proprietary technology and our brands and maintain programs to protect and grow our rights. We also enter into confidentiality and proprietary rights agreements with our employees, consultants and other third parties and control access to software, services, documentation and other proprietary information. We believe the duration of our patents is adequate relative to the expected lives of our service offerings. We also purchase or license technology that we incorporate into our products or services. At times, we make select intellectual property broadly available at no or low cost to achieve a strategic objective, such as promoting industry standards, advancing interoperability, fostering open source software or attracting and enabling our external development community. While it may be necessary in the future to seek or renew licenses relating to various aspects of our products and business methods, we believe, based upon past experience and industry practice, such licenses generally could be obtained on commercially reasonable terms. We believe our continuing research and product development are not materially dependent on any single license or other agreement with a third party relating to the development of our products.

Employees

As of January 31, 2016, we had more than 19,000 employees. None of our employees in the United States is represented by a labor union, however, for certain foreign subsidiaries, workers' councils represent our employees.

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Available Information

You can obtain copies of our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and other filings with the SEC, and all amendments to these filings, free of charge from our website at http://www.salesforce.com/company/investor/sec-filings/ as soon as reasonably practicable following our filing of any of these reports with the SEC. You can also obtain copies free of charge by contacting our Investor Relations department at our office address listed above. The public may read and copy any materials filed by the Company with the SEC at the SEC’s Public Reference Room at 100 F Street, NE, Room 1580, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC at www.sec.gov. The contents of these websites are not incorporated into this filing. Further, the Company’s references to the URLs for these websites are intended to be inactive textual references only.

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ITEM 1A. RISK FACTORS

The risks and uncertainties described below are not the only ones facing us. Other events that we do not currently anticipate or that we currently deem immaterial also may affect our results of operations, cash flows and financial condition.

Risks Related to Our Business and Industry

If our security measures or those of our third-party data center hosting facilities, cloud computing platform providers, or third-party service partners, are breached, and unauthorized access is obtained to a customer’s data, our data or our IT systems, our services may be perceived as not being secure, customers may curtail or stop using our services, and we may incur significant legal and financial exposure and liabilities.

Our services involve the storage and transmission of customers’ proprietary information, and security breaches could expose us to a risk of loss of this information, litigation and possible liability. While we have security measures in place, they may be breached as a result of third-party action, including intentional misconduct by computer hackers, employee error, malfeasance or otherwise and result in someone obtaining unauthorized access to our IT data, our customers’ data or our data, including our intellectual property and other confidential business information. Additionally, third parties may attempt to fraudulently induce employees or customers into disclosing sensitive information such as user names, passwords or other information in order to gain access to our customers’ data, our data or our IT systems. Because the techniques used to obtain unauthorized access, or to sabotage systems, change frequently and generally are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. In addition, our customers may authorize third-party technology providers to access their customer data, and some of our customers may not have adequate security measures in place to protect their data that is stored on our services. Because we do not control our customers or third-party technology providers, or the processing of such data by third-party technology providers, we cannot ensure the integrity or security of such transmissions or processing. Malicious third parties may also conduct attacks designed to temporarily deny customers access to our services. Any security breach could result in a loss of confidence in the security of our services, damage our reputation, negatively impact our future sales, disrupt our business and lead to legal liability.

Defects or disruptions in our services could diminish demand for our services and subject us to substantial liability.

Because our services are complex and incorporate a variety of hardware and proprietary and third-party software, our services may have errors or defects that could result in unanticipated downtime for our subscribers and harm to our reputation and our business. Cloud services frequently contain undetected errors when first introduced or when new versions or enhancements are released. We have from time to time found defects in, and experienced disruptions to, our services and new defects or disruptions may occur in the future. In addition, our customers may use our services in unanticipated ways that may cause a disruption in services for other customers attempting to access their data. As we acquire companies, we may encounter difficulty in incorporating the acquired technologies into our services and maintaining the quality standards that are consistent with our brand and reputation. Since our customers use our services for important aspects of their business, any errors, defects, disruptions in service or other performance problems could hurt our reputation and may damage our customers’ businesses. As a result, customers could elect to not renew our services or delay or withhold payment to us. We could also lose future sales or customers may make warranty or other claims against us, which could result in an increase in our provision for doubtful accounts, an increase in collection cycles for accounts receivable or the expense and risk of litigation.

Interruptions or delays in services from our third-party data center hosting facilities or cloud computing platform providers could impair the delivery of our services and harm our business.

We currently serve our customers from third-party data center hosting facilities and cloud computing platform providers located in the United States and other countries. Any damage to, or failure of, our systems generally could result in interruptions in our services. We have from time to time experienced interruptions in our services and such interruptions may occur in the future. Interruptions in our services may reduce our revenue, cause us to issue credits or pay penalties, cause customers to terminate their subscriptions and adversely affect our attrition rates and our ability to attract new customers, all of which would reduce our revenue. Our business would also be harmed if our customers and potential customers believe our services are unreliable.

As part of our current disaster recovery and business continuity arrangements, our production environment and all of our customers' data are currently replicated in near real-time in a separate facility located elsewhere. Companies and products added through acquisition may be served through alternate facilities. We do not control the operation of any of these facilities, and they may be vulnerable to damage or interruption from earthquakes, floods, fires, power loss, telecommunications failures and similar events. They may also be subject to break-ins, sabotage, intentional acts of vandalism and similar misconduct, as well as local administrative actions, changes to legal or permitting requirements and litigation to stop, limit or delay operation. Despite precautions taken at these facilities, the occurrence of a natural disaster or an act of terrorism, a decision to close the facilities without adequate notice or other unanticipated problems at these facilities could result in lengthy interruptions in our services. Even with disaster recovery and business continuity arrangements, our services could be interrupted.

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When we add data centers and add capacity, we may move or transfer our data and our customers' data. Despite precautions taken during this process, any unsuccessful data transfers may impair the delivery of our services, which may damage our business.

Privacy concerns and laws, evolving regulation of cloud computing, cross-border data transfer restrictions and other domestic or foreign regulations may limit the use and adoption of our services and adversely affect our business.

Regulation related to the provision of services on the Internet is increasing, as federal, state and foreign governments continue to adopt new laws and regulations addressing data privacy and the collection, processing, storage and use of personal information. In some cases, foreign data privacy laws and regulations, such as the European Union's Data Protection Directive, and the country-specific laws and regulations that implement that directive, also govern the processing of personal information. Further, laws are increasingly aimed at the use of personal information for marketing purposes, such as the European Union's e-Privacy Directive, and the country-specific regulations that implement that directive. Such laws and regulations are subject to new and differing interpretations and may be inconsistent among jurisdictions. These and other requirements could reduce demand for our services or restrict our ability to store and process data or, in some cases, impact our ability to offer our services in certain locations or our customers' ability to deploy our solutions globally. For example, in October 2015, the European Court of Justice invalidated the U.S.-EU Safe Harbor framework that had been in place since 2000, which allowed companies to meet certain European legal requirements for the transfer of personal data from the European Economic Area to the United States. While other adequate legal mechanisms to lawfully transfer such data remain, the invalidation of the U.S.-EU Safe Harbor framework may result in different European data protection regulators applying differing standards for the transfer of personal data, which could result in increased regulation, cost of compliance and limitations on data transfer for Salesforce and its customers. The costs of compliance with and other burdens imposed by laws, regulations and standards may limit the use and adoption of our services, reduce overall demand for our services, lead to significant fines, penalties or liabilities for noncompliance, or slow the pace at which we close sales transactions, any of which could harm our business.

In addition to government activity, privacy advocacy and other industry groups have established or may establish new self-regulatory standards that may place additional burdens on us. Our customers expect us to meet voluntary certification or other standards established by third parties, such as TRUSTe. If we are unable to maintain these certifications or meet these standards, it could adversely affect our ability to provide our solutions to certain customers and could harm our business.

Furthermore, concerns regarding data privacy may cause our customers' customers to resist providing the data necessary to allow our customers to use our services effectively. Even the perception that the privacy of personal information is not satisfactorily protected or does not meet regulatory requirements could inhibit sales of our products or services, and could limit adoption of our cloud-based solutions.

Industry-specific regulation and other requirements and standards are evolving and unfavorable industry-specific laws, regulations, interpretive positions or standards could harm our business.

Our customers and potential customers conduct business in a variety of industries, including financial services, the public sector, healthcare and telecommunications. Regulators in certain industries have adopted and may in the future adopt regulations or interpretive positions regarding the use of cloud computing and other outsourced services. The costs of compliance with, and other burdens imposed by, industry-specific laws, regulations and interpretive positions may limit our customers' use and adoption of our services and reduce overall demand for our services. Compliance with these regulations may also require us to devote greater resources to support certain customers, which may increase costs and lengthen sales cycles. For example, some financial services regulators have imposed guidelines for use of cloud computing services that mandate specific controls or require financial services enterprises to obtain regulatory approval prior to outsourcing certain functions. If we are unable to comply with these guidelines or controls, or if our customers are unable to obtain regulatory approval to use our services where required, our business may be harmed. In addition, an inability to satisfy the standards of certain voluntary third-party certification bodies that our customers may expect, such as an attestation of compliance with the Payment Card Industry (PCI) Data Security Standards, may have an adverse impact on our business and results. Further, there are various statutes, regulations, and rulings relevant to the direct email marketing and text-messaging industries, including the Telephone

Consumer Protection Act (TCPA) and related Federal Communication Commission (FCC) orders. The interpretation of many of these statutes, regulations, and rulings is evolving in the courts and administrative agencies and an inability to comply may have an adverse impact on our business and results. If in the future we are unable to achieve or maintain industry-specific certifications or other requirements or standards relevant to our customers, it may harm our business and adversely affect our results.

In some cases, industry-specific laws, regulations or interpretive positions may also apply directly to us as a service provider. Any failure or perceived failure by us to comply with such requirements could have an adverse impact on our business.

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We rely on third-party computer hardware, software and cloud computing platforms that could cause errors in, or failures of, our services and may be difficult to replace.

We rely on computer hardware purchased or leased from, software licensed from, and cloud computing platforms provided by, third parties in order to offer our services, including database software and hardware from a variety of vendors. Any errors or defects in third-party hardware, software or cloud computing platforms could result in errors in, or a failure of, our services, which could harm our business. These hardware, software and cloud computing platforms may not continue to be available at reasonable prices, on commercially reasonable terms or at all. Any loss of the right to use any of these hardware, software or cloud computing platforms could significantly increase our expenses and otherwise result in delays in the provisioning of our services until equivalent technology is either developed by us, or, if available, is identified, obtained through purchase or license and integrated into our services.

The market in which we participate is intensely competitive, and if we do not compete effectively, our operating results could be harmed.

The market for enterprise applications and platform services is highly competitive, rapidly evolving and fragmented, and subject to changing technology, shifting customer needs and frequent introductions of new products and services. We compete primarily with generalized platforms and vendors of packaged business software, as well as companies offering enterprise apps, including CRM, collaboration and business intelligence software. We also compete with internally developed apps and face competition from enterprise software vendors and online service providers who may develop toolsets and products that allow customers to build new applications that run on the customers' current infrastructure or as hosted services. Our current competitors include:

- on premise offerings from enterprise software application vendors;
- cloud computing application service providers;
- software companies that provide their product or service free of charge, and only charge a premium for advanced features and functionality;
- social media companies;
- traditional platform development environment companies;
- cloud computing development platform companies;
- internally developed applications (by our potential customers' IT departments); and
- Internet of Things platforms from large companies that have existing relationships with hardware and software companies.

Many of our current and potential competitors enjoy substantial competitive advantages, such as greater name recognition, longer operating histories and larger marketing budgets, as well as substantially greater financial, technical and other resources. In addition, many of our current and potential competitors have established marketing relationships and access to larger customer bases, and have major distribution agreements with consultants, system integrators and resellers. As a result, our competitors may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards or customer requirements. Furthermore, because of these advantages, even if our services are more effective than the products and services that our competitors offer, potential customers might select competitive products and services in lieu of purchasing our services. For all of these reasons, we may not be able to compete successfully against our current and future competitors.

We are subject to risks associated with our strategic investments. Other-than-temporary impairments in the value of our investments could negatively impact our financial results.

We invest in early-to-late stage companies for strategic reasons and to support key business initiatives, and may not realize a return on our strategic investments. Many such companies generate net losses and the market for their products, services or technologies may be slow to develop, and, therefore, are dependent on the availability of later rounds of financing from banks or investors on favorable terms to continue their operations. The financial success of our investment in any company is typically dependent on a liquidity event, such as a public offering, acquisition or other favorable market event reflecting appreciation to the cost of our initial investment. The capital markets for public offerings and acquisitions are dynamic and the likelihood of liquidity events for the companies we have invested in could significantly worsen. Further, valuations of privately-held companies are inherently complex due to the lack of readily available market data. If we determine that any of our investments in such companies have experienced a decline in value, we may be required to record an other than temporary impairment, which could be material. We have in the past written off the full value of specific investments. Similar situations could occur in the future and negatively impact our financial results. All of our investments are subject to a risk of a partial or total loss of investment capital.

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As we acquire and invest in companies or technologies, we may not realize the expected business or financial benefits and the acquisitions could prove difficult to integrate, disrupt our business, dilute stockholder value and adversely affect our operating results and the market value of our common stock.

As part of our business strategy, we periodically make investments in, or acquisitions of, complementary businesses, joint ventures, services and technologies and intellectual property rights, and we expect that we will continue to make such investments and acquisitions in the future. Acquisitions and investments involve numerous risks, including:

- potential failure to achieve the expected benefits of the combination or acquisition;
- difficulties in, and the cost of, integrating operations, technologies, services and personnel;
- diversion of financial and managerial resources from existing operations;
- the potential entry into new markets in which we have little or no experience or where competitors may have stronger market positions;
- potential write-offs of acquired assets or investments, and potential financial and credit risks associated with acquired customers;
- potential loss of key employees of the acquired company;
- inability to generate sufficient revenue to offset acquisition or investment costs;
- inability to maintain relationships with customers and partners of the acquired business;
- difficulty of transitioning the acquired technology onto our existing platforms and maintaining the security standards for such technology consistent with our other services;
- potential unknown liabilities associated with the acquired businesses;
- unanticipated expenses related to acquired technology and its integration into our existing technology;
- negative impact to our results of operations because of the depreciation and amortization of amounts related to acquired intangible assets, fixed assets and deferred compensation, and the loss of acquired deferred revenue and unbilled deferred revenue;
- delays in customer purchases due to uncertainty related to any acquisition;
- the need to implement controls, procedures and policies at the acquired company;
- challenges caused by distance, language and cultural differences;
- in the case of foreign acquisitions, the challenges associated with integrating operations across different cultures and languages and any currency and regulatory risks associated with specific countries; and
- the tax effects of any such acquisitions.

Any of these risks could harm our business. In addition, if we finance acquisitions by issuing equity or convertible or other debt securities or loans, our existing stockholders may be diluted, or we could face constraints related to the terms of and repayment obligation related to the incurrence of indebtedness that could affect the market price of our common stock.

Our quarterly results are likely to fluctuate and our stock price and the value of our common stock could decline substantially.

Our quarterly results are likely to fluctuate. For example, our fiscal fourth quarter has historically been our strongest quarter for new business and renewals. The year-over-year compounding effect of this seasonality in billing patterns and overall new business and renewal activity causes the value of invoices that we generate in the fourth quarter to continually increase in proportion to our billings in the other three quarters of our fiscal year. As a result, our fiscal first quarter is our largest collections and operating cash flow quarter.

Additionally, some of the important factors that may cause our revenues, operating results and cash flows to fluctuate from quarter to quarter include:

- our ability to retain and increase sales to existing customers, attract new customers and satisfy our customers' requirements;
- the attrition rates for our services;
- the amount and timing of operating costs and capital expenditures related to the operations and expansion of our business;
- changes in deferred revenue and unbilled deferred revenue balances, which are not reflected in the balance sheet, due to seasonality, the compounding effects of renewals, invoice duration, size and timing, new business linearity between

quarters and within a quarter and fluctuations due to foreign currency movements;

- changes in foreign currency exchange rates;

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- the number of new employees;
- changes in our pricing policies and terms of contracts, whether initiated by us or as a result of competition;
- the cost, timing and management effort for the introduction of new features to our services;
- the costs associated with acquiring new businesses and technologies and the follow-on costs of integration and consolidating the results of acquired businesses;
- the rate of expansion and productivity of our sales force;
- the length of the sales cycle for our services;
- new product and service introductions by our competitors;
- our success in selling our services to large enterprises;
- evolving regulations of cloud computing and cross-border data transfer restrictions and similar regulations;
- variations in the revenue mix of editions of our services;
- technical difficulties or interruptions in our services;
- expenses related to our real estate, our office leases and our data center capacity and expansion;
- changes in interest rates and our mix of investments, which would impact the return on our investments in cash and marketable securities;
- conditions, particularly sudden changes, in the financial markets, which have impacted and may continue to impact the value of and liquidity of our investment portfolio;
- income tax effects;
- our ability to realize benefits from strategic partnerships, acquisition or investments;
- other than temporary impairments in the value of our strategic investments in early-to-late stage privately held companies, which could be material in a particular quarter;
- expenses related to significant, unusual or discrete events, which are recorded in the period in which the events occur;
- general economic conditions, which may adversely affect either our customers’ ability or willingness to purchase additional subscriptions or upgrade their services, or delay a prospective customer's purchasing decision, reduce the value of new subscription contracts, or affect attrition rates;
- timing of additional investments in our enterprise cloud computing application and platform services and in our consulting services;
- regulatory compliance costs;
- changes in payment terms and the timing of customer payments and payment defaults by customers;
- extraordinary expenses such as litigation or other dispute-related settlement payments;
- the impact of new accounting pronouncements;
- equity issuances, including as consideration in acquisitions or due to the conversion of our outstanding convertible notes at the election of the note holders;
- the timing of stock awards to employees and the related adverse financial statement impact of having to expense those stock awards on a straight-line basis over their vesting schedules;
- the timing of commission, bonus, and other compensation payments to employees; and
- the timing of payroll and other withholding tax expenses, which are triggered by the payment of bonuses and when employees exercise their vested stock awards.

Many of these factors are outside of our control, and the occurrence of one or more of them might cause our operating results to vary widely. As such, we believe that historical quarter-to-quarter comparisons of our revenues, operating results, changes in our deferred revenue and unbilled deferred revenue balances and cash flows may not be meaningful and should not be relied upon as an indication of future performance.

Additionally, if we fail to meet or exceed the expectations of securities analysts and investors, or if one or more of the securities analysts who cover us adversely change their recommendation regarding our stock, the market price of our common stock could decline. Moreover, our stock price may be based on expectations, estimates and forecasts of our future performance that may be unrealistic or that may not be met. Further, our stock price may fluctuate based on reporting by the financial media, including television, radio and press reports and blogs.

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If we experience significant fluctuations in our rate of anticipated growth and fail to balance our expenses with our revenue forecasts, our results could be harmed.

Due to the pace of change and innovation in enterprise cloud computing services and the unpredictability of future general economic and financial market conditions and the impact of foreign currency exchange rate fluctuations, we may not be able to accurately forecast our rate of growth. We plan our expense levels and investment on estimates of future revenue and future anticipated rate of growth. We may not be able to adjust our spending appropriately if the addition of new subscriptions or the renewals of existing subscriptions fall short of our expectations. A portion of our expenses may also be fixed in nature for some minimum amount of time, such as with a data center contract or office lease, so it may not be possible to reduce costs in a timely manner or without the payment of fees to exit certain obligations early. As a result, we expect that our revenues, operating results and cash flows may fluctuate significantly on a quarterly basis. Our recent revenue growth rates may not be sustainable and may decline in the future. We believe that historical period-to-period comparisons of our revenues, operating results and cash flows may not be meaningful and should not be relied upon as an indication of future performance.

Our efforts to expand our services beyond the CRM market and to develop our existing services in order to keep pace with technological developments may not succeed and may reduce our revenue growth rate and harm our business.

We derive substantially all of our revenue from subscriptions to our CRM enterprise cloud computing application services, and we expect this will continue for the foreseeable future. The markets for our Analytics, Communities and Internet of Things Clouds remain relatively new and it is uncertain whether our efforts will ever result in significant revenue for us. Further, the introduction of significant platform changes and upgrades, including our conversion to our new Lightning platform, and introduction of new services beyond the CRM market, may not be successful, and early stage interest and adoption of such new services may not result in long term success or significant revenue for us. Our efforts to expand our services beyond the CRM market may not succeed and may reduce our revenue growth rate.

Additionally, if we are unable to develop enhancements to and new features for our existing or new services that keep pace with rapid technological developments, our business will be harmed. The success of enhancements, new features and services depends on several factors, including the timely completion, introduction and market acceptance of the feature, service or enhancement. Failure in this regard may significantly impair our revenue growth. In addition, because our services are designed to operate on a variety of network hardware and software platforms using a standard browser, we will need to continuously modify and enhance our services to keep pace with changes in Internet-related hardware, software, communication, browser and database technologies. We may not be successful in either developing these modifications and enhancements or in bringing them to market timely. Furthermore, uncertainties about the timing and nature of new network platforms or technologies, or modifications to existing platforms or technologies, could increase our research and development or service delivery expenses. Any failure of our services to operate effectively with future network platforms and technologies could reduce the demand for our services, result in customer dissatisfaction and harm our business.

Additionally, if we fail to anticipate or identify significant Internet-related and other technology trends and developments early enough, or if we do not devote appropriate resources to adapting to such trends and developments, our business could be harmed.

Sales to customers outside the United States expose us to risks inherent in international sales.

We sell our services throughout the world and are subject to risks and challenges associated with international business. Historically, sales in Europe and Asia Pacific together have represented approximately 30 percent of our total revenues, and we intend to continue to expand our international sales efforts. The risks and challenges associated with sales to customers outside the United States include:

- localization of our services, including translation into foreign languages and associated expenses;
- laws and business practices favoring local competitors;
- pressure on the creditworthiness of sovereign nations, particularly in Europe, where we have customers and a balance of our cash, cash equivalents and marketable securities;
- liquidity issues or political actions by sovereign nations, which could result in decreased values of these balances;
- foreign currency fluctuations and controls;
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compliance with multiple, conflicting and changing governmental laws and regulations, including employment, tax, privacy, anti-corruption, import/export, antitrust, data transfer, storage and protection, and industry-specific laws and regulations, including rules related to compliance by our third-party resellers;

- regional data privacy laws and other regulatory requirements that apply to outsourced service providers and to the transmission of our customers' data across international borders;

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- treatment of revenue from international sources and changes to tax codes, including being subject to foreign tax laws and being liable for paying withholding income or other taxes in foreign jurisdictions;
- different pricing environments;
- difficulties in staffing and managing foreign operations;
- different or lesser protection of our intellectual property;
- longer accounts receivable payment cycles and other collection difficulties;
- natural disasters, acts of war, terrorism, pandemics or security breaches; and
- regional economic and political conditions.

Any of these factors could negatively impact our business and results of operations.

Additionally, our international subscription fees are paid either in U.S. dollars or local currency. As a result, fluctuations in the value of the U.S. dollar and foreign currencies may make our services more expensive for international customers, which could harm our business.

Because we recognize revenue from subscriptions for our services over the term of the subscription, downturns or upturns in new business may not be immediately reflected in our operating results.

We generally recognize revenue from customers ratably over the terms of their subscription agreements, which are typically 12 to 36 months. As a result, most of the revenue we report in each quarter is the result of subscription agreements entered into during previous quarters. Consequently, a decline in new or renewed subscriptions in any one quarter may not be reflected in our revenue results for that quarter. Any such decline, however, will negatively affect our revenue in future quarters. Accordingly, the effect of significant downturns in sales and market acceptance of our services, and potential changes in our attrition rate, may not be fully reflected in our results of operations until future periods. Our subscription model also makes it difficult for us to rapidly increase our revenue through additional sales in any period, as revenue from new customers must be recognized over the applicable subscription term.

If our customers do not renew their subscriptions for our services or reduce the number of paying subscriptions at the time of renewal, our revenue will decline and our business will suffer. If we cannot accurately predict subscription renewals or upgrade rates, we may not meet our revenue targets which may adversely affect the market price of our common stock.

Our customers have no obligation to renew their subscriptions for our services after the expiration of their initial subscription period, which is typically 12 to 36 months, and in the normal course of business, some customers have elected not to renew. In addition, our customers may renew for fewer subscriptions, renew for shorter contract lengths, or switch to lower cost offerings of our services. We cannot accurately predict attrition rates given our varied customer base of enterprise and small and medium size business customers and the number of multi-year subscription contracts. Our attrition rates may increase or fluctuate as a result of a number of factors, including customer dissatisfaction with our services, customers’ spending levels, decreases in the number of users at our customers, pricing increases or changes and deteriorating general economic conditions.

Our future success also depends in part on our ability to sell additional features and services, more subscriptions or enhanced editions of our services to our current customers. This may also require increasingly sophisticated and costly sales efforts that are targeted at senior management. Similarly, the rate at which our customers purchase new or enhanced services depends on a number of factors, including general economic conditions and that our customers do not react negatively to any price changes related to these additional features and services. If our efforts to upsell to our customers are not successful our business may suffer.

If the market for our technology delivery model and enterprise cloud computing services develops more slowly than we expect, our business could be harmed.

Our success depends on the willingness of third-party developers to build applications that are complementary to our services. Without the development of these applications, both current and potential customers may not find our services sufficiently attractive. In addition, for those customers who authorize a third-party technology partner access to their data, we do not provide any warranty related to the functionality, security and integrity of the data transmission or processing. Despite contract provisions to protect us, customers may look to us to support and provide warranties for the third-party applications, which may expose us to potential claims, liabilities and obligations for applications we did not develop or sell, all of which could harm our business.

We are exposed to fluctuations in currency exchange rates that could negatively impact our financial results and cash flows from changes in the value of the U.S. Dollar versus local currencies.

We conduct our business in the following locations: United States, Europe, Canada, Asia Pacific and Japan. The expanding global scope of our business exposes us to risk of fluctuations in foreign currency markets. This exposure is the

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result of selling in multiple currencies, growth in our international investments, including data center expansion, additional headcount in foreign locations, and operating in countries where the functional currency is the local currency. Specifically, our results of operations and cash flows are subject to fluctuations in the following currencies: the Euro, British Pound Sterling, Canadian Dollar, Australian Dollar and Japanese Yen against the U.S. Dollar. These exposures may change over time as business practices evolve and economic conditions change. The fluctuations of currencies in which we conduct business can both increase and decrease our overall revenue and expenses for any given fiscal period. Such volatility, even when it increases our revenues or decreases our expenses, impacts our ability to accurately predict our future results and earnings.

Supporting our existing and growing customer base could strain our personnel resources and infrastructure, and if we are unable to scale our operations and increase productivity, we may not be able to successfully implement our business plan.

We continue to experience significant growth in our customer base and personnel, which has placed a strain on our management, administrative, operational and financial infrastructure. We anticipate that additional investments in our internal infrastructure, data center capacity, research, customer support and development, and real estate spending will be required to scale our operations and increase productivity, to address the needs of our customers, to further develop and enhance our services, to expand into new geographic areas, and to scale with our overall growth. The additional investments we are making will increase our cost base, which will make it more difficult for us to offset any future revenue shortfalls by reducing expenses in the short term.

We regularly upgrade or replace our various software systems. If the implementations of these new applications are delayed, or if we encounter unforeseen problems with our new systems or in migrating away from our existing applications and systems, our operations and our ability to manage our business could be negatively impacted.

Our success will depend in part upon the ability of our senior management to manage our projected growth effectively. To do so, we must continue to increase the productivity of our existing employees and to hire, train and manage new employees as needed. To manage the expected domestic and international growth of our operations and personnel, we will need to continue to improve our operational, financial and management controls, our reporting systems and procedures, and our utilization of real estate. If we fail to successfully scale our operations and increase productivity, we will be unable to execute our business plan.

As more of our sales efforts are targeted at larger enterprise customers, our sales cycle may become more time-consuming and expensive, we may encounter pricing pressure and implementation and customization challenges, and we may have to delay revenue recognition for some complex transactions, all of which could harm our business and operating results.

As we target more of our sales efforts at larger enterprise customers, including governmental entities, we may face greater costs, longer sales cycles, greater competition and less predictability in completing some of our sales. In this market segment, the customer’s decision to use our services may be an enterprise-wide decision and, if so, these types of sales would require us to provide greater levels of education regarding the use and benefits of our services, as well as education regarding privacy and data protection laws and regulations to prospective customers with international operations. In addition, larger customers and governmental entities may demand more customization, integration services and features. As a result of these factors, these sales opportunities may require us to devote greater sales support and professional services resources to individual customers, driving up costs and time required to complete sales and diverting our own sales and professional services resources to a smaller number of larger transactions, while potentially requiring us to delay revenue recognition on some of these transactions until the technical or implementation requirements have been met.

Pricing and packaging strategies for enterprise and other customers for subscriptions to our existing and future service offerings may not be widely accepted by other new or existing customers. Our adoption of such new pricing and packaging strategies may harm our business.

For large enterprise customers, professional services may also be performed by a third party or a combination of our own staff and a third party. Our strategy is to work with third parties to increase the breadth of capability and depth of capacity for delivery of these services to our customers. If a customer is not satisfied with the quality of work performed by us or a third party or with the type of services or solutions delivered, then we could incur additional costs to address the situation, the profitability of that work might be impaired, and the customer's dissatisfaction with our services could damage our ability to obtain additional work from that customer. In addition, negative publicity related to our customer relationships, regardless of its accuracy, may further damage our business by affecting our ability to compete for new business with current and prospective customers.

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We have been and may in the future be sued by third parties for various claims including alleged infringement of proprietary rights.

We are involved in various legal matters arising from the normal course of business activities. These may include claims, suits, government investigations and other proceedings involving alleged infringement of third-party patents and other intellectual property rights, commercial, corporate and securities, labor and employment, class actions, wage and hour, and other matters.

The software and Internet industries are characterized by the existence of a large number of patents, trademarks and copyrights and by frequent litigation based on allegations of infringement or other violations of intellectual property rights. We have received in the past and may receive in the future communications from third parties, including practicing entities and non-practicing entities, claiming that we have infringed their intellectual property rights.

In addition, we have been, and may in the future be, sued by third parties for alleged infringement of their claimed proprietary rights. For example, during fiscal 2015, we received a communication from a large technology company alleging that we infringed certain of its patents. While we continue to analyze this claim and no litigation has been filed to date, there can be no assurance that this claim will not lead to litigation in the future. Our technologies may be subject to injunction if they are found to infringe the rights of a third party or we may be required to pay damages, or both. Further, many of our subscription agreements require us to indemnify our customers for third-party intellectual property infringement claims, which would increase the cost to us of an adverse ruling on such a claim.

The outcome of any claims or litigation, regardless of the merits, is inherently uncertain. Any claims and lawsuits, and the disposition of such claims and lawsuits, whether through settlement or licensing discussions, or litigation, could be time-consuming and expensive to resolve, divert management attention from executing our business plan, result in efforts to enjoin our activities, lead to attempts on the part of other parties to pursue similar claims and, in the case of intellectual property claims, require us to change our technology, change our business practices, pay monetary damages or enter into short- or long-term royalty or licensing agreements.

Any adverse determination related to intellectual property claims or other litigation could prevent us from offering our services to others, could be material to our financial condition or cash flows, or both, or could otherwise adversely affect our operating results. In addition, depending on the nature and timing of any such dispute, an unfavorable resolution of a legal matter could materially affect our future results of operations or cash flows or both of a particular quarter.

In addition, our exposure to risks associated with various claims, including the use of intellectual property, may be increased as a result of acquisitions of other companies. For example, we may have a lower level of visibility into the development process with respect to intellectual property or the care taken to safeguard against infringement risks with respect to the acquired company or technology. In addition, third parties may make infringement and similar or related claims after we have acquired technology that had not been asserted prior to our acquisition.

Any failure to protect our intellectual property rights could impair our ability to protect our proprietary technology and our brand.

If we fail to protect our intellectual property rights adequately, our competitors may gain access to our technology, and our business may be harmed. In addition, defending our intellectual property rights may entail significant expense. Any of our patents, trademarks or other intellectual property rights may be challenged by others or invalidated through administrative process or litigation. While we have some U.S. patents and many U.S. and international patent applications pending, we may be unable to obtain patent protection for the technology covered in our patent applications or the patent protection may not be obtained quickly enough to meet our business needs. In addition, our existing patents and any patents issued in the future may not provide us with competitive advantages, or may be successfully challenged by third parties. Furthermore, legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain, and we also may face proposals to change the scope of protection for some intellectual property rights in the U.S. Effective patent, trademark, copyright and trade secret protection may not be available to us in every country in which our services are available. The laws of some foreign countries may not be as protective of intellectual property rights as those in the U.S., and mechanisms for enforcement of intellectual property rights may be inadequate. Also, our involvement in standard setting activity or the need to obtain licenses from others may require us to license our intellectual property. Accordingly, despite our efforts, we

may be unable to prevent third parties from using our intellectual property.
We may be required to spend significant resources to monitor and protect our intellectual property rights and we may conclude that in at least some instances the benefits of protecting our intellectual property rights may be outweighed by the expense. We may initiate claims or litigation against third parties for infringement of our proprietary rights or to establish the validity of our proprietary rights. Any litigation, whether or not it is resolved in our favor, could result in significant expense to us and divert the efforts of our technical and management personnel.

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Our continued success depends on our ability to maintain and enhance our brands.
We believe that the brand identities we have developed have significantly contributed to the success of our business. Maintaining and enhancing the Salesforce brand and our other brands are critical to expanding our base of customers, partners and employees. Our brand strength will depend largely on our ability to remain a technology leader and continue to provide high-quality innovative products, services, and features. In order to maintain and enhance our brands, we may be required to make substantial investments that may later prove to be unsuccessful. In addition, positions the Company takes on social issues may be unpopular with some customers or potential customers, which may impact our ability to attract or retain such customers. If we fail to maintain and enhance our brands, or if we incur excessive expenses in our efforts to do so, our business, operating results and financial condition may be materially and adversely affected.
We may lose key members of our management team or development and operations personnel, and may be unable to attract and retain employees we need to support our operations and growth.
Our success depends substantially upon the continued services of our executive officers and other key members of management, particularly our Chief Executive Officer. From time to time, there may be changes in our executive management team resulting from the hiring or departure of executives. Such changes in our executive management team may be disruptive to our business. We are also substantially dependent on the continued service of our existing development and operations personnel because of the complexity of our services and technologies. We do not have employment agreements with any of our executive officers, key management, development or operations personnel and they could terminate their employment with us at any time. The loss of one or more of our key employees or groups could seriously harm our business.
In the technology industry, there is substantial and continuous competition for engineers with high levels of experience in designing, developing and managing software and Internet-related services, as well as competition for sales executives and operations personnel. We may not be successful in attracting and retaining qualified personnel. We have from time to time experienced, and we expect to continue to experience, difficulty in hiring and retaining highly skilled employees with appropriate qualifications. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business and future growth prospects could be severely harmed.
In addition, we believe in the importance of our corporate culture, or Aloha spirit, which fosters dialogue, collaboration, recognition and a sense of family. As our organization grows, we may find it increasingly difficult to maintain the beneficial aspects of our corporate culture. This could negatively impact our future success.
Any failure in our delivery of high-quality technical support services may adversely affect our relationships with our customers and our financial results.
Our customers depend on our support organization to resolve technical issues relating to our applications. We may be unable to respond quickly enough to accommodate short-term increases in customer demand for support services. Increased customer demand for these services, without corresponding revenues, could increase costs and adversely affect our operating results. In addition, our sales process is highly dependent on our applications and business reputation and on positive recommendations from our existing customers. Any failure to maintain high-quality technical support, or a market perception that we do not maintain high-quality support, could adversely affect our reputation, our ability to sell our enterprise cloud computing solutions to existing and prospective customers, and our business, operating results and financial position.
Periodic changes to our sales organization can be disruptive and may reduce our rate of growth.
We periodically change and make adjustments to our sales organization in response to market opportunities, competitive threats, management changes, product introductions or enhancements, acquisitions, sales performance, increases in sales headcount, cost levels and other internal and external considerations. Any such future sales organization changes may result in a temporary reduction of productivity, which could negatively affect our rate of growth. In addition, any significant change to the way we structure our compensation of our sales organization may be disruptive and may affect our revenue growth.
Unanticipated changes in our effective tax rate and additional tax liabilities may impact our financial results.
We are subject to income taxes in the United States and various jurisdictions outside of the United States. Our effective tax rate could fluctuate due to changes in the mix of earnings and losses in countries with differing statutory

tax rates. Our tax expense could also be impacted by changes in non-deductible expenses, changes in excess tax benefits related to exercises and vesting of stock-based expense, changes in the valuation of deferred tax assets and liabilities and our ability to utilize them and the applicability of withholding taxes.

We are subject to tax examinations in multiple jurisdictions. While we regularly evaluate new information that may change our judgment resulting in recognition, derecognition or change in measurement of a tax position taken, there can be no assurance that the final determination of any examinations will not have an adverse effect on our operating results and financial position.

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Our tax provision could also be impacted by changes in U.S federal and state or international tax laws applicable to corporate multinationals such as the legislation recently enacted in the United Kingdom and Australia, other fundamental law changes currently being considered by many countries and changes in taxing jurisdictions' administrative interpretations, decisions, policies and positions. Additionally, the Organisation for Economic Co-Operation and Development recently released final guidance covering various topics, including transfer pricing, country-by-country reporting and definitional changes to permanent establishment which could ultimately impact our tax liabilities.
We may also be subject to additional tax liabilities due to changes in non-income taxes resulting from changes in federal, state or international tax laws, changes in taxing jurisdictions' administrative interpretations, decisions, policies, and positions, results of tax examinations, settlements or judicial decisions, changes in accounting principles, changes to the business operations, including acquisitions, as well as the evaluation of new information that results in a change to a tax position taken in a prior period.
Our debt service obligations and operating lease commitments may adversely affect our financial condition and cash flows from operations.
We have a high level of debt, including the 0.25% convertible senior notes we issued in March 2013 (the "0.25% Senior Notes") due April 1, 2018, the loan we assumed when we purchased 50 Fremont, and capital lease arrangements. Additionally, we have significant contractual commitments in operating lease arrangements, which are not reflected on our consolidated balance sheets. In addition, we have a financing obligation for a leased facility of which we are deemed the owner for accounting purposes. Finally, we have a revolving credit facility under which we can draw down up to $650.0 million. As of January 31, 2016, we had no outstanding borrowings under this credit facility. Our maintenance of this indebtedness and any additional issuance of indebtedness could:

- impair our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, general corporate or other purposes;
- cause us to dedicate a substantial portion of our cash flows from operations towards debt service obligations and principal repayments;
- make us more vulnerable to downturns in our business, our industry or the economy in general; and
- due to limitations within the revolving credit facility covenants, restrict our ability to incur additional indebtedness, grant liens, merge or consolidate, dispose of assets, make investments, make acquisitions, enter into transactions with affiliates, pay dividends or make distributions, repurchase stock and enter into restrictive agreements, as defined in the credit agreement.

Our ability to meet our expenses and debt obligations will depend on our future performance, which will be affected by financial, business, economic, regulatory and other factors. We will not be able to control many of these factors, such as economic conditions and governmental regulations. Further, our operations may not generate sufficient cash to enable us to service our debt or contractual obligations resulting from our leases. If we fail to make a payment on our debt, we could be in default on such debt. If we are at any time unable to generate sufficient cash flows from operations to service our indebtedness when payment is due, we may be required to attempt to renegotiate the terms of the instruments relating to the indebtedness, seek to refinance all or a portion of the indebtedness or obtain additional financing. There can be no assurance that we would be able to successfully renegotiate such terms, that any such refinancing would be possible or that any additional financing could be obtained on terms that are favorable or acceptable to us.
A failure to comply with the covenants and other provisions of our outstanding debt could result in events of default under such instruments, which could permit acceleration of all of our notes and borrowings under our revolving credit facility. Any required repayment of our notes or revolving credit facility as a result of a fundamental change or other acceleration would lower our current cash on hand such that we would not have those funds available for use in our business.
The new lease accounting guidance places operating lease activity on our consolidated balance sheet in fiscal 2020, which results in an increase in both our assets and financing obligations. The implementation of this guidance may impact our ability to obtain the necessary financing from financial institutions at commercially viable rates or at all as

this new guidance will result in a higher financing obligation on our consolidated balance sheet.

Weakened global economic conditions may adversely affect our industry, business and results of operations.

Our overall performance depends in part on worldwide economic conditions. The United States and other key international economies have experienced cyclical downturns from time to time in which economic activity was impacted by falling demand for a variety of goods and services, restricted credit, poor liquidity, reduced corporate profitability, volatility in credit, equity and foreign exchange markets, bankruptcies and overall uncertainty with respect to the economy. These conditions affect the rate of information technology spending and could adversely affect our customers' ability or willingness to purchase our enterprise cloud computing services, delay prospective customers' purchasing decisions, reduce the value or duration of their subscription contracts, or affect attrition rates, all of which could adversely affect our operating results.

Natural disasters and other events beyond our control could materially adversely affect us.

Natural disasters or other catastrophic events may cause damage or disruption to our operations, international commerce and the global economy, and thus could have a strong negative effect on us. Our business operations are subject to interruption by natural disasters, fire, power shortages, pandemics and other events beyond our control. Although we maintain crisis management and disaster response plans, such events could make it difficult or impossible for us to deliver our services to our customers, and could decrease demand for our services. The majority of our research and development activities, corporate headquarters, information technology systems, and other critical business operations, are located near major seismic faults in the San Francisco Bay Area. Because we do not carry earthquake insurance for direct quake-related losses, with the exception of the building that we own in San Francisco, and significant recovery time could be required to resume operations, our financial condition and operating results could be materially adversely affected in the event of a major earthquake or catastrophic event.

Risks Relating to Our Convertible Senior Notes and Our Common Stock

The market price of our common stock is likely to be volatile and could subject us to litigation.

The trading prices of the securities of technology companies have been highly volatile. Accordingly, the market price of our notes and common stock has been and is likely to continue to be subject to wide fluctuations. Factors affecting the market price of our notes and common stock include:

- variations in our operating results, earnings per share, cash flows from operating activities, deferred revenue, year-over-year growth rates for individual core service offerings and other financial metrics and non-financial metrics, and how those results compare to analyst expectations;
- variations in, and limitations of, the various financial and other metrics and modeling used by analysts in their research and reports about our business;
- forward-looking guidance to industry and financial analysts related to future revenue and earnings per share;
- changes in the estimates of our operating results or changes in recommendations by securities analysts that elect to follow our common stock;
- announcements of technological innovations, new services or service enhancements, strategic alliances or significant agreements by us or by our competitors;
- announcements by us or by our competitors of mergers or other strategic acquisitions, or rumors of such transactions involving us or our competitors;
- announcements of customer additions and customer cancellations or delays in customer purchases;
- recruitment or departure of key personnel;
- disruptions in our service due to computer hardware, software, network or data center problems;
- the economy as a whole, market conditions in our industry and the industries of our customers;
- trading activity by a limited number of stockholders who together beneficially own a significant portion of our outstanding common stock;
- the issuance of shares of common stock by us, whether in connection with an acquisition, a capital raising transaction or upon conversion of some or all of our outstanding convertible senior notes; and
- issuance of debt or other convertible securities.

In addition, if the market for technology stocks or the stock market in general experiences uneven investor confidence, the market price of our notes and common stock could decline for reasons unrelated to our business, operating results or financial condition. The market price of our notes and common stock might also decline in reaction to events that affect other companies within, or outside, our industry even if these events do not directly affect us. Some companies that have experienced

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volatility in the trading price of their stock have been the subject of securities class action litigation. If we are the subject of such litigation, it could result in substantial costs and a diversion of management's attention and resources.

We may issue additional shares of our common stock or instruments convertible into shares of our common stock, including in connection with the conversion of the notes, and thereby materially and adversely affect the market price of our common stock and the trading price of the notes.

We are not restricted from issuing additional shares of our common stock or other instruments convertible into, or exchangeable or exercisable for, shares of our common stock during the life of the notes. If we issue additional shares of our common stock or instruments convertible into shares of our common stock, it may materially and adversely affect the market price of our common stock and, in turn, the trading price of the notes. In addition, the conversion of some or all of the notes may dilute the ownership interests of existing holders of our common stock, and any sales in the public market of any shares of our common stock issuable upon such conversion of the notes could adversely affect the prevailing market price of our common stock. In addition, the potential conversion of the notes could depress the market price of our common stock.

We may not have the ability to raise the funds necessary to pay the amount of cash due upon conversion of the notes or the fundamental change purchase price due when a holder submits its notes for purchase upon the occurrence of a fundamental change.

Upon the occurrence of a fundamental change, holders of the notes may require us to purchase, for cash, all or a portion of their notes. In addition, if a holder converts its notes, we will generally pay such holder an amount of cash before delivering to such holder any shares of our common stock.

There can be no assurance that we will have sufficient financial resources, or will be able to arrange financing, to pay the fundamental change purchase price if holders submit their notes for purchase by us upon the occurrence of a fundamental change or to pay the amount of cash due if holders surrender their notes for conversion. In addition, agreements governing any future debt may restrict our ability to make each of the required cash payments even if we have sufficient funds to make them. Furthermore, our ability to purchase the notes or to pay cash upon the conversion of the notes may be limited by law or regulatory authority. If we fail to purchase the notes, to pay interest due on, or to pay the amount of cash due upon conversion, we will be in default under the indenture, which in turn may result in the acceleration of other indebtedness we may then have. If the repayment of the other indebtedness were to be accelerated, we may not have sufficient funds to repay that indebtedness and to purchase the notes or to pay the amount of cash due upon conversion. Our inability to pay for the notes that are tendered for purchase or upon conversion could result in note holders receiving substantially less than the principal amount of the notes, which could harm our reputation, financing opportunities and our business.

The fundamental change provisions may delay or prevent an otherwise beneficial takeover attempt of us.

The fundamental change purchase rights will allow holders of the notes to require us to purchase all or a portion of their notes upon the occurrence of a fundamental change. The provisions requiring an increase to the conversion rate for conversions in connection with a make-whole fundamental change may, in certain circumstances, delay or prevent a takeover of us and the removal of incumbent management that might otherwise be beneficial to investors.

The convertible note hedges and warrant transactions may affect the trading price of the notes and the market price of our common stock.

We entered into privately negotiated convertible note hedge transactions with certain hedge counterparties concurrently with the pricing of the notes. We also entered into privately negotiated warrant transactions with the hedge counterparties. Taken together, the convertible note hedge transactions and the warrant transactions are expected, but not guaranteed, to reduce the potential dilution with respect to our common stock upon conversion of the notes. If, however, the price of our common stock, as measured under the terms of the warrant transactions, exceeds the exercise price of the warrant transactions, the warrant transactions will have a dilutive effect on our earnings per share to the extent that the price of our common stock as measured under the warrant transactions exceeds the strike price of the warrant transactions.

The hedge counterparties and their respective affiliates periodically modify their hedge positions from time to time following the pricing of the notes (and are particularly likely to do so during any observation period relating to a conversion of the notes) by entering into or unwinding various over-the-counter derivative transactions with respect to our common stock, or by purchasing or selling shares of our common stock or the notes in privately negotiated transactions or open market transactions. The effect, if any, of these transactions and activities on the market price of our common stock or the trading price of the notes will depend in part on market conditions and cannot be ascertained at this time. Any of these activities, however, could adversely affect the market price of our common stock and the trading price of the notes.

We do not make any representation or prediction as to the direction or magnitude of any potential effect that the transactions described above may have on the price of the notes or our common stock. In addition, we do not make any representation that the counterparties to those transactions will engage in these transactions or activities or that these transactions and activities, once commenced, will not be discontinued without notice; the counterparties or their affiliates may

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choose to engage in, or discontinue engaging in, any of these transactions or activities with or without notice at any time, and their decisions will be in their sole discretion and not within our control.

We are subject to counterparty risk with respect to the convertible note hedge transactions.

The hedge counterparties are financial institutions or affiliates of financial institutions, and we will be subject to the risk that these hedge counterparties may default under the convertible note hedge transactions. Our exposure to the credit risk of the hedge counterparties will not be secured by any collateral. If one or more of the hedge counterparties to one or more of our convertible note hedge transactions becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at the time under those transactions. Our exposure will depend on many factors but, generally, the increase in our exposure will be correlated to the increase in our stock price and the volatility of our stock. In addition, upon a default by one of the hedge counterparties, we may suffer adverse tax consequences and dilution with respect to our common stock. We can provide no assurances as to the financial stability or viability of any of the hedge counterparties.

Provisions in our amended and restated certificate of incorporation and bylaws and Delaware law might discourage, delay or prevent a change of control of our company or changes in our management and, therefore, depress the market price of our common stock.

Our amended and restated certificate of incorporation and bylaws contain provisions that could depress the market price of our common stock by acting to discourage, delay or prevent a change in control of our company or changes in our management that the stockholders of our company may deem advantageous. These provisions among other things:

- permit the board of directors to establish the number of directors;
- provide that directors may only be removed with the approval of holders of 66 2/3 percent of our outstanding capital stock;
- require super-majority voting to amend some provisions in our amended and restated certificate of incorporation and bylaws;
- authorize the issuance of “blank check” preferred stock that our board could use to implement a stockholder rights plan (also known as a “poison pill”);
- prohibit the ability of our stockholders to call special meetings of stockholders;
- prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;
- provide that the board of directors is expressly authorized to make, alter or repeal our bylaws; and
- establish advance notice requirements for nominations for election to our board or for proposing matters that can be acted upon by stockholders at annual stockholder meetings.

In addition, Section 203 of the Delaware General Corporation Law may discourage, delay or prevent a change in control of our company. Section 203 imposes certain restrictions on merger, business combinations and other transactions between us and holders of 15 percent or more of our common stock.

In addition, the fundamental change purchase rights applicable to the notes, which will allow note holders to require us to purchase all or a portion of their notes upon the occurrence of a fundamental change, and the provisions requiring an increase to the conversion rate for conversions in connection with a make-whole fundamental change may in certain circumstances delay or prevent a takeover of us and the removal of incumbent management that might otherwise be beneficial to investors.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

As of January 31, 2016, our executive and principal offices for sales, marketing, professional services and development consist of over 1.4 million square feet of leased and owned property in the San Francisco Bay Area. Of this total, we lease and occupy over 870,000 square feet and own and occupy over 567,000 square feet (out of the approximately 817,000 square feet of total owned space at 50 Fremont Street, San Francisco). We also lease space in various locations throughout the United States for local sales and professional services personnel. Our foreign subsidiaries lease office space in a number of countries in Europe, Canada and Asia Pacific for our international operations, primarily for local sales and professional services personnel.

In addition, we have entered into the following commitments for additional office space in the San Francisco Bay Area:

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In December 2012, we entered into a lease agreement for approximately 445,000 rentable square feet of office space at 350 Mission Street in San Francisco, California. The space rented is for the total office space available in the building, which is in the process of being constructed. As a result of our involvement during the construction period, we are considered for accounting purposes to be the owner of the construction project. We expect to begin occupying this office space beginning in our first quarter of fiscal 2017. We have excluded this square footage from the total leased space in the San Francisco Bay Area stated above.

In April 2014, we entered into a lease agreement for approximately 732,000 rentable square feet of under construction office space located in San Francisco, California. The lease payments associated with the lease will be approximately $590.0 million over the 15.5 year term of the lease, beginning in our first quarter of fiscal 2018. We do not currently occupy this property, and we have excluded this square footage from the total leased space in the San Francisco Bay Area stated above.

We operate data centers in the U.S., Europe and Asia pursuant to various co-location lease arrangements.

We believe that our existing facilities and offices are adequate to meet our current requirements. If we require additional space, we believe that we will be able to obtain such space on acceptable, commercially reasonable terms.

ITEM 3. LEGAL PROCEEDINGS

In the ordinary course of business, we are or may be involved in various legal proceedings and claims related to alleged infringement of third-party patents and other intellectual property rights, commercial, corporate and securities, labor and employment, class actions, wage and hour, and other claims. We have been, and may in the future be put on notice or sued by third parties for alleged infringement of their proprietary rights, including patent infringement.

In July 2015, we and certain of our current and former directors were named as defendants in a purported shareholder derivative action in the Superior Court for the State of California, County of San Francisco. The plaintiff filed an amended version of this derivative complaint in November 2015. The derivative complaint alleged that excessive compensation was paid to such directors for their service and included allegations of breach of fiduciary duty and unjust enrichment, and sought restitution and disgorgement of a portion of the directors' compensation as well as reform of our equity plan. Because the complaint was derivative in nature, it did not seek monetary damages from us. In February 2016, the parties agreed to dismiss the complaint with prejudice as to the plaintiff and submitted a stipulation to that effect to the Court. In March 2016, the Court entered the order of dismissal. Neither we nor the individual defendants paid any consideration to the plaintiff.

During fiscal 2015, we received a communication from a large technology company alleging that we infringed certain of its patents. We continue to analyze this claim and no litigation has been filed to date. There can be no assurance that this claim will not lead to litigation in the future. The resolution of this claim is not expected to have a material adverse effect on our financial condition, but it could be material to operating results or cash flows or both of a particular quarter.

We evaluate all claims and lawsuits with respect to their potential merits, our potential defenses and counterclaims, settlement or litigation potential and the expected effect on us. Our technologies may be subject to injunction if they are found to infringe the rights of a third party. In addition, many of our subscription agreements require us to indemnify our customers for third-party intellectual property infringement claims, which could increase the cost to us of an adverse ruling on such a claim.

The outcome of any claims or litigation, regardless of the merits, is inherently uncertain. Any claims and other lawsuits, and the disposition of such claims and lawsuits, whether through settlement or litigation, could be time-consuming and expensive to resolve, divert our attention from executing our business plan, result in efforts to enjoin our activities, lead to attempts by third parties to seek similar claims and, in the case of intellectual property claims, require us to change our technology, change our business practices, pay monetary damages or enter into short-or long-term royalty or licensing agreements.

In general, the resolution of a legal matter could prevent us from offering our service to others, could be material to our financial condition or cash flows, or both, or could otherwise adversely affect our operating results.

We make a provision for a liability relating to legal matters when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, estimated settlements, legal rulings, advice of legal counsel and other information and events pertaining to a particular matter. In our opinion, resolution of all current matters is not expected to have a material adverse impact on our consolidated results of operations, cash flows or financial position. However, depending on the nature and timing of any such dispute, an unfavorable resolution of a matter could materially affect our future results of operations or cash flows, or both, of a particular quarter.

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ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 4A. EXECUTIVE OFFICERS OF THE REGISTRANT

The following sets forth certain information regarding our current executive officers as of March 1, 2016 (in alphabetical order):

Name	Age	Position
Joe Allanson	52	Chief Accounting Officer and Corporate Controller
Marc Benioff	51	Chairman of the Board of Directors and Chief Executive Officer
Keith Block	55	Vice Chairman, President and Chief Operating Officer
Alexandre Dayon	48	President, Products
Parker Harris	49	Co-Founder
Mark Hawkins	56	Chief Financial Officer
Maria Martinez	58	President, Sales and Customer Success
Burke Norton	49	Chief Legal Officer
Cindy Robbins	43	Executive Vice President, Global Employee Success
Amy Weaver	48	Executive Vice President, General Counsel

Joe Allanson has served as our Chief Accounting Officer and Corporate Controller since February 2014 and our Senior Vice President, Chief Accountant and Corporate Controller since July 2011. Prior to that, Mr. Allanson served as our Senior Vice President, Corporate Controller since July 2007, and served in various other management positions in finance since joining Salesforce in 2003. Prior to Salesforce, Mr. Allanson spent four years at Autodesk, Inc. and three years at Chiron Corporation in key corporate finance positions. Previously, he worked at Arthur Andersen LLP for 11 years in its Audit and Business Advisory Services group. Mr. Allanson graduated from Santa Clara University with a B.S. in Accounting.

Marc Benioff co-founded Salesforce in February 1999 and has served as our Chairman of the Board of Directors since inception. He has served as our Chief Executive Officer since 2001. From 1986 to 1999, Mr. Benioff was employed at Oracle Corporation, where he held a number of positions in sales, marketing and product development, lastly as a Senior Vice President. Mr. Benioff also serves as Chairman of the Board of Directors of the Salesforce.com Foundation, and as a member of the board of trustees of the World Economic Forum. In the past five years, Mr. Benioff served as a member of the Board of Directors of Cisco Systems, Inc. Mr. Benioff received a B.S. in Business Administration from the University of Southern California, where he is also on the Board of Trustees.

Keith Block has served as our Vice Chairman, President and as a Director since joining Salesforce in June 2013. As of February 1, 2016, Mr. Block additionally became Chief Operating Officer. Prior to that, Mr. Block was employed at Oracle Corporation from 1986 to June 2012 where he held a number of positions, most recently Executive Vice President, North America. Mr. Block serves on the Board of Trustees at the Concord Museum, the Board of Trustees at Carnegie-Mellon University Heinz Graduate School and the President's Advisory Council for Carnegie-Mellon University. Mr. Block received both a B.S. in Information Systems and an M.S. in Management & Policy Analysis from Carnegie-Mellon University.

Alexandre Dayon has served as our President, Products since March 2014. Prior to that, he was President, Applications and Platform from December 2012 to March 2014, Executive Vice President, Applications from September 2011 to December 2012, Executive Vice President, Product Management from February 2010 to December 2012, and Senior Vice President, Product Management from September 2008 to January 2010. Mr. Dayon joined Salesforce through the acquisition of InStranet, a leading knowledge-base company, where he was a founder and served as CEO. Prior to InStranet, Mr. Dayon was a founding member of Business Objects SA where he led the product group for more than 10 years. Mr. Dayon, who holds several patents, is focused on creating business value out of technology disruption. Mr. Dayon holds a master's degree in electrical engineering from Ecole Supérieure d'Electricité (SUPELEC) in France.

Parker Harris co-founded Salesforce in February 1999 and has served in senior technical positions since inception. From December 2004 to February 2013, Mr. Harris served as our Executive Vice President, Technology. Prior to Salesforce, Mr. Harris was a Vice President at Left Coast Software, a Java consulting firm he co-founded, from October 1996 to February 1999. Mr. Harris received a B.A. from Middlebury College.

Mark Hawkins has served as our Chief Financial Officer and Executive Vice President since August 2014. He served as Executive Vice President and Chief Financial Officer and principal financial officer for Autodesk, Inc., a design software and

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services company, from April 2009 to July 2014. From April 2006 to April 2009, Mr. Hawkins served as Senior Vice President, Finance and Information Technology, and Chief Financial Officer of Logitech International S.A. Previously, Mr. Hawkins held various finance and business-management roles with Dell Inc. and Hewlett-Packard Company. Mr. Hawkins served on the Board of Directors of BMC Software, Inc. from May 2010 through September 2013, at which time BMC was taken private. Mr. Hawkins holds a B.A. in Operations Management from Michigan State University and an M.B.A. in Finance from the University of Colorado. He also completed the Advanced Management Program at Harvard Business School.

Maria Martinez has served as our President, Sales and Customer Success since February 2013. Prior to that, Ms. Martinez served as our Executive Vice President, Chief Growth Officer from February 2012 to February 2013 and our Executive Vice President, Customers for Life from February 2010 to February 2012. Prior to Salesforce, Ms. Martinez was at Microsoft Corporation and served as its Corporate Vice President of Worldwide Services. In addition to Microsoft, she was president and CEO of Embrace Networks, and also held senior leadership roles at Motorola, Inc. and AT&T Inc. / Bell Laboratories. Ms. Martinez received a B.S. in Electrical Engineering from the University of Puerto Rico and an M.S. in Computer Engineering from Ohio State University.

Burke Norton has served as our Chief Legal Officer since October 2011. Prior to Salesforce, Mr. Norton was Executive Vice President, General Counsel and Secretary and a member of the office of the chairman at Expedia, Inc. from October 2006 to October 2011. Previously, Mr. Norton was a partner at the law firm of Wilson Sonsini Goodrich & Rosati P.C., where he practiced corporate and securities law, representing clients in the enterprise software, telecommunications, semiconductor, life sciences, entertainment and ecommerce industries. Mr. Norton holds a J.D. from the University of California, Berkeley School of Law.

Cindy Robbins has served as our Executive Vice President, Global Employee Success since July 2015. She served as Senior Vice President, Global Employee Success from October 2014 to June 2015 and Vice President, Global Employee Success from November 2013 to September 2014. Prior to that, Ms. Robbins held various other positions in Executive Recruiting, Sales and Marketing at the Company since 2006. Ms. Robbins holds a B.S. in Political Science from Santa Clara University.

Amy Weaver has served as our Executive Vice President and General Counsel since July 2015. She served as Senior Vice President and General Counsel from October 2013 to July 2015. From December 2010 to June 2013, Ms. Weaver served as Executive Vice President and General Counsel at Univar Inc. Previously, Ms. Weaver was Senior Vice President and Deputy General Counsel at Expedia, Inc. and before that she practiced law at two global law firms. Ms. Weaver holds a B.A. in Political Science from Wellesley College and a J.D. from Harvard Law School.

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PART II

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

Market Information for Common Stock

Our common stock is traded on the New York Stock Exchange under the symbol "CRM."

The following table sets forth for the indicated periods the high and low sales prices of our common stock as reported by the New York Stock Exchange.

	High	Low
Fiscal year ending January 31, 2016		
First quarter	$74.65	$57.28
Second quarter	$75.71	$69.16
Third quarter	$78.77	$65.17
Fourth quarter	$82.14	$65.69
Fiscal year ending January 31, 2015		
First quarter	$67.00	$48.18
Second quarter	$59.49	$49.18
Third quarter	$64.60	$51.04
Fourth quarter	$64.74	$53.44

Dividend Policy

We have never paid any cash dividends on our common stock. Our board of directors currently intends to retain any future earnings to support operations and to finance the growth and development of our business and does not intend to pay cash dividends on our common stock for the foreseeable future. Any future determination related to our dividend policy will be made at the discretion of our board and if the board chooses to declare a cash dividend it will be in compliance with the consolidated leverage ratio covenant associated with our revolving credit facility.

Stockholders

As of January 31, 2016 there were 210 registered stockholders of record of our common stock, including The Depository Trust Company, which holds shares of Salesforce common stock on behalf of an indeterminate number of beneficial owners.

Securities Authorized for Issuance under Equity Compensation Plans

The information concerning our equity compensation plans is incorporated by reference herein to the section of the Proxy Statement entitled "Equity Compensation Plan Information."

Outstanding Convertible Senior Notes and Warrants

In March 2013, we issued at par value $1.15 billion of 0.25% convertible senior notes (the "0.25% Senior Notes") due April 1, 2018 and we issued 17.3 million warrants to purchase our common stock. See Note 5 "Debt" in the Notes to the Consolidated Financial Statements for more information.

Stock Performance Graph

The following shall not be deemed incorporated by reference into any of our other filings under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended.

The graph below compares the cumulative total stockholder return on our common stock with the cumulative total return on the Standard & Poor's 500 Index and the Nasdaq Computer & Data Processing Index for each of the last five fiscal years ended January 31, 2016, assuming an initial investment of $100. Data for the Standard & Poor's 500 Index and the Nasdaq Computer & Data Processing Index assume reinvestment of dividends.

The comparisons in the graph below are based upon historical data and are not indicative of, nor intended to forecast, future performance of our common stock.

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	1/31/2011	1/31/2012	1/31/2013	1/31/2014	1/31/2015	1/31/2016
salesforce.com	100.00	90.00	133.00	187.00	175.00	211.00
S&P 500 Index	100.00	102.00	116.00	139.00	155.00	151.00
Nasdaq Computer & Data Processing Index	100.00	106.00	111.00	142.00	168.00	176.00

Recent Sales of Unregistered Securities

As previously disclosed on a Form 8-K filed on December 23, 2015, the Company entered into an Agreement and Plan of Reorganization to acquire SteelBrick, Inc. ("SteelBrick"), a quote-to-cash platform. Upon closing the transaction on February 1, 2016, the Company issued 4,812,325 shares of Company common stock in exchange for the outstanding shares of SteelBrick capital stock. The issuance of shares was made in reliance on the registration exemption in Section 4(a)(2) of the Securities Act of 1933, as amended.

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ITEM 6. SELECTED FINANCIAL DATA

The following selected consolidated financial data should be read in conjunction with our audited consolidated financial statements and related notes thereto and with Management's Discussion and Analysis of Financial Condition and Results of Operations, which are included elsewhere in this Form 10-K. The consolidated statement of operations data for fiscal 2016, 2015 and 2014, and the selected consolidated balance sheet data as of January 31, 2016 and 2015 are derived from, and are qualified by reference to, the audited consolidated financial statements and are included in this Form 10-K. The consolidated statement of operations data for fiscal 2013 and 2012 and the consolidated balance sheet data as of January 31, 2014, 2013 and 2012 are derived from audited consolidated financial statements which are not included in this Form 10-K.

	Fiscal Year Ended January 31,				
(in thousands, except per share data)	2016	2015	2014	2013	2012
Consolidated Statement of Operations					
Revenues:					
Subscription and support	$6,205,599	$5,013,764	$3,824,542	$2,868,808	$2,126,234
Professional services and other	461,617	359,822	246,461	181,387	140,305
Total revenues	6,667,216	5,373,586	4,071,003	3,050,195	2,266,539
Cost of revenues (1)(2):					
Subscription and support	1,188,967	924,638	711,880	494,187	360,758
Professional services and other	465,581	364,632	256,548	189,392	128,128
Total cost of revenues	1,654,548	1,289,270	968,428	683,579	488,886
Gross profit	5,012,668	4,084,316	3,102,575	2,366,616	1,777,653
Operating expenses (1)(2):					
Research and development	946,300	792,917	623,798	429,479	295,347
Marketing and sales	3,239,824	2,757,096	2,168,132	1,614,026	1,169,610
General and administrative	748,238	679,936	596,719	433,821	347,781
Operating lease termination resulting from purchase of 50 Fremont	(36,617)	0	0	0	0
Total operating expenses	4,897,745	4,229,949	3,388,649	2,477,326	1,812,738
Income (loss) from operations	114,923	(145,633)	(286,074)	(110,710)	(35,085)
Investment income	15,341	10,038	10,218	19,562	23,268
Interest expense	(72,485)	(73,237)	(77,211)	(30,948)	(17,045)
Other expense	(15,292)	(19,878)	(4,868)	(5,698)	(4,455)
Gain on sales of land and building improvements	21,792	15,625	0	0	0
Income (loss) before benefit from (provision for) income taxes	64,279	(213,085)	(357,935)	(127,794)	(33,317)
Benefit from (provision for) income taxes	(111,705)	(49,603)	125,760	(142,651)	21,745
Net loss	$(47,426)	$(262,688)	$(232,175)	$(270,445)	$(11,572)
Net earnings per share-basic and diluted (3):					
Basic net loss per share	$(0.07)	$(0.42)	$(0.39)	$(0.48)	$(0.02)
Diluted net loss per share	$(0.07)	$(0.42)	$(0.39)	$(0.48)	$(0.02)
Shares used in computing basic net loss per share	661,647	624,148	597,613	564,896	541,208
Shares used in computing diluted net loss per share	661,647	624,148	597,613	564,896	541,208

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	Fiscal Year Ended January 31,				
(in thousands)	2016	2015	2014	2013	2012
(1) Amounts include amortization of purchased intangibles from business combinations, as follows:					
Cost of revenues	$80,918	$90,300	$109,356	$77,249	$60,069
Marketing and sales	77,152	64,673	37,179	10,922	7,250
Other non-operating expense	3,636	0	0	0	0
(2) Amounts include stock-based expenses, as follows:					
Cost of revenues	$69,443	$53,812	$45,608	$33,757	$17,451
Research and development	129,434	121,193	107,420	76,333	45,894
Marketing and sales	289,152	286,410	258,571	199,284	115,730
General and administrative	105,599	103,350	91,681	69,976	50,183

(3) Fiscal 2013 and 2012 have been adjusted to reflect the four-for-one stock split effected through a stock dividend which occurred in April 2013.

	As of January 31,				
(in thousands)	2016	2015	2014	2013	2012
Consolidated Balance Sheet Data:					
Cash, cash equivalents and marketable securities (4)	$2,725,377	$1,890,284	$1,321,017	$1,758,285	$1,447,174
(Negative) working capital (5)	(1,269,678)	(875,559)	(1,349,215)	(899,434)	(659,631)
Total assets (5)	12,770,772	10,665,127	9,112,136	5,518,794	4,164,154
Long-term obligations excluding deferred revenue (5)(6)	2,127,012	2,265,160	2,018,323	175,201	109,349
Retained earnings (deficit)	(653,271)	(605,845)	(343,157)	(110,982)	159,463
Total stockholders' equity	5,002,869	3,975,183	3,038,510	2,317,633	1,587,360

(4) Excludes the restricted cash balance of $115.0 million as of January 31, 2015.

(5) In November 2015, the FASB issued Accounting Standards Update No. 2015-17, "Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes" ("ASU 2015-17"), which simplifies the presentation of deferred income taxes by requiring all deferred tax assets and liabilities be classified as noncurrent on the balance sheet. We early adopted this standard retrospectively and reclassified all of our current deferred tax assets and liabilities to noncurrent deferred tax assets and liabilities on our consolidated balance sheets for all periods presented. As a result of the reclassifications, certain noncurrent deferred tax liabilities as of January 31, 2015, 2014, 2013, and 2012 were netted with noncurrent deferred tax assets.

(6) Long-term obligations primarily excludes deferred revenue and includes the loan assumed on 50 Fremont, the 0.75% convertible senior notes issued in January 2010, the 0.25% convertible senior notes issued in March 2013, the term loan entered into in July 2013, and the revolving credit facility entered into in October 2014. At January 31, 2015, the 0.75% notes had matured and were no longer outstanding. At January 31, 2014, 2013 and 2012, the 0.75% notes were convertible and accordingly were classified as a current liability.

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

The following discussion contains forward-looking statements, including, without limitation, our expectations and statements regarding our outlook and future revenues, expenses, results of operations, liquidity, plans, strategies and objectives of management and any assumptions underlying any of the foregoing. Our actual results may differ significantly from those projected in the forward-looking statements. Our forward-looking statements and factors that might cause future actual results to differ materially from our recent results or those projected in the forward-looking statements include, but are not limited to, those discussed in the section titled "Forward-Looking Information" and "Risk Factors" of this Annual Report on Form 10-K. Except as required by law, we assume no obligation to update the forward-looking statements or our risk factors for any reason.

Overview

We are a leading provider of enterprise cloud computing solutions, with a focus on customer relationship management, or CRM. We introduced our first CRM solution in February 2000, and we have since expanded our service offerings with new editions, solutions, features and platform capabilities.

Our mission is to help our customers transform themselves into customer-centric companies by empowering them to connect with their customers in entirely new ways. Our Customer Success Platform, including sales force automation, customer service and support, marketing automation, community management, analytics, application development, Internet of Things integration and our professional cloud services, provide the next-generation platform of enterprise applications and services to enable customer success. Key elements of our strategy include:

- strengthening our market-leading solutions;
- expanding strategic relationships with customers;
- extending distribution into new and high-growth product categories;
- expanding our world-class sales organization;
- reducing customer attrition;
- building our business in top software markets globally, which includes building partnerships that help add customers; and
- encouraging the development of third-party applications on our cloud computing platforms.

We believe the factors that will influence our ability to achieve our objectives include: our prospective customers' willingness to migrate to enterprise cloud computing services; the availability, performance and security of our service; our ability to continue to release, and gain customer acceptance of, new and improved features; our ability to successfully integrate acquired businesses and technologies; successful customer adoption and utilization of our service; acceptance of our service in markets where we have few customers; the emergence of additional competitors in our market and improved product offerings by existing and new competitors; the location of new data centers; third-party developers' willingness to develop applications on our platforms; our ability to attract new personnel and retain and motivate current personnel; and general economic conditions which could affect our customers' ability and willingness to purchase our services, delay the customers' purchasing decision or affect attrition rates.

To address these factors, we will need to, among other things, continue to add substantial numbers of paying subscriptions, upgrade our customers to fully featured versions or arrangements such as an Enterprise License Agreement, provide high quality technical support to our customers, encourage the development of third-party applications on our platforms and continue to focus on retaining customers at the time of renewal. Our plans to invest for future growth include the continuation of the expansion of our data center capacity, the hiring of additional personnel, particularly in direct sales, other customer-related areas and research and development, the expansion of domestic and international selling and marketing activities, specifically in our top markets, continuing to develop our brands, the addition of distribution channels, the upgrade of our service offerings, the development of new services such as the announcement of our Analytics Cloud, Community Cloud, and Internet of Things, or IoT, Cloud, the integration of acquired technologies, the expansion of our Marketing Cloud and App Cloud core service offerings, and the additions to our global infrastructure to support our growth.

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We also regularly evaluate acquisitions or investment opportunities in complementary businesses, joint ventures, services and technologies and intellectual property rights in an effort to expand our service offerings. We expect to continue to make such investments and acquisitions in the future and we plan to reinvest a significant portion of our incremental revenue in future periods to grow our business and continue our leadership role in the cloud computing industry. As a result of our aggressive growth plans, specifically our hiring plan and acquisition activities, we have incurred significant expenses from equity awards and amortization of purchased intangibles which have resulted in net losses on a U.S. generally accepted accounting principles ("GAAP") basis. As we continue with our growth plan, we may continue to have net losses on a GAAP basis in some future quarters. We remained focused on improving operating margins in fiscal 2016 and expect to remain similarly focused in fiscal 2017. Our operating margin for fiscal 2016 was $114.9 million compared to a $145.6 million loss during the same period a year ago.

Our typical subscription contract term is 12 to 36 months, although terms range from one to 60 months, so during any fiscal reporting period only a subset of active subscription contracts is eligible for renewal. We calculate our attrition rate as of the end of each month. Our current attrition rate calculation does not include the Marketing Cloud service offerings. Our attrition rate was between eight and nine percent during the fiscal year ended January 31, 2016, which is favorable compared to the nine to ten percent attrition rate as of January 31, 2015. We expect our attrition rate to remain in this range as we continue to expand our enterprise business and invest in customer success and related programs.

We expect marketing and sales costs, which were 49 percent of our total revenues for the fiscal year ended January 31, 2016 and 51 percent for the same period a year ago, to continue to represent a substantial portion of total revenues in the future as we seek to grow our customer base, sell more products to existing customers, and build greater brand awareness.

Fiscal Year

Our fiscal year ends on January 31. References to fiscal 2016, for example, refer to the fiscal year ending January 31, 2016.

Operating Segments

We operate as one operating segment. Operating segments are defined as components of an enterprise for which separate financial information is evaluated regularly by the chief operating decision maker, who in our case is the chief executive officer, in deciding how to allocate resources and assess performance. Over the past few years, we have completed several acquisitions. These acquisitions have allowed us to expand our offerings, presence and reach in various market segments of the enterprise cloud computing market. While we have offerings in multiple enterprise cloud computing market segments, our business operates in one operating segment because all of our offerings operate on a single platform and are deployed in an identical way, and our chief operating decision maker evaluates our financial information and resources and assesses the performance of these resources on a consolidated basis. Since we operate as one operating segment, all required financial segment information can be found in the consolidated financial statements.

Sources of Revenues

We derive our revenues from two sources: (1) subscription revenues, which are comprised of subscription fees from customers accessing our enterprise cloud computing services and from customers paying for additional support beyond the standard support that is included in the basic subscription fees; and (2) related professional services such as process mapping, project management, implementation services and other revenue. “Other revenue” consists primarily of training fees. Subscription and support revenues accounted for approximately 93 percent of our total revenues for fiscal 2016. Subscription revenues are driven primarily by the number of paying subscribers, varying service types, the price of our service and renewals. We define a “customer” as a separate and distinct buying entity (e.g., a company, a distinct business unit of a large corporation, a partnership, etc.) that has entered into a contract to access our enterprise cloud computing services. We define a “subscription” as a unique user account purchased by a customer for use by its employees or other customer-authorized users, and we refer to each such user as a “subscriber.” The number of paying subscriptions at each of our customers ranges from one to hundreds of thousands. None of our customers accounted for more than five percent of our revenues during fiscal 2016, 2015 or 2014.

Subscription and support revenues are recognized ratably over the contract terms beginning on the commencement dates of each contract. The typical subscription and support term is 12 to 36 months, although terms range from one to 60 months. Our subscription and support contracts are non-cancelable, though customers typically have the right to terminate their contracts for cause if we materially fail to perform. We generally invoice our customers in advance, in annual installments, and typical payment terms provide that our customers pay us within 30 days of invoice. Amounts that have been invoiced are recorded in accounts receivable and in deferred revenue, or in revenue depending on whether the revenue recognition criteria have been met. In general, we collect our billings in advance of the subscription service period.

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Professional services and other revenues consist of fees associated with consulting and implementation services and training. Our consulting and implementation engagements are typically billed on a time and materials basis. We also offer a number of training classes on implementing, using and administering our service that are billed on a per person, per class basis. Our typical professional services payment terms provide that our customers pay us within 30 days of invoice.

In determining whether professional services can be accounted for separately from subscription and support revenues, we consider a number of factors, which are described in "Critical Accounting Estimates—Revenue Recognition" below.

Revenue by Cloud Service Offering

We are providing the information below on a supplemental basis to give additional insight into the revenue performance of our individual core service offerings.

Subscription and support revenues consisted of the following by core service offering (in millions):

	Fiscal Year Ended January 31, 2016	Fiscal Year Ended January 31, 2015	Variance-Percent	
Sales Cloud	$2,699.0	$2,443.0	10	%
Service Cloud	1,817.8	1,320.2	38	%
App Cloud and Other	1,034.7	745.3	39	%
Marketing Cloud	654.1	505.3	29	%
Total	$6,205.6	$5,013.8		

Subscription and support revenues from the Analytics Cloud and Communities Cloud were not significant for fiscal 2016. Since the launch of IoT Cloud in September 2015, we have been piloting this offering with several enterprises. Analytics Cloud revenue is included with App Cloud and Other in the table above. Communities Cloud revenue is included in either Sales Cloud, Service Cloud or App Cloud and Other revenue depending on the primary service offering purchased.

In situations where a customer purchases multiple cloud offerings, such as through an Enterprise License Agreement, we allocate the contract value to each core service offering based on the customer's estimated product demand plan and the service that was provided at the inception of the contract. We do not update these allocations based on actual product usage during the term of the contract. We have allocated approximately 10 percent of our total subscription and support revenues for fiscal 2016 and 2015, based on customers' estimated product demand plans and these allocated amounts are included in the table above.

Additionally, some of our service offerings have similar features and functions. For example, customers may use the Sales Cloud, the Service Cloud or our App Cloud to record account and contact information, which are similar features across these core service offerings. Depending on a customer's actual and projected business requirements, more than one core service offering may satisfy the customer's current and future needs. We record revenue based on the individual products ordered by a customer, and not according to the customer's business requirements and usage. In addition, as we introduce new features and functions within each offering and refine our allocation methodology for changes in our business, we do not expect it to be practical to adjust historical revenue results by core service offering for comparability. Accordingly, comparisons of revenue performance by service offering over time may not be meaningful.

Our Sales Cloud service offering is our most widely distributed service offering and has historically been the largest contributor of subscription and support revenues. As a result, Sales Cloud has the most international exposure and foreign exchange rate exposure, relative to the other cloud service offerings. Conversely, revenue for Marketing Cloud is primarily derived from the Americas, with little impact from foreign exchange rate movement. We estimate that for fiscal 2017, subscription and support revenues from the Sales Cloud service offering will continue to be the largest contributor of subscription and support revenues, and foreign currency will continue to have a more pronounced impact on Sales Cloud subscription and support revenues than revenues from our other cloud service offerings.

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Seasonal Nature of Deferred Revenue, Accounts Receivable and Operating Cash Flow

Deferred revenue primarily consists of billings to customers for our subscription service. Over 90 percent of the value of our billings to customers is for our subscription and support service. We generally invoice our customers in annual cycles. Approximately 80 percent of all subscription and support invoices were issued with annual terms during fiscal 2016, which is consistent with fiscal 2015. Occasionally, we bill customers for their multi-year contract on a single invoice which results in an increase in noncurrent deferred revenue. We typically issue renewal invoices in advance of the renewal service period, and depending on timing, the initial invoice for the subscription and services contract and the subsequent renewal invoice may occur in different quarters. This may result in an increase in deferred revenue and accounts receivable. There is a disproportionate weighting towards annual billings in the fourth quarter, primarily as a result of large enterprise account buying patterns. Our fourth quarter has historically been our strongest quarter for new business and renewals. The year on year compounding effect of this seasonality in both billing patterns and overall new and renewal business causes the value of invoices that we generate in the fourth quarter for both new business and renewals to increase as a proportion of our total annual billings. Accordingly, because of this billing activity, our first quarter is our largest collections and operating cash flow quarter.

The sequential quarterly changes in accounts receivable, related deferred revenue and operating cash flow during the first three quarters of our fiscal year are not necessarily indicative of the billing activity that occurs in the fourth quarter as displayed below (in thousands, except unbilled deferred revenue):

	April 30, 2015	July 31, 2015	October 31, 2015	January 31, 2016
Fiscal 2016				
Accounts receivable, net	$926,381	$1,067,799	$1,060,726	$2,496,165
Deferred revenue, current and noncurrent	3,056,820	3,034,991	2,846,510	4,291,553
Operating cash flow (1)	730,857	304,411	117,907	459,410
Unbilled deferred revenue, a non-GAAP measure	6.0 bn	6.2 bn	6.7 bn	7.1 bn

	April 30, 2014	July 31, 2014	October 31, 2014	January 31, 2015
Fiscal 2015				
Accounts receivable, net	$684,155	$834,323	$794,590	$1,905,506
Deferred revenue, current and noncurrent	2,324,615	2,352,904	2,223,977	3,321,449
Operating cash flow (1)	473,087	245,893	122,511	332,223
Unbilled deferred revenue, a non-GAAP measure	4.8 bn	5.0 bn	5.4 bn	5.7 bn

	April 30, 2013	July 31, 2013	October 31, 2013	January 31, 2014
Fiscal 2014				
Accounts receivable, net	$502,609	$599,543	$604,045	$1,360,837
Deferred revenue, current and noncurrent	1,733,160	1,789,648	1,734,619	2,522,115
Operating cash flow (1)	283,189	183,183	137,859	271,238
Unbilled deferred revenue, a non-GAAP measure	3.6 bn	3.8 bn	4.2 bn	4.5 bn

(1) Operating cash flow represents net cash provided by operating activities for the three months ended in the periods stated above.

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Unbilled Deferred Revenue, a Non-GAAP Measure

The GAAP deferred revenue balance on our consolidated balance sheet does not represent the total contract value of annual or multi-year, non-cancelable subscription agreements. Unbilled deferred revenue is a non-GAAP operational measure that represents future billings under our subscription agreements that have not been invoiced and, accordingly, are not recorded in deferred revenue. Unbilled deferred revenue was approximately $7.1 billion as of January 31, 2016 and approximately $5.7 billion as of January 31, 2015. Our typical contract length is between 12 and 36 months. We expect that the amount of unbilled deferred revenue will change from quarter to quarter for several reasons, including the specific timing, duration and size of large customer subscription agreements, varying billing cycles of subscription agreements, the specific timing of customer renewals, foreign currency fluctuations, the timing of when unbilled deferred revenue is to be recognized as revenue, and changes in customer financial circumstances. For multi-year subscription agreements billed annually, the associated unbilled deferred revenue is typically high at the beginning of the contract period, zero just prior to renewal, and increases if the agreement is renewed. Low unbilled deferred revenue attributable to a particular subscription agreement is often associated with an impending renewal and may not be an indicator of the likelihood of renewal or future revenue from such customer. Accordingly, we expect that the amount of aggregate unbilled deferred revenue will change from year-to-year depending in part upon the number and dollar amount of subscription agreements at particular stages in their renewal cycle. Such fluctuations are not a reliable indicator of future revenues. Unbilled deferred revenue does not include minimum revenue commitments from indirect sales channels, as we recognize revenue, deferred revenue, and any unbilled deferred revenue upon sell-through to an end user customer.

Cost of Revenues and Operating Expenses

Cost of Revenues. Cost of subscription and support revenues primarily consists of expenses related to delivering our service and providing support, the costs of data center capacity, depreciation or operating lease expense associated with computer equipment and software, allocated overhead, amortization expense associated with capitalized software related to our services and acquired developed technologies and certain fees paid to various third parties for the use of their technology, services and data. We allocate overhead such as information technology infrastructure, rent and occupancy charges based on headcount. Employee benefit costs and taxes are allocated based upon a percentage of total compensation expense. As such, general overhead expenses are reflected in each cost of revenue and operating expense category. Cost of professional services and other revenues consists primarily of employee-related costs associated with these services, including stock-based expenses, the cost of subcontractors and allocated overhead. The cost of providing professional services is significantly higher as a percentage of the related revenue than for our enterprise cloud computing subscription service due to the direct labor costs and costs of subcontractors.

We intend to continue to invest additional resources in our enterprise cloud computing services. For example, we have invested in additional database software and we plan to increase the capacity that we are able to offer globally through data centers and third party infrastructure providers. As we acquire new businesses and technologies, the amortization expense associated with this activity will be included in cost of revenues. Additionally, as we enter into new contracts with third parties for the use of their technology, services or data, or as our sales volume grows, the fees paid to use such technology or services may increase. The timing of these additional expenses will affect our cost of revenues, both in terms of absolute dollars and as a percentage of revenues, in the affected periods.

Research and Development. Research and development expenses consist primarily of salaries and related expenses, including stock-based expenses, the costs of our development and test data center and allocated overhead. We continue to focus our research and development efforts on adding new features and services, integrating acquired technologies, increasing the functionality and security and enhancing the ease of use of our enterprise cloud computing services. Our proprietary, scalable and secure multi-tenant architecture enables us to provide all of our customers with a service based on a single version of our application. As a result, we do not have to maintain multiple versions, which enables us to have relatively lower research and development expenses as compared to traditional enterprise software companies.

We expect that in the future, research and development expenses will increase in absolute dollars and may increase as a percentage of total revenues as we invest in building the necessary employee and system infrastructure required to support the development of new, and improve existing, technologies and the integration of acquired businesses and technologies.

Marketing and Sales. Marketing and sales expenses are our largest cost and consist primarily of salaries and related expenses, including stock-based expenses, for our sales and marketing staff, including commissions, payments to partners, marketing programs and allocated overhead. Marketing programs consist of advertising, events, corporate communications, brand building and product marketing activities.

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We plan to continue to invest in marketing and sales by expanding our domestic and international selling and marketing activities, building brand awareness, attracting new customers and sponsoring additional marketing events. The timing of these marketing events, such as our annual and largest event, Dreamforce, will affect our marketing costs in a particular quarter. We expect that in the future, marketing and sales expenses will increase in absolute dollars and continue to be our largest cost.

General and Administrative. General and administrative expenses consist of salaries and related expenses, including stock-based expenses, for finance and accounting, legal, internal audit, human resources and management information systems personnel, legal costs, professional fees, other corporate expenses and allocated overhead. We expect that in the future, general and administrative expenses will increase in absolute dollars as we invest in our infrastructure and we incur additional employee related costs, professional fees and insurance costs related to the growth of our business and international expansion. We expect general and administrative costs as a percentage of total revenues to either remain flat or decrease for the next several quarters.

Stock-Based Expenses. Our cost of revenues and operating expenses include stock-based expenses related to equity plans for employees and non-employee directors. We recognize our stock-based compensation as an expense in the statement of operations based on their fair values and vesting periods. These charges have been significant in the past and we expect that they will increase as our stock price increases, as we acquire more companies, as we hire more employees and seek to retain existing employees.

During fiscal 2016, we recognized stock-based expense of $593.6 million. As of January 31, 2016, the aggregate stock compensation remaining to be amortized to costs and expenses was $1.6 billion. We expect this stock compensation balance to be amortized as follows: $626.1 million during fiscal 2017; $481.0 million during fiscal 2018; $340.6 million during fiscal 2019 and $157.1 million during fiscal 2020. The expected amortization reflects only outstanding stock awards as of January 31, 2016 and assumes no forfeiture activity. We expect to continue to issue stock-based awards to our employees in future periods.

Amortization of Purchased Intangibles from Business Combinations. Our cost of revenues and operating expenses include amortization of acquisition-related intangible assets, such as the amortization of the cost associated with an acquired company's research and development efforts, trade names, customer lists and customer relationships. We expect this expense to increase as we acquire more companies.

Critical Accounting Estimates

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses, and related disclosures. On an ongoing basis, we evaluate our estimates and assumptions. Our actual results may differ from these estimates under different assumptions or conditions.

We believe that of our significant accounting policies, which are described in Note 1 "Summary of Business and Significant Accounting Policies" to our consolidated financial statements, the following accounting policies involve a greater degree of judgment and complexity. Accordingly, these are the policies we believe are the most critical to aid in fully understanding and evaluating our consolidated financial condition and results of operations.

Revenue Recognition. We derive our revenues from two sources: (1) subscription revenues, which are comprised of subscription fees from customers accessing our enterprise cloud computing services and from customers purchasing additional support beyond the standard support that is included in the basic subscription fee; and (2) related professional services such as process mapping, project management, implementation services and other revenue. "Other revenue" consists primarily of training fees.

We commence revenue recognition when all of the following conditions are satisfied:

- there is persuasive evidence of an arrangement;
- the service has been or is being provided to the customer;
- the collection of the fees is reasonably assured; and
- the amount of fees to be paid by the customer is fixed or determinable.

Our subscription service arrangements are non-cancelable and do not contain refund-type provisions.

Subscription and Support Revenues
Subscription and support revenues are recognized ratably over the contract terms beginning on the commencement date of each contract, which is the date our service is made available to customers. Amounts that have been invoiced are recorded in accounts receivable and in deferred revenue or revenue, depending on whether the revenue recognition criteria have been met.

Professional Services and Other Revenues
The majority of our professional services contracts are on a time and material basis. When these services are not combined with subscription revenues as a single unit of accounting, as discussed below, these revenues are recognized as the services are rendered for time and material contracts, and when the milestones are achieved and accepted by the customer for fixed price contracts. Training revenues are recognized after the services are performed.

Multiple Deliverable Arrangements
We enter into arrangements with multiple deliverables that generally include multiple subscriptions, premium support, and professional services. If the deliverables have standalone value upon delivery, we account for each deliverable separately. Subscription services have standalone value as such services are often sold separately. In determining whether professional services have standalone value, we consider the following factors for each professional services agreement: availability of the services from other vendors, the nature of the professional services, the timing of when the professional services contract was signed in comparison to the subscription service start date, and the contractual dependence of the subscription service on the customer's satisfaction with the professional services work. To date, we have concluded that all of the professional services included in multiple deliverable arrangements executed have standalone value.

Multiple deliverables included in an arrangement are separated into different units of accounting and the arrangement consideration is allocated to the identified separate units based on a relative selling price hierarchy. We determine the relative selling price for a deliverable based on its vendor-specific objective evidence of selling price ("VSOE"), if available, or our best estimate of selling price ("BESP"), if VSOE is not available. We have determined that third-party evidence ("TPE") is not a practical alternative due to differences in our service offerings compared to other parties and the availability of relevant third-party pricing information. The amount of revenue allocated to delivered items is limited by contingent revenue, if any.

For certain professional services, we have established VSOE as a consistent number of standalone sales of this deliverable have been priced within a reasonably narrow range. We have not established VSOE for our subscription services due to lack of pricing consistency, the introduction of new services and other factors. Accordingly, we use our BESP to determine the relative selling price.

We determined BESP by considering our overall pricing objectives and market conditions. Significant pricing practices taken into consideration include our discounting practices, the size and volume of our transactions, the customer demographic, the geographic area where our services are sold, our price lists, our go-to-market strategy, historical standalone sales and contract prices. The determination of BESP is made through consultation with and approval by management, taking into consideration the go-to-market strategy. As our go-to-market strategies evolve, we may modify our pricing practices in the future, which could result in changes in relative selling prices, including both VSOE and BESP.

Deferred Revenue. The deferred revenue balance does not represent the total contract value of annual or multi-year, non-cancelable subscription agreements. Deferred revenue primarily consists of billings or payments received in advance of revenue recognition from subscription services described above and is recognized as the revenue recognition criteria are met. We generally invoice customers in annual installments. The deferred revenue balance is influenced by several factors, including seasonality, the compounding effects of renewals, invoice duration, invoice timing, size and new business linearity within the quarter.

Deferred revenue that will be recognized during the succeeding twelve month period is recorded as current deferred revenue and the remaining portion is recorded as noncurrent.

Deferred Commissions. We defer commission payments to our direct sales force. The commissions are deferred and amortized to sales expense over the non-cancelable terms of the related subscription contracts with our customers, which are typically 12 to 36 months. The commission payments, which are paid in full the month after the customer's service commences, are a direct and incremental cost of the revenue arrangements. The deferred commission amounts are recoverable through the future revenue streams under the non-cancelable customer contracts. We believe this is the preferable method of accounting as the commission charges are so closely related to the revenue from the non-cancelable customer contracts that they should be recorded as an asset and charged to expense over the same period that the subscription revenue is recognized.

During fiscal 2016, we deferred $380.0 million of commission expenditures and we amortized $319.1 million to sales expense. During the same period a year ago, we deferred $320.9 million of commission expenditures and we amortized $257.6

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million to sales expense. Deferred commissions on our consolidated balance sheets totaled $449.1 million at January 31, 2016 and $388.2 million at January 31, 2015.

Capitalized Internal-Use Software Costs. We are required to follow the guidance of Accounting Standards Codification 350 (“ASC 350”), Intangibles- Goodwill and Other in accounting for the cost of computer software developed for internal-use and the accounting for web-based product development costs. ASC 350 requires companies to capitalize qualifying computer software costs, which are incurred during the application development stage, and amortize these costs on a straight-line basis over the estimated useful life of the respective asset. We deliver our enterprise cloud computing solutions as a service via all the major Internet browsers and on leading major mobile device operating systems. As a result of this software as a service delivery model, we believe we have larger capitalized costs as compared to traditional enterprise software companies as they are required to use a different accounting standard.

Costs related to preliminary project activities and post implementation activities are expensed as incurred. Internal-use software is amortized on a straight-line basis over its estimated useful life. We evaluate the useful lives of these assets on an annual basis and test for impairment whenever events or changes in circumstances occur that could impact the recoverability of these assets.

Business Combinations. Accounting for business combinations requires us to make significant estimates and assumptions, especially at the acquisition date with respect to tangible and intangible assets acquired and liabilities assumed and pre-acquisition contingencies. We use our best estimates and assumptions to accurately assign fair value to the tangible and intangible assets acquired and liabilities assumed at the acquisition date.

Examples of critical estimates in valuing certain of the intangible assets and goodwill we have acquired include but are not limited to:

- future expected cash flows from subscription and support contracts, professional services contracts, other customer contracts and acquired developed technologies and patents;
- the acquired company’s trade name, trademark and existing customer relationship, as well as assumptions about the period of time the acquired trade name and trademark will continue to be used in our offerings;
- uncertain tax positions and tax related valuation allowances assumed; and
- discount rates.

Unanticipated events and circumstances may occur that may affect the accuracy or validity of such assumptions, estimates or actual results.

Goodwill and Intangibles. We make estimates, assumptions, and judgments when valuing goodwill and other intangible assets in connection with the initial purchase price allocation of an acquired entity, as well as when evaluating the recoverability of our goodwill and other intangible assets on an ongoing basis. These estimates are based upon a number of factors, including historical experience, market conditions, and information obtained from the management of acquired companies. Critical estimates in valuing certain intangible assets include, but are not limited to, historical and projected attrition rates, discount rates, anticipated growth in revenue from the acquired customers and acquired technology, and the expected use of the acquired assets. These factors are also considered in determining the useful life of acquired intangible assets. The amounts and useful lives assigned to identified intangible assets impacts the amount and timing of future amortization expense.

Income Taxes. We use the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on temporary differences between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the consolidated statements of operations in the period that includes the enactment date. At each of the interim financial reporting periods, we compute our tax provision by applying an estimated annual effective tax rate to year to date ordinary income and adjust the provision for discrete tax items recorded in the same period. The estimated annual effective tax rate at each interim period represents the best estimate based on evaluations of possible future transactions and may be subject to subsequent refinement or revision.

Our tax positions are subject to income tax audits by multiple tax jurisdictions throughout the world. We recognize the tax benefit of an uncertain tax position only if it is more likely than not that the position is sustainable upon examination by the taxing authority, based on the technical merits. The tax benefit recognized is measured as the largest amount of benefit which is greater than 50 percent likely to be realized upon settlement with the taxing authority. We recognize interest accrued and penalties related to unrecognized tax benefits in our income tax provision.

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Valuation allowances are established when necessary to reduce deferred tax assets to the amounts that are more likely than not expected to be realized based on the weighting of positive and negative evidence. Future realization of deferred tax assets ultimately depends on the existence of sufficient taxable income of the appropriate character (for example, ordinary income or capital gain) within the carryback or carryforward periods available under the applicable tax law. We regularly review the deferred tax assets for recoverability based on historical taxable income, projected future taxable income, the expected timing of the reversals of existing temporary differences and tax planning strategies. Our judgment regarding future profitability may change due to many factors, including future market conditions and the ability to successfully execute the business plans and/or tax planning strategies. Should there be a change in the ability to recover deferred tax assets, our income tax provision would increase or decrease in the period in which the assessment is changed.

Strategic Investments. We hold strategic investments in marketable equity securities and non-marketable debt and equity securities in which we do not have a controlling interest or significant influence, as defined in Accounting Standards Codification 323 (“ASC 323”), Investments - Equity Method and Joint Ventures. Marketable equity securities are measured using quoted prices in their respective active markets and non-marketable debt and equity securities are recorded at cost and presented in the consolidated balance sheet. If, based on the terms of our ownership of these marketable and non-marketable securities, we determine that we exercise significant influence on the entity to which these marketable and non-marketable securities relate, we apply the requirements of ASC 323 to account for such investments.

We determine the fair value of our marketable equity securities and non-marketable debt and equity securities quarterly for impairment and disclosure purposes; however, the non-marketable debt and equity securities are recorded at fair value only if an impairment is recognized. The measurement of fair value requires significant judgment and includes a qualitative and quantitative analysis of events and circumstances that impact the fair value of the investment. Our assessment of the severity and duration of the impairment and qualitative and quantitative analysis includes the investee’s financial metrics, the investee’s products and technologies meeting or exceeding predefined milestones, market acceptance of the product or technology, other competitive products or technology in the market, general market conditions, management and governance structure of the investee, investee’s liquidity, debt ratios and the rate at which the investee is using its cash, and investee’s receipt of additional funding at a lower valuation. In determining the estimated fair value of our strategic investments in privately held companies, we utilize the most recent data available to us. Valuations of privately held companies are inherently complex due to the lack of readily available market data.

If the fair value of an investment is below our cost, we determine whether the investment is other-than-temporarily impaired based on our qualitative and quantitative analysis, which includes the severity and duration of the impairment. If the investment is considered to be other-than-temporarily impaired, we record the investment at fair value by recognizing an impairment through the income statement and establishing a new cost basis for the investment.

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Results of Operations

The following tables set forth selected data for each of the periods indicated (in thousands):

	Fiscal Year Ended January 31,		
	2016	2015	2014
Revenues:			
Subscription and support	$6,205,599	$5,013,764	$3,824,542
Professional services and other	461,617	359,822	246,461
Total revenues	6,667,216	5,373,586	4,071,003
Cost of revenues (1)(2):			
Subscription and support	1,188,967	924,638	711,880
Professional services and other	465,581	364,632	256,548
Total cost of revenues	1,654,548	1,289,270	968,428
Gross profit	5,012,668	4,084,316	3,102,575
Operating expenses (1)(2):			
Research and development	946,300	792,917	623,798
Marketing and sales	3,239,824	2,757,096	2,168,132
General and administrative	748,238	679,936	596,719
Operating lease termination resulting from purchase of 50 Fremont	(36,617)	0	0
Total operating expenses	4,897,745	4,229,949	3,388,649
Income (loss) from operations	114,923	(145,633)	(286,074)
Investment income	15,341	10,038	10,218
Interest expense	(72,485)	(73,237)	(77,211)
Other expense (1)	(15,292)	(19,878)	(4,868)
Gain on sales of land and building improvements	21,792	15,625	0
Income (loss) before benefit from (provision for) income taxes	64,279	(213,085)	(357,935)
Benefit from (provision for) income taxes	(111,705)	(49,603)	125,760
Net loss	$(47,426)	$(262,688)	$(232,175)

(1) Cost of revenues and marketing and sales expenses include the following amounts related to amortization of purchased intangibles from business combinations (in thousands):

	Fiscal Year Ended January 31,		
	2016	2015	2014
Cost of revenues	$80,918	$90,300	$109,356
Marketing and sales	77,152	64,673	37,179
Other non-operating expense	3,636	0	0

(2) Cost of revenues and operating expenses include the following amounts related to stock-based expenses (in thousands):

	Fiscal Year Ended January 31,		
	2016	2015	2014
Cost of revenues	$69,443	$53,812	$45,608
Research and development	129,434	121,193	107,420
Marketing and sales	289,152	286,410	258,571
General and administrative	105,599	103,350	91,681

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Revenues by geography were as follows (in thousands):

	Fiscal Year Ended January 31,		
	2016	2015	2014
Americas	$4,910,745	$3,868,329	$2,899,837
Europe	1,162,808	984,919	741,220
Asia Pacific	593,663	520,338	429,946
	$6,667,216	$5,373,586	$4,071,003

Americas revenue attributed to the United States was approximately 95 percent, 94 percent and 96 percent for fiscal 2016, 2015 and 2014, respectively. No other country represented more than ten percent of total revenue during fiscal 2016, 2015 or 2014.

The following tables set forth selected consolidated statements of operations data for each of the periods indicated as a percentage of total revenues:

	Fiscal Year Ended January 31,					
	2016		2015		2014	
Revenues:						
Subscription and support	93	%	93	%	94	%
Professional services and other	7		7		6	
Total revenues	100		100		100	
Cost of revenues:						
Subscription and support	18		17		18	
Professional services and other	7		7		6	
Total cost of revenues	25		24		24	
Gross profit	75		76		76	
Operating expenses:						
Research and development	14		15		15	
Marketing and sales	49		51		53	
General and administrative	11		13		15	
Operating lease termination resulting from purchase of 50 Fremont	(1	)	0		0	
Total operating expenses	73		79		83	
Income (loss) from operations	2		(3	)	(7	)
Investment income	0		0		0	
Interest expense	(1	)	(1	)	(2	)
Other expense	0		0		0	
Gain on sales of land and building improvements	0		0		0	
Income (loss) before benefit from (provision for) income taxes	1		(4	)	(9	)
Benefit from (provision for) income taxes	(2	)	(1	)	3	
Net loss	(1	)%	(5	)%	(6	)%

	Fiscal Year Ended January 31,					
	2016		2015		2014	
Amortization of purchased intangibles:						
Cost of revenues	1	%	2	%	3	%
Marketing and sales	1		1		1	
Other non-operating expense	0		0		0	

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	Fiscal Year Ended January 31,		
	2016	2015	2014
Stock-based expenses:			
Cost of revenues	1 %	1 %	1 %
Research and development	2	2	3
Marketing and sales	4	5	6
General and administrative	2	2	2

	Fiscal Year Ended January 31,		
	2016	2015	2014
Revenues by geography:			
Americas	74 %	72 %	71 %
Europe	17	18	18
Asia Pacific	9	10	11
	100 %	100 %	100 %

Revenue constant currency growth rates (as compared to the comparable prior periods)	Fiscal Year Ended January 31, 2016 compared to Fiscal Year Ended January 31, 2015	Fiscal Year Ended January 31, 2015 compared to Fiscal Year Ended January 31, 2014	Fiscal Year Ended January 31, 2014 compared to Fiscal Year Ended January 31, 2013
Americas	27%	33%	37%
Europe	29%	34%	36%
Asia Pacific	26%	26%	19%
Total growth	27%	33%	34%

We present constant currency information to provide a framework for assessing how our underlying business performed excluding the effect of foreign currency rate fluctuations. To present this information, current and comparative prior period results for entities reporting in currencies other than United States dollars are converted into United States dollars at the weighted average exchange rate for the year being compared to for growth rate calculations presented, rather than the actual exchange rates in effect during that period.

	As of January 31,	
	2016	2015
Selected Balance Sheet Data (in thousands):		
Cash, cash equivalents and marketable securities, excluding restricted cash	$2,725,377	$1,890,284
Deferred revenue, current and noncurrent	$4,291,553	$3,321,449
Principal due on our outstanding debt obligations	$1,350,000	$1,450,000

Unbilled deferred revenue was approximately $7.1 billion as of January 31, 2016 and $5.7 billion as of January 31, 2015. Unbilled deferred revenue represents future billings under our non-cancelable subscription agreements that have not been invoiced and, accordingly, are not recorded in deferred revenue.

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Fiscal Years Ended January 31, 2016 and 2015

Revenues.

	Fiscal Year Ended January 31,		Variance	
(in thousands)	2016	2015	Dollars	Percent
Subscription and support	$6,205,599	$5,013,764	$1,191,835	24%
Professional services and other	461,617	359,822	101,795	28%
Total revenues	$6,667,216	$5,373,586	$1,293,630	24%

Total revenues were $6.7 billion for fiscal 2016, compared to $5.4 billion during the same period a year ago, an increase of $1.3 billion, or 24 percent. On a constant currency basis, total revenues grew 27 percent. Subscription and support revenues were $6.2 billion, or 93 percent of total revenues, for fiscal 2016, compared to $5.0 billion, or 93 percent of total revenues, during the same period a year ago, an increase of $1.2 billion, or 24 percent. The increase in subscription and support revenues in fiscal 2016 was primarily attributable to volume-driven increases from new business, which includes new customers, upgrades and additional subscriptions from existing customers. Our attrition rate, which is favorable compared to the prior year, also played a role in the increase in subscription and support revenues. We continue to invest in a variety of customer programs and initiatives, which, along with increasing enterprise adoption, have helped improve our attrition rate. Changes in the net price per user per month have not been a significant driver of revenue growth for the periods presented. Professional services and other revenues were $461.6 million, or seven percent of total revenues, for fiscal 2016, compared to $359.8 million, or seven percent of total revenues, for the same period a year ago, an increase of $101.8 million, or 28 percent.

Revenues in Europe and Asia Pacific accounted for $1.8 billion, or 26 percent of total revenues, for fiscal 2016, compared to $1.5 billion, or 28 percent of total revenues, during the same period a year ago, an increase of $251.2 million, or 17 percent. The increase in revenues on a total dollar basis outside of the Americas was the result of the increasing acceptance of our service, our focus on marketing our services internationally, additional resources and consistent attrition rates as a result of the reasons stated above. Revenues outside of the Americas increased on a total dollar basis in fiscal 2016 despite an overall strengthening of the U.S. dollar, which reduced aggregate international revenues by $170.5 million compared to fiscal 2015. We expect revenues outside of the Americas to continue to be negatively impacted in fiscal 2017 by the strengthening of the U.S. dollar relative to the Euro, British pound, Japanese yen and Australian dollar.

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Cost of Revenues.

	Fiscal Year Ended January 31,				Variance
(in thousands)	2016		2015		Dollars
Subscription and support	$1,188,967		$924,638		$264,329
Professional services and other	465,581		364,632		100,949
Total cost of revenues	$1,654,548		$1,289,270		$365,278
Percent of total revenues	25	%	24	%	

Cost of revenues was $1.7 billion, or 25 percent of total revenues, for fiscal 2016, compared to $1.3 billion, or 24 percent of total revenues, during the same period a year ago, an increase of $365.3 million. The increase in absolute dollars was primarily due to an increase of $127.9 million in employee-related costs, an increase of $15.6 million in stock-based expenses, an increase of $137.2 million in service delivery costs, primarily due to our efforts to increase data center capacity, an increase of $40.6 million in professional and outside services, an increase in depreciation of equipment and an increase in allocated overhead, offset by a decrease of $9.4 million in amortization of purchased intangibles. We have increased our headcount by 34 percent since January 31, 2015 to meet the higher demand for services from our customers. We intend to continue to invest additional resources in our enterprise cloud computing services and data center capacity. Additionally, the amortization of purchased intangible assets may increase as we acquire additional businesses and technologies. We also plan to add additional employees in our professional services group to facilitate the adoption of our services. The timing of these expenses will affect our cost of revenues, both in terms of absolute dollars and as a percentage of revenues in future periods.

The cost of professional services and other revenues exceeded the related revenue during fiscal 2016 by $4.0 million as compared to $4.8 million during the same period a year ago. We expect the cost of professional services to continue to exceed revenue from professional services in future fiscal years. We believe that this investment in professional services facilitates the adoption of our service offerings.

Research and Development.

	Fiscal Year Ended January 31,				Variance
(in thousands)	2016		2015		Dollars
Research and development	$946,300		$792,917		$153,383
Percent of total revenues	14	%	15	%	

Research and development expenses were $946.3 million, or 14 percent of total revenues, for fiscal 2016, compared to $792.9 million, or 15 percent of total revenues, during the same period a year ago, an increase of $153.4 million. The increase in absolute dollars was primarily due to an increase of $114.0 million in employee-related costs, an increase of $8.2 million in stock-based expense, an increase of $18.2 million in development and test data center expense, and an increase in allocated overhead. We increased our research and development headcount by 16 percent since January 31, 2015 in order to improve and extend our service offerings and develop new technologies. We expect that research and development expenses will increase in absolute dollars and may increase as a percentage of revenues in future periods as we continue to add employees and invest in technology to support the development of new, and improve existing, technologies and the integration of acquired technologies.

Marketing and Sales.

	Fiscal Year Ended January 31,				Variance
(in thousands)	2016		2015		Dollars
Marketing and sales	$3,239,824		$2,757,096		$482,728
Percent of total revenues	49	%	51	%	

Marketing and sales expenses were $3.2 billion, or 49 percent of total revenues, for fiscal 2016, compared to $2.8 billion, or 51 percent of total revenues, during the same period a year ago, an increase of $482.7 million. The increase in absolute dollars was primarily due to increases of $304.7 million in employee-related costs, including amortization of deferred commissions, $112.0 million in advertising expense costs, $12.5 million in amortization of purchased intangibles, $2.7 million stock-based expense and $40.4 million in allocated overhead. Our marketing and sales headcount increased by 21 percent since January 31, 2015. The increase in headcount was primarily attributable to hiring additional sales personnel to focus on adding new customers and increasing penetration within our existing customer base.

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General and Administrative.

(in thousands)	Fiscal Year Ended January 31, 2016	2015	Variance Dollars
General and administrative	$748,238	$679,936	$68,302
Percent of total revenues	11 %	13 %	

General and administrative expenses were $748.2 million, or 11 percent of total revenues, for fiscal 2016, compared to $679.9 million, or 13 percent of total revenues, during the same period a year ago, an increase of $68.3 million. The increase was primarily due to an increase of $39.0 million in employee-related costs, an increase of $8.1 million in bad debt expense, an increase of $2.2 million in stock-based expense and an increase in professional and outside services. Our general and administrative headcount increased by 16 percent since January 31, 2015 as we added personnel to support our growth.

Operating lease termination resulting from purchase of 50 Fremont.

(in thousands)	Fiscal Year Ended January 31, 2016	2015	Variance Dollars
Operating lease termination resulting from purchase of 50 Fremont	$(36,617)	$0	(36,617)
Percent of total revenues	(1)%	0 %	

Operating lease termination resulting from purchase of 50 Fremont for fiscal 2016 was $36.6 million. In connection with the purchase, we recognized a net non-cash gain totaling approximately $36.6 million on the termination of the lease signed in January 2012.

Income (loss) from operations.

(in thousands)	Fiscal Year Ended January 31, 2016	2015	Variance Dollars
Income (loss) from operations	$114,923	$(145,633)	$260,556
Percent of total revenues	2 %	(3)%	

Income (loss) from operations for fiscal 2016 was $114.9 million and included $593.6 million of stock-based expenses and $158.1 million of amortization of purchased intangibles. During the same period a year ago, loss from operations was $145.6 million and included $564.8 million of stock-based expenses and $155.0 million of amortization of purchased intangibles. The increase in income from operations is primarily due to a higher revenue growth rate compared to the operating expense growth rate.

Investment income.

(in thousands)	Fiscal Year Ended January 31, 2016	2015	Variance Dollars
Investment income	$15,341	$10,038	$5,303

Investment income consists of income on our cash and marketable securities balances. Investment income was $15.3 million for fiscal 2016 and was $10.0 million during the same period a year ago. The increase was primarily due to the increase in cash, cash equivalent and marketable securities balances.

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Interest expense.

	Fiscal Year Ended January 31,		Variance
(in thousands)	2016	2015	Dollars
Interest expense	$(72,485)	$(73,237)	$752
Percent of total revenues	(1)%	(1)%	

Interest expense consists of interest on our convertible senior notes, capital leases, term loan and revolving credit facility. Interest expense, net of interest costs capitalized, was $72.5 million for fiscal 2016 and was $73.2 million during the same period a year ago. The decrease was primarily due to the payment of our revolving credit facility in 2015.

Other expense.

	Fiscal Year Ended January 31,		Variance
(in thousands)	2016	2015	Dollars
Other expense	$(15,292)	$(19,878)	$4,586

Other expense primarily consists of non-operating costs such as strategic investments fair market adjustments, foreign exchange rate fluctuations, real estate transactions and losses on derecognition of debt. The decrease in other expense for fiscal 2016 was primarily due to losses totaling $10.3 million related to the extinguishment of the 0.75% Senior Notes converted by noteholders in fiscal 2015.

Gain on sales of land and building improvements.

	Fiscal Year Ended January 31,		Variance
(in thousands)	2016	2015	Dollars
Gain on sales of land and building improvements	$21,792	$15,625	$6,167

Gain on sales of land and building improvements consists of the gain the company recognized from sales of undeveloped real estate and a portion of associated perpetual parking rights in San Francisco, California. Gain on sales of land and building improvements, net of closing costs, was $21.8 million for fiscal 2016 and was $15.6 million during the same period a year ago.

Provision for income taxes.

	Fiscal Year Ended January 31,		Variance
(in thousands)	2016	2015	Dollars
Provision for income taxes	$(111,705)	$(49,603)	$(62,102)
Effective tax rate	174%	(23)%	

We reported a tax provision of $111.7 million on a pretax income of $64.3 million, which resulted in an effective tax rate of 174 percent for the fiscal 2016. We had a tax provision in profitable jurisdictions outside the United States and current tax expense in the United States. We had U.S. current tax expense as a result of taxable income before considering certain excess tax benefits from stock options and vesting of restricted stock.

We recorded a tax provision of $49.6 million with a pretax loss of $213.1 million, which resulted in an negative effective tax rate of 23 percent for fiscal 2015. We had a tax provision primarily due to income taxes in profitable jurisdictions outside the United States, which was partially offset by tax benefits from losses incurred by ExactTarget in certain state jurisdictions.

We regularly assess the realizability of our deferred tax assets and establish a valuation allowance if it is more-likely-than-not that some or all of our deferred tax assets will not be realized. We evaluate and weigh all available positive and negative evidence such as historic results, future reversals of existing deferred tax liabilities, projected future taxable income, as well as prudent and feasible tax-planning strategies. Generally, more weight is given to objectively verifiable evidence, such as the cumulative loss in recent years. We had a valuation allowance against our U.S. deferred tax assets as we considered our cumulative loss in recent years as a significant piece of negative evidence that is difficult to overcome. We will adjust our valuation allowance in the event sufficient positive evidence overcomes the negative evidence of losses in recent years. Due to our valuation allowance, the effective tax rate could be volatile and is therefore difficult to forecast in future periods.

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Fiscal Years Ended January 31, 2015 and 2014

Revenues.

	Fiscal Year Ended January 31,		Variance	
(in thousands)	2015	2014	Dollars	Percent
Subscription and support	$5,013,764	$3,824,542	$1,189,222	31%
Professional services and other	359,822	246,461	113,361	46%
Total revenues	$5,373,586	$4,071,003	$1,302,583	32%

Total revenues were $5.4 billion for fiscal 2015, compared to $4.1 billion during fiscal 2014, an increase of $1.3 billion, or 32 percent. On a constant currency basis, total revenues grew 33 percent. Subscription and support revenues were $5.0 billion, or 93 percent of total revenues, for fiscal 2015, compared to $3.8 billion, or 94 percent of total revenues, during fiscal 2014, an increase of $1.2 billion, or 31 percent. The increase in subscription and support revenues was primarily attributable to the impact of, in fiscal 2015, including ExactTarget revenue for the full fiscal year, as compared to fiscal 2014, which only included ExactTarget revenue as of its acquisition date in July 2013. Additionally, volume-driven increases from new business, which includes new customers, upgrades and additional subscriptions from existing customers contributed to the increase in subscription and support revenues. Our attrition rate, which was consistent with the prior year, also played a role in the increase in subscription and support revenues. We invest in a variety of customer programs and initiatives, which, along with increasing enterprise adoption, have helped maintain our attrition rate. The net price per user per month for our three primary offerings, Professional Edition, Enterprise Edition and Unlimited Edition, varies from period to period, but has remained within a consistent range over the past eight quarters. Changes in the net price per user per month has not been a significant driver of revenue growth for the periods presented. Professional services and other revenues were $359.8 million, or seven percent of total revenues, for fiscal 2015, compared to $246.5 million, or six percent of total revenues, for fiscal 2014, an increase of $113.4 million, or 46 percent. The increase in professional services and other revenues was primarily attributable to the impact of, in fiscal 2015, including ExactTarget revenue for the full fiscal year, as compared to fiscal 2014, which only included ExactTarget revenue as of its acquisition date in July 2013.

Revenues in Europe and Asia Pacific accounted for $1.5 billion, or 28 percent of total revenues, for fiscal 2015, compared to $1.2 billion, or 29 percent of total revenues, during fiscal 2014, an increase of $334.1 million, or 29 percent. The increase in revenues on a total dollar basis outside of the Americas was the result of the increasing acceptance of our service, our focus on marketing our services internationally, additional resources and consistent attrition rates as a result of the reasons stated above. Revenues outside of the Americas increased on a total dollar basis in fiscal 2015 despite an overall strengthening of the U.S. dollar, which reduced aggregate international revenues by $31.5 million compared to fiscal 2014.

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Cost of Revenues.

	Fiscal Year Ended January 31,		Variance
(in thousands)	2015	2014	Dollars
Subscription and support	$924,638	$711,880	$212,758
Professional services and other	364,632	256,548	108,084
Total cost of revenues	$1,289,270	$968,428	$320,842
Percent of total revenues	24 %	24 %	

Cost of revenues was $1.3 billion, or 24 percent of total revenues, for fiscal 2015, compared to $968.4 million, or 24 percent of total revenues, during fiscal 2014, an increase of $320.8 million. The increase in absolute dollars was primarily due to an increase of $122.3 million in employee-related costs, an increase of $8.2 million in stock-based expenses, an increase of $100.6 million in service delivery costs, primarily due to our efforts to increase data center capacity, an increase of $29.9 million in professional and outside services, an increase of $18.8 million in allocated overhead and an increase of $44.7 million in depreciation of property and equipment, offset by a decrease of $19.1 million in amortization of purchased intangibles. We increased our headcount by 30 percent in fiscal 2015 to meet the higher demand for services from our customers.

The cost of professional services and other revenues exceeded the related revenue during fiscal 2015 by $4.8 million as compared to $10.1 million during fiscal 2014, primarily due to the impact of including ExactTarget revenue for the full fiscal 2015, as described above, offset by an increase in the cost related to professional services headcount. This investment in professional services facilitated the adoption of our service offerings.

Research and Development.

	Fiscal Year Ended January 31,		Variance
(in thousands)	2015	2014	Dollars
Research and development	$792,917	$623,798	$169,119
Percent of total revenues	15 %	15 %	

Research and development expenses were $792.9 million, or 15 percent of total revenues, for fiscal 2015, compared to $623.8 million, or 15 percent of total revenues, during fiscal 2014, an increase of $169.1 million. The increase in absolute dollars was primarily due to an increase of $132.3 million in employee-related costs, an increase of $13.8 million in stock-based expense, an increase of $14.8 million in development and test data center expense, and an increase in allocated overhead. We increased our research and development headcount by 25 percent in fiscal 2015 in order to improve and extend our service offerings and develop new technologies.

Marketing and Sales.

	Fiscal Year Ended January 31,		Variance
(in thousands)	2015	2014	Dollars
Marketing and sales	$2,757,096	$2,168,132	$588,964
Percent of total revenues	51 %	53 %	

Marketing and sales expenses were $2.8 billion, or 51 percent of total revenues, for fiscal 2015, compared to $2.2 billion, or 53 percent of total revenues, during fiscal 2014, an increase of $589.0 million. The increase in absolute dollars was primarily due to increases of $439.0 million in employee-related costs, including amortization of deferred commissions, $56.4 million in advertising expenses and event costs, $27.8 million stock-based expense, $5.2 million in professional and outside services and $28.0 million in allocated overhead. Our marketing and sales headcount increased by 22 percent in fiscal 2015. The increase in headcount was primarily attributable to hiring additional sales personnel to focus on adding new customers and increasing penetration within our existing customer base.

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General and Administrative.

(in thousands)	Fiscal Year Ended January 31, 2015	2014	Variance Dollars
General and administrative	$679,936	$596,719	$83,217
Percent of total revenues	13 %	15 %	

General and administrative expenses were $679.9 million, or 13 percent of total revenues, for fiscal 2015, compared to $596.7 million, or 15 percent of total revenues, during fiscal 2014, a increase of $83.2 million. The increase was primarily due to an increase of $53.1 million in employee-related costs, an increase of $18.9 million in equipment costs and an increase of $11.7 million in stock-based expense, offset by a decrease of $3.0 million in professional and outside services. Our general and administrative headcount increased by 9 percent in fiscal 2015 as we added personnel to support our growth.

Loss from operations.

(in thousands)	Fiscal Year Ended January 31, 2015	2014	Variance Dollars
Loss from operations	$(145,633)	$(286,074)	$140,441
Percent of total revenues	(3)%	(7)%	

Loss from operations for fiscal 2015 was $145.6 million and included $564.8 million of stock-based expenses and $155.0 million of amortization of purchased intangibles. During fiscal 2014, loss from operations was $286.1 million and included $503.3 million of stock-based expenses and $146.5 million of amortization of purchased intangibles.

Investment income.

(in thousands)	Fiscal Year Ended January 31, 2015	2014	Variance Dollars
Investment income	$10,038	$10,218	$(180)

Investment income consists of income on our cash and marketable securities balances. Investment income was $10.0 million for fiscal 2015 and was $10.2 million during fiscal 2014.

Interest expense.

(in thousands)	Fiscal Year Ended January 31, 2015	2014	Variance Dollars
Interest expense	$(73,237)	$(77,211)	$3,974
Percent of total revenues	(1)%	(2)%	

Interest expense consists of interest on our convertible senior notes, capital leases, term loan and revolving credit facility. Interest expense, net of interest costs capitalized, was $73.2 million for fiscal 2015 and was $77.2 million during fiscal 2014. The decrease was primarily due to the reduced principal balance on our 0.75% convertible senior notes as a result of early note conversions during fiscal 2015. These notes fully matured on January 15, 2015.

Gain on sales of land and building improvements.

During fiscal 2015, we sold two separate portions of our undeveloped real estate, including a portion of our perpetual parking rights, in San Francisco, California. We recognized a gain of $15.6 million during fiscal 2015, net of closing costs, as a result of this activity.

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Other expense.

	Fiscal Year Ended January 31,		Variance
(in thousands)	2015	2014	Dollars
Other expense	$(19,878)	$(4,868)	$(15,010)

Other expense primarily consists of non-operating costs such as foreign currency transaction gains and losses, costs associated with real estate transactions and losses on derecognition of debt. The increase in other expense for fiscal 2015 was primarily due to losses totaling $10.3 million related to the extinguishment of the 0.75% Senior Notes converted by noteholders.

Benefit from (provision for) Income Taxes.

	Fiscal Year Ended January 31,		Variance
(in thousands)	2015	2014	Dollars
Benefit from (provision for) income taxes	$(49,603)	$125,760	$(175,363)
Effective tax rate	(23)%	35%	

We reported a tax provision of $49.6 million on a pretax loss of $213.1 million, which resulted in a negative effective tax rate of 23 percent for the fiscal 2015. We had a tax provision primarily due to income taxes in profitable jurisdictions outside the United States, which was partially offset by tax benefits from losses incurred by ExactTarget in certain state jurisdictions.

We recorded a tax benefit of $125.8 million with a pretax loss of $357.9 million, which resulted in an effective tax rate of 35 percent for fiscal 2014. Due to the ExactTarget acquisition, a deferred tax liability was established for the book-tax basis difference related to purchased intangibles. The net deferred tax liability from acquisitions provided an additional source of income to support the realizability of our pre-existing deferred tax assets. As a result, we released a portion of the valuation allowance that was established in fiscal 2013 and recorded a tax benefit of $143.1 million for fiscal 2014.

We had a valuation allowance against our U.S. deferred tax assets as we considered our cumulative loss in recent years as a significant piece of negative evidence.

Liquidity and Capital Resources

At January 31, 2016, our principal sources of liquidity were cash, cash equivalents and marketable securities totaling $2.7 billion and accounts receivable of $2.5 billion.

Net cash provided by operating activities was $1.6 billion during fiscal 2016 and $1.2 billion during the same period a year ago. Cash provided by operating activities were affected by the amount of net loss adjusted for non-cash expense items such as depreciation and amortization, loss on the conversions of convertible senior notes, amortization of purchased intangibles from business combinations, amortization of debt discount, the expense associated with stock-based awards, and specifically for fiscal 2016 gains related to the termination of 50 Fremont lease and the additional sales of our land in Mission Bay; and the reclassification of excess tax benefits from employee stock plans to cash flows from financing activities; the timing of employee related costs including commissions and bonus payments; the timing of payments against accounts payable, accrued expenses and other current liabilities; the timing of collections from our customers, which is our largest source of operating cash flows; and changes in working capital accounts.

Our working capital accounts consist of accounts receivables and prepaid assets and other current assets. Claims against working capital include accounts payable, accrued expenses and other current liabilities and our convertible notes. Our working capital may be impacted by factors in future periods, certain amounts and timing of which are seasonal, such as billings to customers for subscriptions and support services and the subsequent collection of those billings.

As described above in “Seasonal Nature of Deferred Revenue and Accounts Receivable,” our fourth quarter has historically been our strongest quarter for new business and renewals. The year on year compounding effect of this seasonality in both billing patterns and overall business causes the value of invoices that we generate in the fourth quarter to increase as a proportion of our total annual billings.

We generally invoice our customers for our subscription and services contracts in advance in annual installments. We typically issue renewal invoices in advance of the renewal service period, and depending on timing, the initial invoice for the subscription and services contract and the subsequent renewal invoice may occur in different quarters. Such invoice amounts are initially reflected in accounts receivable and deferred revenue, which is reflected on the balance sheet. The operating cash

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flow benefit of increased billing activity generally occurs in the subsequent quarter when we collect from our customers. As such, our first quarter is our largest collections and operating cash flow quarter.

Net cash used in investing activities was $1.5 billion during fiscal 2016 and $698.4 million during the same period a year ago. The net cash used in investing activities during fiscal 2016 primarily related to capital expenditures, including strategic investments, business combinations, purchase of 50 Fremont land and building, new office build-outs, investment of cash balances and strategic investments offset by proceeds from sales and maturities of marketable securities and proceeds from sales of Mission Bay land, the use of restricted cash to purchase 50 Fremont land and building. Net cash used in investing activities during fiscal 2016 increased by approximately $789.5 million over the same period a year ago primarily due to cash used for the acquisition of 50 Fremont land and building and strategic investments.

Net cash provided by financing activities was $132.6 million during fiscal 2016 as compared to net cash used in financing activities of $310.5 million during the same period a year ago. Net cash provided by financing activities during fiscal 2016 consisted primarily of $455.5 million from proceeds from equity plan offset by $82.3 million of principal payments on capital leases and $300.0 million payment of our revolving credit facility. Net cash flows used in financing activities during fiscal 2015 changed $443.1 million from the same period a year ago primarily due to $568.9 million payment on convertible senior notes, $285.0 million payment on term loan, offset by $297.3 million proceeds from revolving credit facility and $309.0 million of proceeds from our equity plans.

In January 2010, we issued $575.0 million of 0.75% convertible senior notes due January 15, 2015 (the "0.75% Senior Notes") and concurrently entered into convertible notes hedges (the "0.75% Note Hedges") and separate warrant transactions (the "0.75% Warrants"). On January 15, 2015, the 0.75% Senior Notes matured. Upon maturity of the 0.75% Senior Notes, we delivered cash up to the remaining principal amount of the 0.75% Senior Notes and shares of our common stock for the excess conversion value greater than the principal amount of the 0.75% Senior Notes. As a result of the conversions and maturity of the 0.75% Senior Notes during fiscal 2015, the Company exercised its rights on the 0.75% Note Hedges, and the 0.75% Note Hedges expired. Additionally, in fiscal 2015 the Company entered into agreements with each of the 0.75% Warrant counterparties to amend and settle the 0.75% Warrants prior to their scheduled expiration beginning in April 2015. As a result, the Company issued, in the aggregate, approximately 13.3 million shares to the counterparties to settle, via a net share settlement, the entirety of the 0.75% Warrants.

The 0.25% Senior Notes will be convertible if during any 20 trading days during the 30 consecutive trading days of any fiscal quarter, our common stock trades at a price exceeding 130% of the conversion price of $66.44 per share applicable to the 0.25% Senior Notes. The 0.25% Senior Notes have not yet been convertible at the holders' option. The 0.25% Senior Notes are classified as a noncurrent liability on our consolidated balance sheet as of January 31, 2016. Our common stock did not trade at a price exceeding 130% of the conversion price of $66.44 per share applicable to the 0.25% Senior Notes during the fiscal quarter ended January 31, 2016. Accordingly, the 0.25% Senior Notes were not convertible at the holders' option for the quarter ending January 31, 2016.

In October 2014, we entered into a credit agreement (the "Credit Agreement") which provides for a $650.0 million unsecured revolving credit facility (the "Credit Facility") that matures in October 2019. Immediately upon closing, we borrowed $300.0 million under the Credit Facility, approximately $262.5 million of which was used to repay in full the indebtedness under our Term Loan. In March 2015, we paid down the $300.0 million of outstanding borrowings held under the Credit Facility and related interest in full. We may use any future borrowings under the Credit Facility for working capital, capital expenditures and other general corporate purposes, including permitted acquisitions. We may borrow amounts under the Credit Facility at any time during the term of the Credit Agreement. We may also prepay the borrowings under the Credit Facility, in whole or in part, at any time without premium or penalty, subject to certain conditions, and amounts repaid or prepaid may be reborrowed. As of January 31, 2016, outstanding borrowings under the Credit Facility were $0.

Borrowings under the Credit Facility bear interest, at our option at either a base rate formula or a LIBOR based formula, each as set forth in the Credit Agreement. Additionally, we are obligated to pay an ongoing commitment fee at a rate between 0.125% and 0.25%. Interest and the commitment fee are payable in arrears quarterly.

The Credit Agreement contains certain customary affirmative and negative covenants, including a consolidated leverage ratio covenant, a consolidated interest coverage ratio covenant, a limit on our ability to incur additional indebtedness, dispose of assets, make certain acquisition transactions, pay dividends or distributions, and certain other restrictions on our activities each defined specifically in the Credit Agreement. We were in compliance with the Credit Agreement's covenants as of January 31, 2016.

In August 2014, we sold approximately 3.7 net acres of our undeveloped real estate in San Francisco for a total of $72.5 million. Separately, in September 2014, we sold approximately 1.5 net acres of our undeveloped real estate for a total of $125.0 million. In October 2015, we sold approximately 8.8 net acres of undeveloped real estate and the associated perpetual parking

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rights in San Francisco, California, which were classified as held for sale. The total proceeds from the sale were $157.1 million, of which the Company received $127.1 million during fiscal 2016 and previously received a nonrefundable deposit in the amount of $30.0 million during the fiscal quarter ended April 30, 2014.

In February 2015, we acquired 50 Fremont Street, a 41-story building totaling approximately 817,000 rentable square feet located in San Francisco, California ("50 Fremont"). We acquired 50 Fremont for the purpose of expanding our global headquarters in San Francisco. See Note 4, "Business Combinations" in the Notes to the Consolidated Financial Statements. The total purchase price for 50 Fremont was $637.6 million. To pay for 50 Fremont, we used $115.0 million of restricted cash and assumed a $200.0 million loan secured by the property with the remainder paid in cash.

Our cash, cash equivalents and marketable securities are comprised primarily of corporate notes and obligations, U.S. treasury securities, U.S. agency obligations, commercial paper, asset backed securities, mortgage backed securities obligations, time deposits, money market mutual funds and municipal securities.

As of January 31, 2016, we have a total of $81.9 million in letters of credit outstanding in favor of certain landlords for office space. To date, no amounts have been drawn against the letters of credit, which renew annually and expire at various dates through December 2030.

We do not have any special purpose entities, and other than operating leases for office space and computer equipment, we do not engage in off-balance sheet financing arrangements.

Our principal commitments consist of obligations under leases for office space, co-location data center facilities, and our development and test data center, as well as leases for computer equipment, software, furniture and fixtures. At January 31, 2016, the future non-cancelable minimum payments under these commitments were as follows (in thousands):

Contractual Obligations	Payments Due by Period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Capital lease obligations, including interest	$558,411	$118,820	$238,048	$201,543	$0
Operating lease obligations:					
Facilities space	1,986,694	191,879	404,022	391,944	998,849
Computer equipment and furniture and fixtures	332,153	164,648	167,505	0	0
0.25% Convertible Senior Notes, including interest	1,157,188	2,875	1,154,313	0	0
Financing obligation - building in progress - leased facility	334,047	16,877	42,658	44,435	230,077
Contractual commitments	25,177	11,702	7,263	5,964	248
	$4,393,670	$506,801	$2,013,809	$643,886	$1,229,174

The majority of our operating lease agreements provide us with the option to renew. Our future operating lease obligations would change if we exercised these options and if we entered into additional operating lease agreements as we expand our operations. The financing obligation above represents the total obligation for our lease of approximately 445,000 rentable square feet of office space in San Francisco, California. As of January 31, 2016, $196.7 million of the total obligation noted above was recorded to financing obligation, building in progress - leased facility, which is included in "Other noncurrent liabilities" on the consolidated balance sheets.

In April 2014, we entered into an office lease agreement to lease approximately 732,000 rentable square feet of an office building located in San Francisco, California that is under construction. The lease payments associated with the lease will be approximately $590.0 million over the 15.5 year term of the lease, beginning in our first quarter of fiscal 2018, which is reflected above under Operating Leases.

In February 2016, we entered into an agreement to sublease additional office space. The amounts associated with the agreement will be approximately $311.0 million over the approximately 12 year term of the agreement, beginning in the first quarter of fiscal 2018.

During fiscal 2016 and in future fiscal years, we have made and expect to continue to make additional investments in our infrastructure to scale our operations and increase productivity. We plan to upgrade or replace various internal systems to scale with the overall growth of the Company. Additionally, we expect capital expenditures to be higher in absolute dollars and remain consistent as a percentage of total revenues in future periods as a result of continued office build-outs, other leasehold improvements and data center investments.

In the future, we may enter into arrangements to acquire or invest in complementary businesses or joint ventures, services and technologies, and intellectual property rights. We may be required to seek additional equity or debt financing. Additional funds may not be available on terms favorable to us or at all.

We believe our existing cash, cash equivalents and short-term marketable securities and cash provided by operating activities will be sufficient to meet our working capital, capital expenditure and debt repayment needs over the next 12 months.

New Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2014-09, "Revenue from Contracts with Customers (Topic 606)" ("ASU 2014-09"), which amended the existing FASB Accounting Standards Codification. This standard establishes a principle for recognizing revenue upon the transfer of promised goods or services to customers, in an amount that reflects the expected consideration received in exchange for those goods or services. The standard also provides guidance on the recognition of costs related to obtaining and fulfilling customer contracts. The FASB deferred the effective date for the new revenue reporting standard for entities reporting under U.S. GAAP for one year. In accordance with the deferral, ASU 2014-09 will be effective for fiscal 2019, including interim periods within that reporting period. We are currently in the process of assessing the adoption methodology, which allows the amendment to be applied retrospectively to each prior period presented, or with the cumulative effect recognized as of the date of initial application. We are also evaluating the impact of the adoption of ASU 2014-09 on our consolidated financial statements and have not determined whether the effect will be material to either our revenue results or our deferred commission balances.

In September 2015, the FASB issued Accounting Standards Update No. 2015-16, "Simplifying the Accounting for Measurement-Period Adjustments (Topic 805)" ("ASU 2015-16") which eliminates the requirement to restate prior period financial statements for measurement period adjustments in business combinations. ASU 2015-16 requires that the cumulative impact of a measurement period adjustment (including the impact on prior periods) be recognized in the reporting period in which the adjustment is identified. The new standard is effective for interim and annual periods beginning after December 15, 2015 and early adoption is permitted. We are evaluating the impact of the adoption of ASU 2015-16 on our consolidated financial statements.

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, "Leases (Topic 842)" ("ASU 2016-02"), which requires lessees to put most leases on their balance sheets but recognize the expenses on their income statements in a manner similar to current practice. ASU 2016-02 states that a lessee would recognize a lease liability for the obligation to make lease payments and a right-to-use asset for the right to use the underlying asset for the lease term. The new standard is effective for interim and annual periods beginning after December 15, 2018 and early adoption is permitted. We are currently evaluating the impact to our consolidated financial statements.

Non-GAAP Financial Measures for Statement of Operations and Sharecount Information

Regulation S-K Item 10(e), "Use of Non-GAAP Financial Measures in Commission Filings," defines and prescribes the conditions for use of non-GAAP financial information. Our measures of non-GAAP net income, non-GAAP gross profit, non-GAAP operating profit, non-GAAP free cash flow, and non-GAAP earnings per share each meet the definition of a non-GAAP financial measure. We use the below non-GAAP financial measures to provide an additional view of operational performance by excluding expenses and benefits that are not directly related to performance in any particular period. In addition to our GAAP measures, we use these non-GAAP measures when planning, monitoring, and evaluating our performance. We believe that these non-GAAP measures reflect our ongoing business in a manner that allows for meaningful period-to-period comparisons and analysis of trends in our business, as they exclude certain expenses and benefits. These items are excluded because the decisions which gave rise to them are not made to increase revenue in a particular period, but are made for our long-term benefit over multiple periods and we are not able to change or affect these items in any particular period.

Non-GAAP net income

We define non-GAAP net income as our total net income excluding the components described below, which we believe are not reflective of our core, ongoing operating results. In each case, for the reasons set forth below, we believe that excluding the component provides useful information to investors and others in understanding and evaluating the impact of certain items to our operating results and future prospects in the same manner as we do, in comparing financial results across accounting periods and to those of peer companies and in better understanding the impact of these items on our gross margin and operating performance.

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- Stock-Based Expense. The Company's compensation strategy includes the use of stock-based compensation to attract and retain employees and executives. It is principally aimed at aligning their interests with those of our stockholders and at long-term employee retention, rather than to motivate or reward operational performance for any particular period. Thus, stock-based expense varies for reasons that are generally unrelated to operational decisions and performance in any particular period.
- Amortization of Purchased Intangibles and Acquired Leases. The Company views amortization of acquisition-related intangible assets, such as the amortization of the cost associated with an acquired company's research and development efforts, trade names, customer lists, customer relationships and acquired lease intangibles, as items arising from pre-acquisition activities determined at the time of an acquisition. While these intangible assets are continually evaluated for impairment, amortization of the cost of purchased intangibles is a static expense, one that is not typically affected by operations during any particular period.
- Amortization of Debt Discount. Under GAAP, certain convertible debt instruments that may be settled in cash (or other assets) on conversion are required to be separately accounted for as liability (debt) and equity (conversion option) components of the instrument in a manner that reflects the issuer's non-convertible debt borrowing rate. Accordingly, for GAAP purposes we are required to recognize imputed interest expense on the Company's $1.15 billion of convertible senior notes due 2018 that were issued in a private placement in March 2013. The imputed interest rate was approximately 2.53% for the convertible notes due 2018, while the actual coupon interest rate of the notes was 0.25%. The difference between the imputed interest expense and the coupon interest expense, net of the interest amount capitalized, is excluded from management's assessment of the Company's operating performance because management believes that this non-cash expense is not indicative of its core, ongoing operating performance. Management believes that the exclusion of the non-cash interest expense provides investors an enhanced view of the Company's operational performance.
- Non-Cash Gains/Losses on Conversion of Debt. Upon settlement of the Company's convertible senior notes, we attribute the fair value of the consideration transferred to the liability and equity components of the convertible senior notes. The difference between the fair value of consideration attributed to the liability component and the carrying value of the liability as of settlement date is recorded as a non-cash gain or loss on the statement of operations. Management believes that the exclusion of the non-cash gain/loss provides investors an enhanced view of the company's operational performance.
- Gain on Sales of Land and Building Improvements. The Company views the non-operating gains associated with the sales of the land and building improvements at Mission Bay to be a discrete item. The difference between the cash proceeds received and the carrying value of the land and the building improvements as of the settlement date is recorded as a one-time gain on the statement of operations. Management believes that the exclusion of the gains provides investors an enhanced view of the Company's operational performance.
- Lease Termination Resulting from Purchase of Office Building. The Company views the non-cash, one-time gain associated with the termination of its lease at 50 Fremont to be a discrete item. Management believes that the exclusion of the gains provides investors an enhanced view of the Company's operational performance.
- Income Tax Effects and Adjustments. Since fiscal 2015, the Company has utilized a fixed long-term projected non-GAAP tax rate in order to provide better consistency across the interim reporting periods by eliminating the effects of non-recurring and period-specific items such as changes in the tax valuation allowance and tax effects of acquisitions-related costs, since each of these can vary in size and frequency. When projecting this long-term rate, the Company evaluated a three-year financial projection that excludes the direct impact of the following non-cash items: stock-based expenses, amortization of purchased intangibles, amortization of acquired leases, amortization of debt discount, gains/losses on the sales of land and building improvements, gains/losses on conversions of debt, and termination of office leases. The projected rate also assumes no new acquisitions in the three-year period, and considers other factors including the Company's tax structure, its tax positions in various jurisdictions and key legislation in major jurisdictions where the company operates. This long-term rate could be subject to change for a variety of reasons, such as significant changes in the geographic earnings mix including acquisition activity, or fundamental tax law changes in major jurisdictions where the company operates. The Company re-evaluates this long-term rate on an annual basis and, as appropriate, if a significant event materially affects it. Our fiscal 2016

non-GAAP tax provision was 35.5 percent which reflected the related tax impact from the recent Tax Court decision in Altera Corporation’s litigation with the Internal Revenue Service (“IRS”).

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Additionally, as significant, unusual or discrete events occur, or as other events occur that are not related to the Company's core, ongoing operating results, we may exclude the financial results of these events from non-GAAP net income in the period in which such events occur. For example, we could in the future recognize a significant gain or loss in connection with one or more of our strategic investments, which may not be viewed by management as reflective of our core, ongoing operating results. Similarly, the financial effects of significant facilities-related transactions may in the future be excluded from non-GAAP net income in the period in which such events may occur, if they are not viewed by management as reflective of our core, ongoing operating results.

Non-GAAP gross profit

We define non-GAAP gross profit as our total revenues less cost of revenues, as reported on our consolidated statement of operations, excluding the portions of stock-based expenses and amortization of purchased intangibles that are included in cost of revenues.

Non-GAAP operating profit

We define non-GAAP operating profit as our non-GAAP gross profit less operating expenses, as reported on our consolidated statement of operations, excluding the portions of stock-based expenses, amortization of purchased intangibles and gain resulting from termination of our office lease that are included in operating expenses.

Non-GAAP earnings per share

Management uses the non-GAAP earnings per share to provide an additional view of performance by excluding items that are not directly related to performance in any particular period in the earnings per share calculation.

We define non-GAAP earnings per share as our non-GAAP net income divided by basic or diluted shares outstanding.

Non-GAAP free cash flow

We define the non-GAAP measure free cash flow as GAAP net cash provided by operating activities, less capital expenditures. For this purpose, capital expenditures does not include our strategic investments, nor does it include any costs or activities related to our purchase of 50 Fremont land and building, and building in progress - leased facilities.

Limitations on the use of non-GAAP financial measures

A limitation of our non-GAAP financial measures of non-GAAP gross profit, non-GAAP operating profit, non-GAAP net income, non-GAAP earnings per share and non-GAAP free cash flow is that they do not have uniform definitions. Our definitions will likely differ from the definitions used by other companies, including peer companies, and therefore comparability may be limited. Thus, our non-GAAP measures of non-GAAP gross profit, non-GAAP operating profit, non-GAAP net income, non-GAAP earnings per share and non-GAAP free cash flow should be considered in addition to, not as a substitute for, or in isolation from, measures prepared in accordance with GAAP. Additionally, in the case of stock-based expense, if we did not pay a portion of compensation in the form of stock-based expense, the cash salary expense included in costs of revenues and operating expenses would be higher which would affect our cash position.

We compensate for these limitations by reconciling our non-GAAP financial measures to the most comparable GAAP financial measure. We encourage investors and others to review our financial information in its entirety, not to rely on any single financial measure, and to view our non-GAAP financial measures in conjunction with the most comparable GAAP financial measures.

Our reconciliation of the non-GAAP financial measures are as follows (in thousands, except for share numbers):

	Fiscal Year Ended January 31,		
	2016	2015	2014
Non-GAAP gross profit			
GAAP gross profit	$5,012,668	$4,084,316	$3,102,575
Plus:			
Amortization of purchased intangibles	80,918	90,300	109,356
Stock-based expenses	69,443	53,812	45,608
Non-GAAP gross profit	$5,163,029	$4,228,428	$3,257,539

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	Fiscal Year Ended January 31,		
	2016	2015	2014
Non-GAAP income from operations			
GAAP income (loss) from operations	$114,923	$(145,633)	$(286,074)
Plus:			
Amortization of purchased intangibles	158,070	154,973	146,535
Stock-based expenses	593,628	564,765	503,280
Less:			
Operating lease termination resulting from purchase of 50 Fremont	(36,617)	0	0
Non-GAAP operating profit	$830,004	$574,105	$363,741

	Fiscal Year Ended January 31,		
	2016	2015	2014
Non-GAAP net income			
GAAP net loss	$(47,426)	$(262,688)	$(232,175)
Plus:			
Amortization of purchased intangibles	158,070	154,973	146,535
Amortization of acquired lease intangible	3,636	0	0
Stock-based expenses	593,628	564,765	503,280
Amortization of debt discount, net	24,504	36,575	46,728
Loss on conversion of debt	0	10,326	214
Less:			
Operating lease termination resulting from purchase of 50 Fremont	(36,617)	0	0
Gain on sales of land and building improvements	(21,792)	(15,625)	0
Income tax effects and adjustments of Non-GAAP items	(167,221)	(146,741)	(242,729)
Non-GAAP net income	$506,782	$341,585	$221,853

	Fiscal Year Ended January 31,		
	2016	2015	2014
Non-GAAP diluted earnings per share			
GAAP diluted loss per share (a)	$(0.07)	$(0.42)	$(0.39)
Plus:			
Amortization of purchased intangibles	0.23	0.24	0.23
Amortization of acquired lease intangible	0.01	0.00	0.00
Stock-based expenses	0.88	0.87	0.79
Amortization of debt discount, net	0.04	0.06	0.07
Loss on conversion of debt	0.00	0.02	0.00
Less:			
Operating lease termination resulting from purchase of 50 Fremont	(0.05)	0.00	0.00
Gain on sales of land and building improvements	(0.03)	(0.02)	0.00
Income tax effects and adjustments of Non-GAAP items	(0.26)	(0.23)	(0.35)
Non-GAAP diluted earnings per share	$0.75	$0.52	$0.35
Shares used in computing diluted net income per share	676,830	651,534	635,688

a) Reported GAAP loss per share was calculated using the basic share count. Non-GAAP diluted earnings per share was calculated using the diluted share count.

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Non-GAAP operating profit for the year ended January 31, 2016 was $830.0 million and $574.1 million for the same period a year ago, an improvement of $255.9 million or 45 percent. During fiscal 2016 we remained focused on improving non-GAAP operating profit and expect to remain similarly focused in fiscal 2017.
The effects of dilutive securities were not included in the GAAP calculation of diluted earnings/loss per share for the years ended January 31, 2016, 2015 and 2014 because we had a net loss for those periods and the effect would have been anti-dilutive. The following table reflects the effect of the dilutive securities on the basic share count used in the GAAP earnings/loss per share calculation to derive the share count used for the non-GAAP diluted earnings per share:

	Fiscal Year Ended January 31,		
Supplemental Diluted Sharecount Information (in thousands):	2016	2015	2014
Weighted-average shares outstanding for GAAP basic earnings per share	661,647	624,148	597,613
Effect of dilutive securities (1):			
Convertible senior notes (2)	1,302	5,381	14,550
Warrants associated with the convertible senior note hedges (2)	0	9,536	9,658
Employee stock awards	13,881	12,469	13,867
Adjusted weighted-average shares outstanding and assumed conversions for Non-GAAP diluted earnings per share	676,830	651,534	635,688

(1) The effects of these dilutive securities were not included in the GAAP calculation of diluted net loss per share because the effect would have been anti-dilutive.
(2) Upon maturity in fiscal 2015, the convertible 0.75% senior notes and associated warrants were settled. The 0.25% senior notes were not convertible, however, there is a dilutive effect for shares outstanding for the fiscal 2016.

	Fiscal Year Ended January 31,		
Free cash flow analysis:	2016	2015	2014
Operating cash flow			
GAAP net cash provided by operating activities	$1,612,585	$1,173,714	$875,469
Less:			
Capital expenditures	(284,476)	(290,454)	(299,110)
Free cash flow	$1,328,109	$883,260	$576,359

Supplemental Tax Expense (Benefit) Information:
As described above, beginning in February 2014, which was the start of our fiscal 2015, we changed the methodology used to calculate our non-GAAP tax expense. We computed and utilized a fixed long-term projected non-GAAP tax rate of 36.5 percent for fiscal 2015. We moved to this long-term projected non-GAAP tax rate in order to provide better consistency across the interim reporting periods by eliminating the effects of non-recurring and period-specific items. As a result, we believe that starting in fiscal 2015, providing a tabular reconciliation of the non-GAAP financial measure of tax expense (benefit) to the comparable GAAP measure is not appropriate given our new methodology.
During the third quarter of fiscal 2013, we recorded for GAAP purposes a valuation allowance against a significant portion of our U.S. deferred tax assets. During fiscal 2014, we recorded a partial valuation allowance release, primarily in connection with the acquisition of ExactTarget. The increasing number of tax adjustments reflected below was the result of the GAAP valuation allowance and the Company’s increasing acquisition activities. The following table for fiscal 2014 reflects the calculation of our non-GAAP tax expense:

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Non-GAAP tax expense (in thousands):	Fiscal Year Ended January 31, 2014
GAAP tax benefit	$(125,760)
GAAP to Non-GAAP adjustments - tax effects of:	
Stock-based expenses, amortization of purchased intangibles and amortization of debt discount, net (1)	229,277
Deferred tax asset partial valuation release	25,048
State income tax credits not benefited (2)	5,325
Acquisitions-related costs (3)	(19,708)
Other, net	2,787
Total adjustments	242,729
Non-GAAP tax expense	$116,969

(1) The Company excluded stock-based expenses, amortization of purchased intangibles, and amortization of debt discount, net, in reporting its non-GAAP net income. Accordingly, the Company excluded the related tax effects of these items. The related tax effects were computed by applying the relevant statutory tax rate to these items for each respective jurisdiction.

(2) During fiscal 2014, California mandated a change to the way it apportioned income to the state, which significantly reduced the Company’s California income tax expense. Accordingly, for computing non-GAAP tax expense, the Company did not
recognize tax benefits related to certain California research and development tax credits as the Company believed these credits may not be realized given the lowered California income tax expense.

(3) During fiscal 2014, the Company excluded certain tax effects related to acquisitions in computing its non-GAAP tax expense. The majority of this adjustment was attributable to non-cash tax costs associated with the transfer of purchased intangibles. This non-cash tax item was excluded because the decisions which gave rise to these non-cash tax costs were neither made to increase revenue nor directly related to performance in any particular period, but were made for the Company’s long term benefit over multiple periods. The remainder of this adjustment included the tax effects of legal and accounting fees incurred to facilitate transactions, which amount was not material. The related tax effects were computed by applying the relevant statutory tax rate to these items for each respective jurisdiction.

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ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Currency Exchange Risk

Our results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Euro, British Pound Sterling, Canadian Dollar, Australian Dollar and Japanese Yen. We seek to minimize the impact of certain foreign currency fluctuations by hedging certain balance sheet exposures with foreign currency forward contracts. Any gain or loss from settling these contracts is offset by the loss or gain derived from the underlying balance sheet exposures. In accordance with our policy, the hedging contracts we enter into have maturities of less than three months. Additionally, by policy, we do not enter into any hedging contracts for trading or speculative purposes.

Interest Rate Sensitivity

We had cash, cash equivalents and marketable securities totaling $2.7 billion at January 31, 2016. This amount was invested primarily in money market funds, time deposits, corporate notes and bonds, government securities and other debt securities with credit ratings of at least BBB or better. The cash, cash equivalents and short-term marketable securities are held for general corporate purposes including possible acquisitions of, or investments in, complementary businesses, services or technologies, working capital and capital expenditures. Our investments are made for capital preservation purposes. We do not enter into investments for trading or speculative purposes.

Our cash equivalents and our portfolio of marketable securities are subject to market risk due to changes in interest rates. Fixed rate securities may have their market value adversely impacted due to a rise in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Due in part to these factors, our future investment income may fall short of expectation due to changes in interest rates or we may suffer losses in principal if we are forced to sell securities that decline in market value due to changes in interest rates. However because we classify our debt securities as “available for sale,” no gains or losses are recognized due to changes in interest rates unless such securities are sold prior to maturity or declines in fair value are determined to be other-than-temporary. Our fixed-income portfolio is subject to interest rate risk.

An immediate increase or decrease in interest rates of 100-basis points at January 31, 2016 could result in a $20.9 million market value reduction or increase of the same amount. This estimate is based on a sensitivity model that measures market value changes when changes in interest rates occur. Fluctuations in the value of our investment securities caused by a change in interest rates (gains or losses on the carrying value) are recorded in other comprehensive income, and are realized only if we sell the underlying securities.

At January 31, 2015, we had cash, cash equivalents and marketable securities totaling $1.9 billion. The fixed-income portfolio was also subject to interest rate risk. Changes in interest rates of 100-basis points would have resulted in market value changes of $13.5 million.

Market Risk and Market Interest Risk

In March 2013, we issued the 0.25% Senior Notes. Holders of the 0.25% Senior Notes may convert the 0.25% Senior Notes prior to maturity upon the occurrence of certain circumstances. Upon conversion, we would pay the holder an amount of cash equal to the principal amounts of the 0.25% Senior Notes and the amounts in excess of the principal amounts, if any, may be paid in cash or stock at our option. Concurrent with the issuance of the 0.25% Senior Notes, we entered into separate note hedging transactions and the sale of warrants. These separate transactions were completed to reduce the potential economic dilution from the conversion of the 0.25% Senior Notes.

The 0.25% Senior Notes have a fixed annual interest rate of 0.25%, and therefore we do not have economic interest rate exposure on the 0.25% Senior Notes. However, the value of the 0.25% Senior Notes are exposed to interest rate risk. Generally, the fair values of our fixed interest rate 0.25% Senior Notes will increase as interest rates fall and decrease as interest rates rise. In addition, the fair value of our 0.25% Senior Notes is affected by our stock price. The principal balance of our 0.25% Senior Notes was $1.15 billion as of January 31, 2016. The total estimated fair value of our 0.25% Senior Notes at January 31, 2016 was $1.4 billion. The fair value was determined based on the closing trading price per $100 of the 0.25% Senior Notes as of the last day of trading for the fourth quarter of fiscal 2016, which was $119.24.

In October 2014, we entered into the Credit Agreement, which provides for the $650.0 million Credit Facility that matures in October 2019. Borrowings under the Credit Facility bear interest, at our option, at either a base rate formula, as defined in the Credit Agreement, or a LIBOR based formula, each as set forth in the Credit Agreement. Additionally, we are obligated to pay an ongoing commitment fee at a rate between 0.125% and 0.25%. Interest and the commitment fees are payable in arrears quarterly. As of January 31, 2016 there was no outstanding borrowing amount under the Credit Agreement.

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By entering into the Credit Agreement, we have assumed risks associated with variable interest rates based upon a variable base rate, as defined in the Credit Agreement, or LIBOR. Changes in the overall level of interest rates affect the interest expense that we recognize in our statements of operations.

We deposit our cash with multiple financial institutions, therefore our deposits, at times, may exceed federally insured limits.

The bank counterparties to the derivative contracts potentially expose us to credit-related losses in the event of their nonperformance. To mitigate that risk, we only contract with counterparties who meet the minimum requirements under our counterparty risk assessment process. We monitor ratings, credit spreads and potential downgrades on at least a quarterly basis. Based on our on-going assessment of counterparty risk, we adjust our exposure to various counterparties. We generally enter into master netting arrangements, which reduce credit risk by permitting net settlement of transactions with the same counterparty. However, we do not have any master netting arrangements in place with collateral features.

Our strategic investments portfolio consists of investments in over 150 privately held companies, primarily comprised of independent software vendors and system integrators. We invest in early-to-late stage technology and professional cloud service companies across the globe to support our key business initiatives, which include, among other things, extending the capabilities of our platform and CRM offerings, increasing the ecosystem of enterprise cloud companies and partners, accelerating the adoption of cloud technologies and creating the next-generation of mobile applications and connected products. We invest in both domestic and international companies and currently hold investments in all of our regions: the Americas, Europe and Asia Pacific. Our investments in these companies range from $0.2 million to over $70.0 million, with 14 investments individually equal to or in excess of $10 million. As of January 31, 2016 and January 31, 2015 the carrying value of our investments in privately held companies was $504.5 million and $158.0 million, respectively. The estimated fair value of our investments in privately held companies was $714.1 million and $280.0 million as of January 31, 2016 and January 31, 2015, respectively. The financial success of our investment in any company is typically dependent on a liquidity event, such as a public offering, acquisition or other favorable market event reflecting appreciation to the cost of our initial investment. If we determine that any of our investments in such companies have experienced a decline in fair value, we may be required to record an impairment that is other than temporary, which could be material. We have in the past written off the full value of specific investments. Similar situations could occur in the future and negatively impact our financial results. All of our investments are subject to a risk of partial or total loss of investment capital.

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ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

The following financial statements are filed as part of this Annual Report on Form 10-K:

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of salesforce.com, inc.

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

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

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

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), salesforce.com inc.'s internal control over financial reporting as of January 31, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission 2013 framework and our report dated March 4, 2016 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

San Jose, California
March 4, 2016

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of salesforce.com, inc.

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

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

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

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

In our opinion, salesforce.com, inc. maintained, in all material respects, effective internal control over financial reporting as of January 31, 2016, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of salesforce.com, inc. as of January 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive loss, stockholders' equity and cash flows for each of the three years in the period ended January 31, 2016 of salesforce.com, inc. and our report dated March 4, 2016 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

San Jose, California
March 4, 2016

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salesforce.com, inc.
Consolidated Balance Sheets
(in thousands, except per share data)

	January 31, 2016	January 31, 2015
Assets		
Current assets:		
Cash and cash equivalents	$1,158,363	$908,117
Short-term marketable securities	183,018	87,312
Accounts receivable, net of allowance for doubtful accounts of $10,488 and $8,146 at January 31, 2016 and 2015, respectively	2,496,165	1,905,506
Deferred commissions	259,187	225,386
Prepaid expenses and other current assets	250,594	245,026
Land and building improvements held for sale	0	143,197
Total current assets	4,347,327	3,514,544
Marketable securities, noncurrent	1,383,996	894,855
Property and equipment, net	1,715,828	1,125,866
Deferred commissions, noncurrent	189,943	162,796
Capitalized software, net	384,258	433,398
Goodwill	3,849,937	3,782,660
Strategic investments	520,721	175,774
Other assets, net	378,762	460,219
Restricted cash	0	115,015
Total assets	$12,770,772	$10,665,127
Liabilities and stockholders’ equity		
Current liabilities:		
Accounts payable, accrued expenses and other liabilities	$1,349,338	$1,103,335
Deferred revenue	4,267,667	3,286,768
Total current liabilities	5,617,005	4,390,103
Convertible 0.25% senior notes, net	1,095,059	1,070,692
Loan assumed on 50 Fremont	198,888	0
Revolving credit facility	0	300,000
Deferred revenue, noncurrent	23,886	34,681
Other noncurrent liabilities	833,065	894,468
Total liabilities	7,767,903	6,689,944
Stockholders’ equity:		
Preferred stock, $0.001 par value; 5,000 shares authorized and none issued and outstanding	0	0
Common stock, $0.001 par value; 1,600,000 shares authorized, 670,929 and 650,596 issued and outstanding at January 31, 2016 and 2015, respectively	671	651
Additional paid-in capital	5,705,386	4,604,485
Accumulated other comprehensive loss	(49,917)	(24,108)
Accumulated deficit	(653,271)	(605,845)
Total stockholders’ equity	5,002,869	3,975,183
Total liabilities and stockholders’ equity	$12,770,772	$10,665,127

See accompanying Notes.

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salesforce.com, inc.
Consolidated Statements of Operations
(in thousands, except per share data)

	Fiscal Year Ended January 31,		
	2016	2015	2014
Revenues:			
Subscription and support	$6,205,599	$5,013,764	$3,824,542
Professional services and other	461,617	359,822	246,461
Total revenues	6,667,216	5,373,586	4,071,003
Cost of revenues (1)(2):			
Subscription and support	1,188,967	924,638	711,880
Professional services and other	465,581	364,632	256,548
Total cost of revenues	1,654,548	1,289,270	968,428
Gross profit	5,012,668	4,084,316	3,102,575
Operating expenses (1)(2):			
Research and development	946,300	792,917	623,798
Marketing and sales	3,239,824	2,757,096	2,168,132
General and administrative	748,238	679,936	596,719
Operating lease termination resulting from purchase of 50 Fremont	(36,617)	0	0
Total operating expenses	4,897,745	4,229,949	3,388,649
Income (loss) from operations	114,923	(145,633)	(286,074)
Investment income	15,341	10,038	10,218
Interest expense	(72,485)	(73,237)	(77,211)
Other expense (1)(3)	(15,292)	(19,878)	(4,868)
Gain on sales of land and building improvements	21,792	15,625	0
Income (loss) before benefit from (provision for) income taxes	64,279	(213,085)	(357,935)
Benefit from (provision for) income taxes	(111,705)	(49,603)	125,760
Net loss	$(47,426)	$(262,688)	$(232,175)
Basic net loss per share	$(0.07)	$(0.42)	$(0.39)
Diluted net loss per share	$(0.07)	$(0.42)	$(0.39)
Shares used in computing basic net loss per share	661,647	624,148	597,613
Shares used in computing diluted net loss per share	661,647	624,148	597,613

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(1) Amounts include amortization of purchased intangibles from business combinations, as follows:

	Fiscal Year Ended January 31,		
	2016	2015	2014
Cost of revenues	$80,918	$90,300	$109,356
Marketing and sales	77,152	64,673	37,179
Other non-operating expense	3,636	0	0

(2) Amounts include stock-based expenses, as follows:

	Fiscal Year Ended January 31,		
	2016	2015	2014
Cost of revenues	$69,443	$53,812	$45,608
Research and development	129,434	121,193	107,420
Marketing and sales	289,152	286,410	258,571
General and administrative	105,599	103,350	91,681

(3) Amount includes approximately $10.3 million loss on conversions of our convertible 0.75% senior notes due January 2015 recognized during fiscal 2015.
See accompanying Notes.

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salesforce.com, inc.
Consolidated Statements of Comprehensive Loss
(in thousands)

	Fiscal Year Ended January 31,		
	2016	2015	2014
Net loss	$(47,426)	$(262,688)	$(232,175)
Other comprehensive income (loss), before tax and net of reclassification adjustments:			
Foreign currency translation and other losses	(16,616)	(43,276)	(4,930)
Unrealized gains (losses) on investments	(9,193)	1,488	8,120
Other comprehensive income (loss), before tax	(25,809)	(41,788)	3,190
Tax effect	0	0	(2,647)
Other comprehensive income (loss), net of tax	(25,809)	(41,788)	543
Comprehensive loss	$(73,235)	$(304,476)	$(231,632)

See accompanying Notes.

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salesforce.com, inc.
Consolidated Statements of Stockholders' Equity
(in thousands)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income/(Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balances at January 31, 2013	585,627	$586	$2,410,892	$ 17,137	$(110,982)	$2,317,633
Exercise of stock options and stock grants to board members for board services	9,952	10	197,012	0	0	197,022
Vested restricted stock units converted to shares	9,265	9	0	0	0	9
Shares issued related to business combinations	2,367	2	81,191	0	0	81,193
Shares issued under employee stock plans	2,932	3	92,482	0	0	92,485
Tax benefits from employee stock plans	0	0	8,048	0	0	8,048
Stock-based expenses	0	0	494,615	0	0	494,615
Temporary equity reclassification	0	0	26,907	0	0	26,907
Equity component of the convertible notes issuance, net	0	0	121,230	0	0	121,230
Purchase of convertible note hedges	0	0	(153,800)	0	0	(153,800)
Issuance of warrants	0	0	84,800	0	0	84,800
Other comprehensive income, net of tax	0	0	0	543	0	543
Net loss	0	0	0	0	(232,175)	(232,175)
Balances at January 31, 2014	610,143	$610	$3,363,377	$ 17,680	$(343,157)	$3,038,510
Exercise of stock options and stock grants to board members for board services	7,413	8	182,270	0	0	182,278
Vested restricted stock units converted to shares	9,259	9	0	0	0	9
Shares issued related to business combinations	7,185	7	339,076	0	0	339,083
Shares issued under employee stock plans	3,264	4	127,816	0	0	127,820
Tax benefits from employee stock plans	0	0	7,730	0	0	7,730
Settlement of 0.75% convertible notes and related warrants	13,332	13	22,736	0	0	22,749
Stock-based expenses	0	0	561,480	0	0	561,480
Other comprehensive loss, net of tax	0	0	0	(41,788)	0	(41,788)
Net loss	0	0	0	0	(262,688)	(262,688)
Balances at January 31, 2015	650,596	$651	$4,604,485	$ (24,108)	$(605,845)	$3,975,183
Exercise of stock options and stock grants to board members for board services	8,278	8	296,493	0	0	296,501

Vested restricted stock units converted to shares	8,933	9	0	0	0	9
Shares issued related to business combinations	117	0	0	0	0	0
Shares issued under employee stock plans	3,005	3	154,957	0	0	154,960
Tax benefits from employee stock plans	0	0	59,496	0	0	59,496
Stock-based expenses	0	0	589,955	0	0	589,955
Other comprehensive loss, net of tax	0	0	0	(25,809)	0	(25,809)
Net loss	0	0	0	0	(47,426)	(47,426)
Balances at January 31, 2016	670,929	$671	$5,705,386	$ (49,917)	$(653,271)	$5,002,869

See accompanying Notes.

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salesforce.com, inc.
Consolidated Statements of Cash Flows
(in thousands)

	Fiscal Year Ended January 31,		
	2016	2015	2014
Operating activities:			
Net loss	$(47,426)	$(262,688)	$(232,175)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation and amortization	525,750	448,296	369,423
Amortization of debt discount and transaction costs	27,467	39,620	49,582
Gain on sales of land and building improvements	(21,792)	(15,625)	0
50 Fremont lease termination	(36,617)	0	0
Loss on conversions of convertible senior notes	0	10,326	214
Amortization of deferred commissions	319,074	257,642	194,553
Expenses related to employee stock plans	593,628	564,765	503,280
Excess tax benefits from employee stock plans	(59,496)	(7,730)	(8,144)
Changes in assets and liabilities, net of business combinations:			
Accounts receivable, net	(582,425)	(544,610)	(424,702)
Deferred commissions	(380,022)	(320,904)	(265,080)
Prepaid expenses and other current assets and other assets	50,772	45,819	105,218
Accounts payable, accrued expenses and other liabilities	253,986	159,973	(29,043)
Deferred revenue	969,686	798,830	612,343
Net cash provided by operating activities	1,612,585	1,173,714	875,469
Investing activities:			
Business combinations, net of cash acquired	(58,680)	38,071	(2,617,302)
Proceeds from land and building improvements held for sale	127,066	223,240	0
Purchase of 50 Fremont land and building	(425,376)	0	0
Deposit and withdrawal for purchase of 50 Fremont land and building	115,015	(126,435)	0
Non-refundable amounts received for sale of land and building	6,284	0	0
Strategic investments	(366,519)	(93,725)	(31,160)
Purchases of marketable securities	(1,139,267)	(780,540)	(558,703)
Sales of marketable securities	500,264	243,845	1,038,284
Maturities of marketable securities	37,811	87,638	36,436
Capital expenditures	(284,476)	(290,454)	(299,110)
Net cash used in investing activities	(1,487,878)	(698,360)	(2,431,555)
Financing activities:			
Proceeds from borrowings on convertible senior notes, net	0	0	1,132,750
Proceeds from issuance of warrants	0	0	84,800
Purchase of convertible note hedge	0	0	(153,800)
Proceeds from (payments on) revolving credit facility, net	(300,000)	297,325	0
Proceeds from (payments on) term loan, net	0	(285,000)	283,500
Proceeds from employee stock plans	455,482	308,989	289,931
Excess tax benefits from employee stock plans	59,496	7,730	8,144
Payments on convertible senior notes	0	(568,862)	(5,992)
Principal payments on capital lease obligations	(82,330)	(70,663)	(41,099)

Net cash provided by (used in) financing activities	132,648	(310,481)	1,598,234
Effect of exchange rate changes	(7,109)	(38,391)	(7,758)
Net increase in cash and cash equivalents	250,246	126,482	34,390
Cash and cash equivalents, beginning of period	908,117	781,635	747,245
Cash and cash equivalents, end of period	$1,158,363	$908,117	$781,635

See accompanying Notes.

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salesforce.com, inc.
Consolidated Statements of Cash Flows
Supplemental Cash Flow Disclosure
(in thousands)

	Fiscal Year Ended January 31,		
	2016	2015	2014
Supplemental cash flow disclosure:			
Cash paid during the period for:			
Interest	$37,954	$24,684	$21,503
Income taxes, net of tax refunds	$31,462	$36,219	$28,870
Non-cash financing and investing activities:			
Fixed assets acquired under capital leases	$12,948	$124,099	$492,810
Building in progress - leased facility acquired under financing obligation	$77,057	$85,118	$40,171
Fair value of equity awards assumed	$0	$1,050	$19,037
Fair value of common stock issued as consideration for business combinations	$0	$338,033	$69,533
Fair value of loan assumed on 50 Fremont	$198,751	$0	$0

See accompanying Notes.

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salesforce.com, inc.
Notes to Consolidated Financial Statements
1. Summary of Business and Significant Accounting Policies
Description of Business
Salesforce.com, inc. (the "Company") is a leading provider of enterprise cloud computing solutions, with a focus on customer relationship management, or CRM. The Company introduced its first CRM solution in February 2000, and has since expanded its service offerings with new editions, solutions, features and platform capabilities.
The Company's mission is to help its customers transform themselves into customer-centric companies by empowering them to connect with their customers in entirely new ways. The Company's Customer Success Platform, including sales force automation, customer service and support, marketing automation, community management, analytics, application development, Internet of Things integration and the Company's professional cloud services, provide the next-generation platform of enterprise applications and services to enable customer success.
Fiscal Year
The Company's fiscal year ends on January 31. References to fiscal 2016, for example, refer to the fiscal year ending January 31, 2016.
Basis of Presentation
On March 20, 2013, the Company's certificate of incorporation was amended to increase the number of authorized shares of common stock from 400.0 million to 1.6 billion in order to provide for a four-for-one stock split of the common stock effected in the form of a stock dividend. The record date for the stock split was April 3, 2013, and the additional shares were distributed on April 17, 2013. Each stockholder of record on the close of business on the record date received three additional shares of common stock for each share held. All share and per share data presented herein reflect the impact of the increase in authorized shares and the stock split, as appropriate.
Use of Estimates
The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("U.S. GAAP") requires management to make estimates and assumptions in the Company's consolidated financial statements and notes thereto.
Significant estimates and assumptions made by management include the determination of:
- the best estimate of selling price of the deliverables included in multiple deliverable revenue arrangements,
- the fair value of assets acquired and liabilities assumed for business combinations,
- the recognition, measurement and valuation of current and deferred income taxes,
- the fair value of convertible notes,
- the fair value of stock awards issued and related forfeiture rates,
- the useful lives of intangible assets, property and equipment and building and structural components, and
- the valuation of strategic investments and the determination of other-than-temporary impairments.

Actual results could differ materially from those estimates. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable, the result of which forms the basis for making judgments about the carrying values of assets and liabilities.
Principles of Consolidation
The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

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Segments

The Company operates as one operating segment. Operating segments are defined as components of an enterprise for which separate financial information is evaluated regularly by the chief operating decision maker, who is the chief executive officer, in deciding how to allocate resources and assessing performance. Over the past few years, the Company has completed several acquisitions. These acquisitions have allowed the Company to expand its offerings, presence and reach in various market segments of the enterprise cloud computing market. While the Company has offerings in multiple enterprise cloud computing market segments, the Company's business operates in one operating segment because all of the Company's offerings operate on a single platform and are deployed in an identical way, and the Company's chief operating decision maker evaluates the Company's financial information and resources and assesses the performance of these resources on a consolidated basis. Since the Company operates in one operating segment, all required financial segment information can be found in the consolidated financial statements.

Concentrations of Credit Risk and Significant Customers

The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash and cash equivalents, marketable securities and trade accounts receivable. Although the Company deposits its cash with multiple financial institutions, its deposits, at times, may exceed federally insured limits. Collateral is not required for accounts receivable. The Company maintains an allowance for doubtful accounts receivable balances. This allowance is based upon historical loss patterns, the number of days that billings are past due and an evaluation of the potential risk of loss associated with delinquent accounts.

No single customer accounted for more than five percent of accounts receivable at January 31, 2016 and 2015. No single customer accounted for five percent or more of total revenue during fiscal 2016, 2015 and 2014.

Geographic Locations

As of January 31, 2016 and 2015, assets located outside the Americas were 11 percent and 12 percent of total assets, respectively.

Revenues by geographical region are as follows (in thousands):

	Fiscal Year Ended January 31,		
	2016	2015	2014
Americas	$4,910,745	$3,868,329	$2,899,837
Europe	1,162,808	984,919	741,220
Asia Pacific	593,663	520,338	429,946
	$6,667,216	$5,373,586	$4,071,003

Americas revenue attributed to the United States was approximately 95 percent, 94 percent and 96 percent in fiscal 2016, 2015 and 2014, respectively. No other country represented more than ten percent of total revenue during fiscal 2016, 2015 or 2014.

Revenue Recognition

The Company derives its revenues from two sources: (1) subscription revenues, which are comprised of subscription fees from customers accessing the Company's enterprise cloud computing services and from customers paying for additional support beyond the standard support that is included in the basic subscription fees; and (2) related professional services such as process mapping, project management, implementation services and other revenue. "Other revenue" consists primarily of training fees.

The Company commences revenue recognition when all of the following conditions are satisfied:

- there is persuasive evidence of an arrangement;
- the service has been or is being provided to the customer;
- the collection of the fees is reasonably assured; and
- the amount of fees to be paid by the customer is fixed or determinable.

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The Company's subscription service arrangements are non-cancelable and do not contain refund-type provisions.

Subscription and Support Revenues

Subscription and support revenues are recognized ratably over the contract terms beginning on the commencement date of each contract, which is the date the Company's service is made available to customers.

Amounts that have been invoiced are recorded in accounts receivable and in deferred revenue or revenue, depending on whether the revenue recognition criteria have been met.

Professional Services and Other Revenues

The majority of the Company's professional services contracts are on a time and material basis. When these services are not combined with subscription revenues as a single unit of accounting, as discussed below, these revenues are recognized as the services are rendered for time and material contracts, and when the milestones are achieved and accepted by the customer for fixed price contracts. Training revenues are recognized as the services are performed.

Multiple Deliverable Arrangements

The Company enters into arrangements with multiple deliverables that generally include multiple subscriptions, premium support and professional services. If the deliverables have standalone value upon delivery, the Company accounts for each deliverable separately. Subscription services have standalone value as such services are often sold separately. In determining whether professional services have standalone value, the Company considers the following factors for each professional services agreement: availability of the services from other vendors, the nature of the professional services, the timing of when the professional services contract was signed in comparison to the subscription service start date and the contractual dependence of the subscription service on the customer's satisfaction with the professional services work. To date, the Company has concluded that all of the professional services included in multiple deliverable arrangements executed have standalone value.

Multiple deliverables included in an arrangement are separated into different units of accounting and the arrangement consideration is allocated to the identified separate units based on a relative selling price hierarchy. The Company determines the relative selling price for a deliverable based on its vendor-specific objective evidence of selling price ("VSOE"), if available, or its best estimate of selling price ("BESP"), if VSOE is not available. The Company has determined that third-party evidence of selling price ("TPE") is not a practical alternative due to differences in its service offerings compared to other parties and the availability of relevant third-party pricing information. The amount of revenue allocated to delivered items is limited by contingent revenue, if any.

For certain professional services, the Company has established VSOE as a consistent number of standalone sales of these deliverables have been priced within a reasonably narrow range. The Company has not established VSOE for its subscription services due to lack of pricing consistency, the introduction of new services and other factors. Accordingly, the Company uses its BESP to determine the relative selling price for its subscription services.

The Company determines BESP by considering its overall pricing objectives and market conditions. Significant pricing practices taken into consideration include the Company's discounting practices, the size and volume of the Company's transactions, the customer demographic, the geographic area where services are sold, price lists, its go-to-market strategy, historical standalone sales and contract prices. The determination of BESP is made through consultation with and approval by the Company's management, taking into consideration the go-to-market strategy. As the Company's go-to-market strategies evolve, the Company may modify its pricing practices in the future, which could result in changes in relative selling prices, including both VSOE and BESP.

Deferred Revenue

The deferred revenue balance does not represent the total contract value of annual or multi-year, non-cancelable subscription agreements. Deferred revenue primarily consists of billings or payments received in advance of revenue recognition from subscription services described above and is recognized as the revenue recognition criteria are met. The Company generally invoices customers in annual installments. The deferred revenue balance is influenced by several factors, including seasonality, the compounding effects of renewals, invoice duration, invoice timing, size and new business linearity within the quarter.

Deferred revenue that will be recognized during the succeeding twelve month period is recorded as current deferred revenue and the remaining portion is recorded as noncurrent.

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Deferred Commissions

Deferred commissions are the incremental costs that are directly associated with non-cancelable subscription contracts with customers and consist of sales commissions paid to the Company's direct sales force.

The commissions are deferred and amortized over the non-cancelable terms of the related customer contracts, which are typically 12 to 36 months. The commission payments are paid in full the month after the customer's service commences. The deferred commission amounts are recoverable through the future revenue streams under the non-cancelable customer contracts. The Company believes this is the preferable method of accounting as the commission charges are so closely related to the revenue from the non-cancelable customer contracts that they should be recorded as an asset and charged to expense over the same period that the subscription revenue is recognized. Amortization of deferred commissions is included in marketing and sales expense in the accompanying consolidated statements of operations.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. Cash and cash equivalents are stated at fair value.

Marketable Securities

Management determines the appropriate classification of marketable securities at the time of purchase and reevaluates such determination at each balance sheet date. Securities are classified as available for sale and are carried at fair value, with the change in unrealized gains and losses, net of tax, reported as a separate component on the consolidated statements of comprehensive loss. Fair value is determined based on quoted market rates when observable or utilizing data points that are observable, such as quoted prices, interest rates and yield curves. Declines in fair value judged to be other-than-temporary on securities available for sale are included as a component of investment income. In order to determine whether a decline in value is other-than-temporary, the Company evaluates, among other factors: the duration and extent to which the fair value has been less than the carrying value and its intent and ability to retain the investment for a period of time sufficient to allow for any anticipated recovery in fair value. The cost of securities sold is based on the specific-identification method. Interest on securities classified as available for sale is also included as a component of investment income.

Fair Value Measurement

The Company measures its cash equivalents, marketable securities and foreign currency derivative contracts at fair value.

The additional disclosures regarding the Company's fair value measurements are included in Note 2 "Investments".

Property and Equipment

Property and equipment are stated at cost. Depreciation is calculated on a straight-line basis over the estimated useful lives of those assets as follows:

Computer, equipment and software	3 to 9 years
Furniture and fixtures	5 years
Leasehold improvements	Shorter of the estimated lease term or 10 years
Building and structural components	Average weighted useful life of 32 years
Building improvements	10 years

When assets are retired or otherwise disposed of, the cost and accumulated depreciation and amortization are removed from their respective accounts and any loss on such retirement is reflected in operating expenses.

Capitalized Internal-Use Software Costs

The Company capitalizes costs related to its enterprise cloud computing services and certain projects for internal use incurred during the application development stage. Costs related to preliminary project activities and post implementation activities are expensed as incurred. Internal-use software is amortized on a straight-line basis over its estimated useful life, which is generally three to five years. Management evaluates the useful lives of these assets on an annual basis and tests for impairment whenever events or changes in circumstances occur that could impact the recoverability of these assets.

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Goodwill and Intangible Assets Impairment Assessments

The Company evaluates and tests the recoverability of its goodwill for impairment at least annually during the fourth quarter or more often if and when circumstances indicate that goodwill may not be recoverable.

Intangible assets are amortized over their useful lives. Each period the Company evaluates the estimated remaining useful life of its intangible assets and whether events or changes in circumstances warrant a revision to the remaining period of amortization. The carrying amounts of these assets are periodically reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable. Recoverability of these assets is measured by comparison of the carrying amount of each asset to the future undiscounted cash flows the asset is expected to generate. If the undiscounted cash flows used in the test for recoverability are less than the carrying amount of these assets, then the carrying amount of such assets is reduced to fair value.

Long- Lived Assets and Impairment Assessment

The Company evaluates long-lived assets for possible impairment whenever events or circumstances indicate that the carrying amount of such assets may not be recoverable. This includes but is not limited to significant adverse changes in business climate, market conditions, or other events that indicate an asset's carrying amount may not be recoverable. If such review indicates that the carrying amount of long-lived assets is not recoverable, the carrying amount of such assets is reduced to fair value. There was no impairment of long-lived assets during fiscal 2016, 2015 or 2014.

Business Combinations

The Company uses its best estimates and assumptions to accurately assign fair value to the tangible and intangible assets acquired and liabilities assumed at the acquisition date. The Company’s estimates are inherently uncertain and subject to refinement. During the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the fair value of these tangible and intangible assets acquired and liabilities assumed, with the corresponding offset to goodwill. In addition, uncertain tax positions and tax-related valuation allowances are initially established in connection with a business combination as of the acquisition date. The Company continues to collect information and reevaluates these estimates and assumptions quarterly and records any adjustments to the Company’s preliminary estimates to goodwill provided that the Company is within the measurement period. Upon the conclusion of the measurement period or final determination of the fair value of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the Company’s consolidated statements of operations.

Leases and Asset Retirement Obligations

The Company categorizes leases at their inception as either operating or capital leases. In certain lease agreements, the Company may receive rent holidays and other incentives. The Company recognizes lease costs on a straight-line basis once control of the space is achieved, without regard to deferred payment terms such as rent holidays that defer the commencement date of required payments. Additionally, incentives received are treated as a reduction of costs over the term of the agreement.

The Company establishes assets and liabilities for the present value of estimated future costs to retire long-lived assets at the termination or expiration of a lease. Such assets are depreciated over the lease period into operating expense, and the recorded liabilities are accreted to the future value of the estimated retirement costs.

The Company records assets and liabilities for the estimated construction costs incurred under build-to-suit lease arrangements to the extent it is involved in the construction of structural improvements or takes construction risk prior to commencement of a lease.

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Accounting for Stock-Based Expense

The Company recognizes stock-based expenses related to stock options and restricted stock awards on a straight-line basis over the requisite service period of the awards, which is generally the vesting term of four years. The aggregate stock compensation remaining to be amortized to costs and expenses will be recognized over a weighted average period of 2.0 years. The Company recognizes stock-based expenses related to shares issued pursuant to its 2004 Employee Stock Purchase Plan ("ESPP") on a straight-line basis over the offering period, which is 12 months. Stock-based expenses are recognized net of estimated forfeiture activity. The estimated forfeiture rate applied is based on historical forfeiture rates. The Company does not anticipate paying any cash dividends in the foreseeable future and therefore uses an expected dividend yield of zero in the option pricing model.

The fair value of each stock option grant was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions and fair value per share:

	Fiscal Year Ended January 31,					
Stock Options	2016		2015		2014	
Volatility	32-37	%	37	%	37-43	%
Estimated life	3.5 years		3.6 years		3.4 years	
Risk-free interest rate	1.09-1.42	%	1.12-1.53	%	0.48-1.21	%
Weighted-average fair value per share of grants	$20.22		$17.20		$14.08	

	Fiscal Year Ended January 31,					
ESPP	2016		2015		2014	
Volatility	30-34	%	32-35	%	31-35	%
Estimated life	0.75 years		0.75 years		0.75 years	
Risk-free interest rate	0.06-0.76	%	0.07-0.23	%	0.07-0.10	%
Weighted-average fair value per share of grants	$19.49		$14.56		$10.30	

The Company estimated its future stock price volatility considering both its observed option-implied volatilities and its historical volatility calculations. Management believes this is the best estimate of the expected volatility over the expected life of its stock options and stock purchase rights.

The estimated life for the stock options was based on an analysis of historical exercise activity. The estimated life of the ESPP was based on the two purchase periods within each offering period. The risk-free interest rate is based on the rate for a U.S. government security with the same estimated life at the time of the option grant and the stock purchase rights.

Advertising Expenses

Advertising is expensed as incurred. Advertising expense was $315.6 million, $203.6 million and $155.8 million for fiscal 2016, 2015 and 2014, respectively.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on temporary differences between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax laws is recognized in the consolidated statement of operations in the period that includes the enactment date.

The Company's tax positions are subject to income tax audits by multiple tax jurisdictions throughout the world. The Company recognizes the tax benefit of an uncertain tax position only if it is more likely than not that the position is sustainable upon examination by the taxing authority, solely based on its technical merits. The tax benefit recognized is measured as the largest amount of benefit which is greater than 50 percent likely to be realized upon settlement with the taxing authority. The Company recognizes interest accrued and penalties related to unrecognized tax benefits in the income tax provision.

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Valuation allowances are established when necessary to reduce deferred tax assets to the amounts that are more likely than not expected to be realized based on the weighting of positive and negative evidence. Future realization of deferred tax assets ultimately depends on the existence of sufficient taxable income of the appropriate character (for example, ordinary income or capital gain) within the carryback or carryforward periods available under the applicable tax law. The Company regularly reviews the deferred tax assets for recoverability based on historical taxable income, projected future taxable income, the expected timing of the reversals of existing temporary differences and tax planning strategies. The Company's judgments regarding future profitability may change due to many factors, including future market conditions and the ability to successfully execute its business plans and/or tax planning strategies. Should there be a change in the ability to recover deferred tax assets, the tax provision would increase or decrease in the period in which the assessment is changed.

Foreign Currency Translation

The functional currency of the Company's major foreign subsidiaries is generally the local currency. Adjustments resulting from translating foreign functional currency financial statements into U.S. dollars are recorded as a separate component on the consolidated statements of comprehensive loss. Foreign currency transaction gains and losses are included in net loss for the period. All assets and liabilities denominated in a foreign currency are translated into U.S. dollars at the exchange rate on the balance sheet date. Revenues and expenses are translated at the average exchange rate during the period. Equity transactions are translated using historical exchange rates.

Warranties and Indemnification

The Company's enterprise cloud computing services are typically warranted to perform in a manner consistent with general industry standards that are reasonably applicable and materially in accordance with the Company's online help documentation under normal use and circumstances.

The Company's arrangements generally include certain provisions for indemnifying customers against liabilities if its products or services infringe a third party's intellectual property rights. To date, the Company has not incurred any material costs as a result of such obligations and has not accrued any liabilities related to such obligations in the accompanying consolidated financial statements.

The Company has also agreed to indemnify its directors and executive officers for costs associated with any fees, expenses, judgments, fines and settlement amounts incurred by any of these persons in any action or proceeding to which any of those persons is, or is threatened to be, made a party by reason of the person's service as a director or officer, including any action by the Company, arising out of that person's services as the Company's director or officer or that person's services provided to any other company or enterprise at the Company's request. The Company maintains director and officer insurance coverage that would generally enable the Company to recover a portion of any future amounts paid. The Company may also be subject to indemnification obligations by law with respect to the actions of its employees under certain circumstances and in certain jurisdictions.

New Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2014-09, "Revenue from Contracts with Customers (Topic 606)" ("ASU 2014-09") which amended the existing FASB Accounting Standards Codification. This standard establishes a principle for recognizing revenue upon the transfer of promised goods or services to customers, in an amount that reflects the expected consideration received in exchange for those goods or services. The standard also provides guidance on the recognition of costs related to obtaining and fulfilling customer contracts. The FASB deferred the effective date for the new revenue reporting standard for entities reporting under U.S. GAAP for one year. In accordance with the deferral, ASU 2014-09 will be effective for fiscal 2019, including interim periods within that reporting period. The Company is currently in the process of assessing the adoption methodology, which allows the amendment to be applied retrospectively to each prior period presented, or with the cumulative effect recognized as of the date of initial application. The Company is also evaluating the impact of the adoption of ASU 2014-09 on its condensed consolidated financial statements and has not determined whether the effect will be material to either its revenue results or its deferred commissions balances.

In September 2015, the FASB issued Accounting Standards Update No. 2015-16, "Simplifying the Accounting for Measurement-Period Adjustments (Topic 805)" ("ASU 2015-16") which eliminates the requirement to restate prior period financial statements for measurement period adjustments in business combinations. ASU 2015-16 requires that the cumulative impact of a measurement period adjustment (including the impact on prior periods) be recognized in the reporting period in which the adjustment is identified. The new standard is effective for interim and annual periods beginning after December 15, 2015 and early adoption is permitted. The Company is evaluating the impact of the adoption of ASU 2015-16 on its consolidated financial statements.

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In November 2015, the FASB issued Accounting Standards Update No. 2015-17, “Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes” (“ASU 2015-17”) which requires all deferred income taxes to be classified as noncurrent on the balance sheet. The amendments would be effective for annual periods beginning after December 15, 2016. The Company early adopted this standard retrospectively for all prior periods and reclassified all current deferred tax assets and liabilities to noncurrent deferred tax assets and liabilities on the consolidated balance sheets for all periods presented.

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, “Leases (Topic 842)” (“ASU 2016-02”), which requires lessees to put most leases on their balance sheets but recognize the expenses on their income statements in a manner similar to current practice. ASU 2016-02 states that a lessee would recognize a lease liability for the obligation to make lease payments and a right-to-use asset for the right to use the underlying asset for the lease term. The new standard is effective for interim and annual periods beginning after December 15, 2018 and early adoption is permitted. The Company is currently evaluating the impact to its consolidated financial statements.

Reclassifications

Certain reclassifications to the fiscal 2015 balances were made to conform to the current period presentation in the Balance Sheet. These reclassifications include strategic investments and other assets, net.

2. Investments

Marketable Securities

At January 31, 2016, marketable securities consisted of the following (in thousands):

Investments classified as Marketable Securities	Amortized Cost	Unrealized Gains	Unrealized Losses		Fair Value
Corporate notes and obligations	$949,266	$1,398	$(2,983	)	$947,681
U.S. treasury securities	157,625	375	(56	)	157,944
Mortgage backed obligations	104,242	106	(323	)	104,025
Asset backed securities	271,292	186	(226	)	271,252
Municipal securities	44,934	209	(6	)	45,137
Foreign government obligations	18,014	42	(5	)	18,051
U.S. agency obligations	16,076	16	(6	)	16,086
Covered bonds	6,690	148	0		6,838
Total marketable securities	$1,568,139	$2,480	$(3,605	)	$1,567,014

At January 31, 2015, marketable securities consisted of the following (in thousands):

Investments classified as Marketable Securities	Amortized Cost	Unrealized Gains	Unrealized Losses		Fair Value
Corporate notes and obligations	$605,724	$3,031	$(481	)	$608,274
U.S. treasury securities	73,226	257	(1	)	73,482
Mortgage backed obligations	44,181	159	(415	)	43,925
Asset backed securities	120,049	131	(43	)	120,137
Municipal securities	36,447	115	(25	)	36,537
Foreign government obligations	12,023	278	0		12,301
U.S. agency obligations	19,488	26	(4	)	19,510
Covered bonds	66,816	1,185	0		68,001
Total marketable securities	$977,954	$5,182	$(969	)	$982,167

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The duration of the investments classified as marketable securities is as follows (in thousands):

	As of January 31, 2016	January 31, 2015
Recorded as follows:		
Short-term (due in one year or less)	$183,018	$87,312
Long-term (due after one year)	1,383,996	894,855
	$1,567,014	$982,167

As of January 31, 2016, the following marketable securities were in an unrealized loss position (in thousands):

	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Corporate notes and obligations	$531,258	$(2,472)	$48,047	$(511)	$579,305	$(2,983)
U.S. treasury securities	50,434	(56)	0	0	50,434	(56)
Mortgage backed obligations	61,055	(274)	4,780	(49)	65,835	(323)
Asset backed securities	135,917	(199)	5,490	(27)	141,407	(226)
Municipal securities	4,553	(4)	1,959	(2)	6,512	(6)
U.S. agency obligations	5,989	(6)	0	0	5,989	(6)
Foreign government obligations	5,523	(5)	0	0	5,523	(5)
	$794,729	$(3,016)	$60,276	$(589)	$855,005	$(3,605)

The unrealized loss for each individual fixed rate marketable securities was less than $115,000. The Company does not believe any of the unrealized losses represent an other-than-temporary impairment based on its evaluation of available evidence as of January 31, 2016. The Company expects to receive the full principal and interest on all of these marketable securities.

Fair Value Measurement

All of the Company’s cash equivalents, marketable securities and foreign currency derivative contracts are classified within Level 1 or Level 2 because the Company’s cash equivalents, marketable securities and foreign currency derivative contracts are valued using quoted market prices or alternative pricing sources and models utilizing observable market inputs.

The Company uses a three-tier fair value hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

Level 1. Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2. Other inputs that are directly or indirectly observable in the marketplace.

Level 3. Unobservable inputs which are supported by little or no market activity.

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The following table presents information about the Company's assets and liabilities that are measured at fair value as of January 31, 2016 and indicates the fair value hierarchy of the valuation (in thousands):

Description	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balances as of January 31, 2016
Cash equivalents (1):				
Time deposits	$ 0	$236,798	$0	$236,798
Money market mutual funds	216,107	0	0	216,107
Commercial Paper	0	159,230	0	159,230
Agency and sovereign paper	0	13,599	0	13,599
Marketable securities:				
Corporate notes and obligations	0	947,681	0	947,681
U.S. treasury securities	0	157,944	0	157,944
Mortgage backed obligations	0	104,025	0	104,025
Asset backed securities	0	271,252	0	271,252
Municipal securities	0	45,137	0	45,137
Foreign government obligations	0	18,051	0	18,051
U.S. agency obligations	0	16,086	0	16,086
Covered bonds	0	6,838	0	6,838
Foreign currency derivative contracts (2)	0	4,731	0	4,731
Total Assets	$ 216,107	$1,981,372	$0	$2,197,479
Liabilities				
Foreign currency derivative contracts (3)	$ 0	$14,025	$0	$14,025
Total Liabilities	$ 0	$14,025	$0	$14,025

(1)Included in "cash and cash equivalents" in the accompanying consolidated balance sheet as of January 31, 2016, in addition to $532.6 million of cash.
(2)Included in "prepaid expenses and other current assets" in the accompanying consolidated balance sheet as of January 31, 2016.
(3)Included in "accounts payable, accrued expenses and other liabilities" in the consolidated balance sheet as of January 31, 2016.

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The following table presents information about the Company’s assets and liabilities that are measured at fair value as of January 31, 2015 and indicates the fair value hierarchy of the valuation (in thousands):

Description	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balances as of January 31, 2015
Cash equivalents (1):				
Time deposits	$ 0	$292,487	$0	$292,487
Money market mutual funds	13,983	0	0	13,983
Marketable securities:				
Corporate notes and obligations	0	608,274	0	608,274
U.S. treasury securities	0	73,482	0	73,482
Mortgage backed obligations	0	43,925	0	43,925
Asset backed securities	0	120,137	0	120,137
Municipal securities	0	36,537	0	36,537
Foreign government obligations	0	12,301	0	12,301
U.S. agency obligations	0	19,510	0	19,510
Covered bonds	0	68,001	0	68,001
Foreign currency derivative contracts (2)	0	10,611	0	10,611
Total Assets	$ 13,983	$1,285,265	$0	$1,299,248
Liabilities				
Foreign currency derivative contracts (3)	$ 0	$5,694	$0	$5,694
Total Liabilities	$ 0	$5,694	$0	$5,694

(1)Included in “cash and cash equivalents” in the accompanying consolidated balance sheet as of January 31, 2015, in addition to $601.6 million of cash.

(2)Included in “prepaid expenses and other current assets” in the accompanying consolidated balance sheet as of January 31, 2015.

(3)Included in “accounts payable, accrued expenses and other liabilities” in the accompanying consolidated balance sheet as of January 31, 2015.

Derivative Financial Instruments

The Company enters into foreign currency derivative contracts with financial institutions to reduce the risk that its cash flows and earnings will be adversely affected by foreign currency exchange rate fluctuations. The Company uses forward currency derivative contracts to minimize the Company’s exposure to balances primarily denominated in Euros, Japanese yen, Canadian dollars, Australian dollars and British pounds. The Company’s foreign currency derivative contracts, which are not designated as hedging instruments, are used to reduce the exchange rate risk associated primarily with intercompany receivables and payables. The Company’s derivative financial instruments program is not designated for trading or speculative purposes. As of January 31, 2016 and 2015, the foreign currency derivative contracts that were not settled were recorded at fair value on the consolidated balance sheets.

Foreign currency derivative contracts are marked-to-market at the end of each reporting period with gains and losses recognized as other expense to offset the gains or losses resulting from the settlement or remeasurement of the underlying foreign currency denominated receivables and payables. While the contract or notional amount is often used to express the volume of foreign currency derivative contracts, the amounts potentially subject to credit risk are generally limited to the amounts, if any, by which the counterparties’ obligations under the agreements exceed the obligations of the Company to the counterparties.

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Details on outstanding foreign currency derivative contracts related primarily to intercompany receivables and payables are presented below (in thousands):

	As of January 31, 2016	2015
Notional amount of foreign currency derivative contracts	$1,274,515	$942,086
Fair value of foreign currency derivative contracts	$(9,294)	$4,917

The fair value of the Company’s outstanding derivative instruments are summarized below (in thousands):

	Balance Sheet Location	Fair Value of Derivative Instruments As of January 31, 2016	2015
Derivative Assets			
Derivatives not designated as hedging instruments:			
Foreign currency derivative contracts	Prepaid expenses and other current assets	$4,731	$10,611
Derivative Liabilities			
Derivatives not designated as hedging instruments:			
Foreign currency derivative contracts	Accounts payable, accrued expenses and other liabilities	$14,025	$5,694

The effect of the derivative instruments not designated as hedging instruments on the consolidated statements of operations during fiscal 2016, 2015 and 2014, respectively, are summarized below (in thousands):

Derivatives Not Designated as Hedging Instruments	Gains (losses) on Derivative Instruments Recognized in Income			
	Location	Fiscal Year Ended January 31, 2016	2015	2014
Foreign currency derivative contracts	Other expense	$(25,786)	$(1,186)	$108

Strategic Investments

The Company's strategic investments are comprised of marketable equity securities and non-marketable debt and equity securities. Marketable equity securities are measured using quoted prices in their respective active markets and the non-marketable equity and debt securities are recorded at cost. These investments are presented on the consolidated balance sheets within strategic investments.

As of January 31, 2016, the Company had six investments in marketable equity securities with a fair value of $16.2 million, which includes an unrealized gain of $8.5 million. As of January 31, 2015, the Company had four investments in marketable equity securities with a fair value of $17.8 million, which included an unrealized gain of $13.1 million. The change in the fair value of the investments in publicly held companies is recorded in the consolidated balance sheets within strategic investments and accumulated other comprehensive loss.

The Company’s interest in non-marketable debt and equity securities consists of noncontrolling debt and equity investments in privately held companies. The Company’s investments in these privately held companies are reported at cost or marked down to fair value when an event or circumstance indicates an other-than-temporary decline in value has occurred. These investments are valued using significant unobservable inputs or data in an inactive market and the valuation requires the Company's judgment due to the absence of market prices and inherent lack of liquidity.

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As of January 31, 2016 and 2015, the carrying value of the Company’s non-marketable debt and equity securities was $504.5 million and $158.0 million, respectively. The estimated fair value of the non-marketable debt and equity securities was approximately $714.1 million and $280.0 million as of January 31, 2016 and January 31, 2015, respectively. These investments are measured using the cost method of accounting, therefore the unrealized gains of $209.6 million and $122.0 million as of January 31, 2016 and January 31, 2015, respectively, are not recorded in the consolidated financial statements.

Strategic investments consisted of the following (in thousands):

Description	Balance at beginning of year	Additions	Sales, dispositions and fair market value adjustments (1)	Balance at end of year
Fiscal year ended January 31, 2016				
Strategic investments	$175,774	386,219	(41,272)	$520,721
Fiscal year ended January 31, 2015				
Strategic investments	$92,489	101,774	(18,489)	$175,774

(1) Amounts include the release of the cost-basis and the current unrealized gain or loss balance recorded in accumulated other comprehensive loss when shares of a publicly-held investment are sold, disposition-related reductions of a cost-basis investment if a privately-held company within the portfolio is acquired by another company, fair market value adjustments such as cost basis reductions related to impairments that are other-than-temporary and unrealized gains or losses related to investments held in publicly traded companies.

Investment Income

Investment income consists of interest income, realized gains, and realized losses on the Company’s cash, cash equivalents and marketable securities. The components of investment income are presented below (in thousands):

	Fiscal Year Ended January 31,		
	2016	2015	2014
Interest income	$14,146	$10,129	$9,512
Realized gains	3,287	517	5,952
Realized losses	(2,092)	(608)	(5,246)
Total investment income	$15,341	$10,038	$10,218

Reclassification adjustments out of accumulated other comprehensive loss into net loss were immaterial for fiscal 2016, 2015 and 2014, respectively.

3. Property and Equipment

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

	As of January 31,	
	2016	2015
Land	$183,888	$0
Buildings	614,081	125,289
Computers, equipment and software	1,281,766	1,171,762
Furniture and fixtures	82,242	71,881
Leasehold improvements	473,688	376,761
	2,635,665	1,745,693
Less accumulated depreciation and amortization	(919,837)	(619,827)
	$1,715,828	$1,125,866

Depreciation and amortization expense totaled $302.0 million, $246.6 million and $185.9 million during fiscal 2016, 2015 and 2014, respectively.

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Computers, equipment and software at January 31, 2016 and 2015 included a total of $747.1 million and $734.7 million acquired under capital lease agreements, respectively. Accumulated amortization relating to computers, equipment and software under capital leases totaled $310.3 million and $206.7 million, respectively, at January 31, 2016 and 2015. Amortization of assets under capital leases is included in depreciation and amortization expense.

Land

In August 2014, the Company sold approximately 3.7 net acres of its undeveloped real estate, which had been classified as held for sale, for a total of $72.5 million. The Company recognized a gain of $7.8 million, net of closing costs, on the sale of this portion of the Company's land and building improvements.

Separately, in September 2014, the Company sold approximately 1.5 net acres of its remaining undeveloped real estate, which had been classified as held for sale, and the remaining portion of the perpetual parking rights, for a total of $125.0 million. The Company recognized a gain of $7.8 million, net of closing costs, on the sale of this portion of the Company's land, building improvements and perpetual parking rights.

In October 2015, the Company sold approximately 8.8 net acres of undeveloped real estate and the associated perpetual parking rights in San Francisco, California, which were classified as held for sale. The total proceeds from the sale were $157.1 million, of which the Company received $127.1 million in October 2015 and previously received a nonrefundable deposit in the amount of $30.0 million during April 2014. The Company recognized a gain of $21.8 million, net of closing costs, on the sale of this portion of the Company's land and building improvements and perpetual parking rights.

Building

In December 2013, the Company entered into a lease agreement for approximately 445,000 rentable square feet of office space at 350 Mission Street in San Francisco, California. The space rented is for the total office space available in the building, which is in the process of being constructed. As a result of the Company's involvement during the construction period, the Company is considered for accounting purposes to be the owner of the construction project. As of January 31, 2016, the Company had capitalized $174.6 million of construction costs, based on the construction costs incurred to date by the landlord, and recorded a corresponding current and noncurrent financing obligation liability of $15.4 million and $196.7 million, respectively. As of January 31, 2015, the Company had capitalized $125.3 million of construction costs, based on the construction costs incurred to date by the landlord, and recorded a corresponding noncurrent financing obligation liability of $125.3 million. The total expected financing obligation associated with this lease upon completion of the construction of the building, inclusive of the amounts currently recorded, is $334.0 million, including interest (see Note 10 "Commitments" for future commitment details). The obligation will be settled through monthly lease payments to the landlord once the office space is ready for occupancy. To the extent that operating expenses for 350 Mission are material, the Company, as the deemed accounting owner, will record the operating expenses. In April 2015, the building was placed into service and depreciation commenced.

4. Business Combinations

50 Fremont

In February 2015, the Company acquired 50 Fremont Street, a 41-story building totaling approximately 817,000 rentable square feet located in San Francisco, California ("50 Fremont"). At the time of the acquisition, the Company was leasing approximately 500,000 square feet of the available space in 50 Fremont. As of January 31, 2016, the Company occupied approximately 567,000 square feet. The Company acquired 50 Fremont for the purpose of expanding its global headquarters in San Francisco. Pursuant to the acquisition agreement, the Company also acquired existing third-party leases and other intangible property, terminated the Company's existing office leases with the seller and assumed the seller's outstanding loan on 50 Fremont. In accordance with Accounting Standards Codification 805 ("ASC 805"), Business Combinations, the Company accounted for the building purchase as a business combination.

The purchase consideration for the corporate headquarters building was as follows (in thousands):

	Fair Value
Cash	$435,189

Loan assumed on 50 Fremont	200,000
Prorations due to ownership transfer midmonth	2,411
Total purchase consideration	$637,600

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The following table summarizes the fair values of net tangible and intangible assets acquired (in thousands):

	Fair Value
Building	$435,390
Land	183,888
Termination of salesforce operating lease	9,483
Acquired lease intangibles	7,590
Loan assumed on 50 Fremont fair market value adjustment	1,249
Total	$637,600

To fund the purchase of 50 Fremont, the Company used $115.0 million of restricted cash that the Company had on the balance sheet as of January 31, 2015.

In connection with the purchase, the Company recognized a net non-cash gain totaling approximately $36.6 million on the termination of the lease signed in January 2012. This amount reflects a gain of $46.1 million for the reversal of tenant incentives provided from the previous landlord at the inception of the lease and a loss of $9.5 million related to the termination of the Company's operating lease. The tax impact as a result of the difference between tax and book basis of the building is insignificant after considering the impact of the Company's valuation allowance. The amounts above have been included in the Company's consolidated statements of operations and consolidated balance sheet. The Company has included the rental income from third party leases with other tenants in the building, and the proportionate share of building expenses for those leases in other expense in the Company's consolidated results of operations from the date of acquisition. These amounts are recorded in other expense as this net rental income is not part of our core operations. These amounts were not material for the periods presented.

Business Combinations Fiscal 2016

During fiscal 2016, the Company acquired several companies for an aggregate of $60.1 million in cash, net of cash acquired, and has included the financial results of these companies in its consolidated financial statements from the respective dates of acquisition. These transactions, individually and in aggregate, are not material to the Company. The Company accounted for these transactions as business combinations. In allocating the purchase consideration for each company based on estimated fair values, the Company recorded $68.7 million of goodwill. Some of the goodwill balance associated with these transactions is deductible for U.S. income tax purposes.

Fiscal Year 2015

RelateIQ, Inc.

On August 1, 2014, the Company acquired the outstanding stock of RelateIQ, Inc. (“RelateIQ”), a relationship intelligence platform company that uses data science and machine learning to automatically capture data from email, calendars and smartphone calls and provide data science-driven insights in real time. The Company acquired RelateIQ for the assembled workforce and expected synergies with the Company’s current offerings. The Company has included the financial results of RelateIQ in the consolidated financial statements from the date of acquisition, which have not been material to date. The acquisition date fair value of the consideration transferred for RelateIQ was approximately $340.2 million, which consisted of the following (in thousands, except share data):

	Fair Value
Cash	$1,123
Common stock (6,320,735 shares)	338,033
Fair value of stock options and restricted stock awards assumed	1,050
Total	$340,206

The fair value of the stock options assumed by the Company was determined using the Black-Scholes option pricing model. The share conversion ratio of 0.12 was applied to convert RelateIQ’s outstanding equity awards for RelateIQ’s common stock into equity awards for shares of the Company’s common stock.

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The following table summarizes the estimated fair values of assets acquired and liabilities assumed as of the date of acquisition (in thousands):

	Fair Value
Cash	$39,194
Intangible assets	16,200
Goodwill	289,857
Current and noncurrent liabilities	(4,700)
Deferred tax liability	(345)
Net assets acquired	$340,206

The excess of purchase consideration over the fair value of net tangible and identifiable intangible assets acquired was recorded as goodwill. The fair values assigned to tangible assets acquired, liabilities assumed and identifiable intangible assets are based on management's estimates and assumptions.
The following table sets forth the components of identifiable intangible assets acquired (in thousands) and their estimated useful lives as of the date of acquisition:

	Fair Value	Useful Life
Developed technology	$14,470	7 years
Customer relationships and other purchased intangible assets	1,730	1-3 years
Total	$16,200	

The amount recorded for developed technology represents the estimated fair value of RelateIQ's relationship intelligence technology. The amount recorded for customer relationships represent the fair values of the underlying relationships with RelateIQ customers. The goodwill balance is primarily attributed to the assembled workforce and expanded market opportunities when integrating RelateIQ's relationship intelligence technology with the Company's other offerings. The goodwill balance is not deductible for U.S. income tax purposes.
The Company assumed unvested equity awards for shares of RelateIQ's common stock with a fair value of $33.9 million. Of the total consideration, $1.1 million was allocated to the purchase consideration and $32.8 million was allocated to future services and will be expensed over the remaining service periods on a straight-line basis.

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Goodwill

Goodwill represents the excess of the purchase price in a business combination over the fair value of net tangible and intangible assets acquired. Goodwill amounts are not amortized, but rather tested for impairment at least annually during the fourth quarter.

Goodwill consisted of the following (in thousands):

Balance as of January 31, 2014	$3,500,823
RelateIQ	289,857
Finalization of acquisition date fair values	(8,020)
Balance as of January 31, 2015	3,782,660
Other acquisitions	68,655
Finalization of acquisition date fair values	(1,378)
Balance as of January 31, 2016	$3,849,937

There was no impairment of goodwill during fiscal 2016, 2015 or 2014.

Intangible Assets

Intangible assets acquired resulting from business combinations are as follows as of January 31, 2016 (in thousands):

	Gross Fair Value	Accumulated Amortization	Net Book Value	Weighted Average Remaining Useful Life
Acquired developed technology	$684,260	$(451,889)	$232,371	3.4
Customer relationships	410,763	(160,866)	249,897	5.2
Trade name and trademark	38,980	(38,980)	0	0.0
Territory rights and other	12,372	(8,585)	3,787	2.6
50 Fremont lease intangibles	7,713	(3,762)	3,951	2.3
Total	$1,154,088	$(664,082)	$490,006	4.3

Intangible assets acquired resulting from business combinations were as follows as of January 31, 2015 (in thousands):

	Gross Fair Value	Accumulated Amortization	Net Book Value	Weighted Average Remaining Useful Life
Acquired developed technology	$674,160	$(371,997)	$302,163	4.3
Customer relationships	409,603	(107,245)	302,358	6.1
Trade name and trademark	38,980	(17,142)	21,838	1.0
Territory rights	12,355	(6,522)	5,833	3.1
Total	$1,135,098	$(502,906)	$632,192	5.0

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The expected future amortization expense for purchased intangible assets as of January 31, 2016 is as follows (in thousands):

Fiscal Period:	
Fiscal 2017	$131,491
Fiscal 2018	118,762
Fiscal 2019	101,425
Fiscal 2020	73,268
Fiscal 2021	45,859
Thereafter	19,201
Total amortization expense	$490,006

5. Debt

Convertible Senior Notes

(in thousands)	Par Value Outstanding	Equity Component Recorded at Issuance		Liability Component of Par Value as of January 31, 2016	2015
0.25% Convertible Senior Notes due April 1, 2018	$1,150,000	$122,421	(1)	$ 1,095,059	$ 1,070,692

(1)This amount represents the equity component recorded at the initial issuance of the 0.25% convertible senior notes.

In March 2013, the Company issued at par value $1.15 billion of 0.25% convertible senior notes (the “0.25% Senior Notes”) due April 1, 2018, unless earlier purchased by the Company or converted. Interest is payable semi-annually, in arrears on April 1 and October 1 of each year.

The 0.25% Senior Notes are governed by an indenture between the Company, as issuer, and U.S. Bank National Association, as trustee. The 0.25% Senior Notes are unsecured and do not contain any financial covenants or any restrictions on the payment of dividends, the incurrence of senior debt or other indebtedness, or the issuance or repurchase of securities by the Company.

If converted, holders of the 0.25% Senior Notes will receive cash equal to the principal amount, and at the Company’s election, cash, shares of the Company’s common stock, or a combination of cash and shares, for any amounts in excess of the principal amounts.

Certain terms of the conversion features of the 0.25% Senior Notes are as follows:

	Conversion Rate per $1,000 Par Value	Initial Conversion Price per Share	Convertible Date
0.25% Senior Notes	15.0512	$66.44	January 1, 2018

Throughout the term of the 0.25% Senior Notes, the conversion rate may be adjusted upon the occurrence of certain events, including any cash dividends. Holders of the 0.25% Senior Notes will not receive any cash payment representing accrued and unpaid interest upon conversion of a Note. Accrued but unpaid interest will be deemed to be paid in full upon conversion rather than canceled, extinguished or forfeited.

Holders may convert the 0.25% Senior Notes under the following circumstances:

- during any fiscal quarter, if, for at least 20 trading days during the 30 consecutive trading day period ending on the last trading day of the immediately preceding fiscal quarter, the last reported sales price of the Company’s common stock for such trading day is greater than or equal to 130% of the applicable conversion price on such trading day share of common stock on such last trading day;
-

in certain situations, when the trading price of the 0.25% Senior Notes is less than 98% of the product of the sale price of the Company’s common stock and the conversion rate;

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- upon the occurrence of specified corporate transactions described under the 0.25% Senior Notes indenture, such as a consolidation, merger or binding share exchange; or
- at any time on or after the convertible date noted above.

Holders of the 0.25% Senior Notes have the right to require the Company to purchase with cash all or a portion of the Notes upon the occurrence of a fundamental change, such as a change of control, at a purchase price equal to 100% of the principal amount of the 0.25% Senior Notes plus accrued and unpaid interest. Following certain corporate transactions that constitute a change of control, the Company will increase the conversion rate for a holder who elects to convert the 0.25% Senior Notes in connection with such change of control.

In accounting for the issuances of the 0.25% Senior Notes, the Company separated the 0.25% Senior Notes into liability and equity components. The carrying amount of the liability component was calculated by measuring the fair value of a similar liability that does not have an associated convertible feature. The carrying amount of the equity component representing the conversion option was determined by deducting the fair value of the liability component from the par value of the 0.25% Senior Notes as a whole. The excess of the principal amount of the liability component over its carrying amount ("debt discount") is amortized to interest expense over the term of the 0.25% Senior Notes. 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 0.25% Senior Notes issuance, the Company allocated the total amount incurred to the liability and equity components based on its relative values. Transaction costs attributable to the liability component are being amortized to expense over the terms of the 0.25% Senior Notes, and transaction costs attributable to the equity component were netted with the equity component in temporary stockholders' equity and stockholders' equity.

The 0.25% Senior Notes consisted of the following (in thousands):

	As of January 31, 2016	January 31, 2015
Liability component :		
Principal:		
0.25% Senior Notes (1)	$1,150,000	$1,150,000
Less: debt discount, net		
0.25% Senior Notes (2)	(54,941)	(79,308)
Net carrying amount	$1,095,059	$1,070,692

(1)The effective interest rates of the 0.25% Senior Notes is 2.53%. These interest rates were based on the interest rates of a similar liability at the time of issuance that did not have an associated convertible feature.

(2)Included in the consolidated balance sheets within Convertible 0.25% Senior Notes (which is classified as a noncurrent liability) and is amortized over the life of the 0.25% Senior Notes using the effective interest rate method.

The total estimated fair values of the Company's 0.25% Senior Notes at January 31, 2016 was $1.4 billion. The fair value was determined based on the closing trading price per $100 of the 0.25% Senior Notes as of the last day of trading for fiscal 2016.

Based on the closing price of the Company's common stock of $68.06 on January 29, 2016, the if-converted value of the 0.25% Senior Notes exceeded their principal amount by approximately $28.0 million. Based on the terms of the 0.25% Senior Notes, the Senior Notes were not convertible at any time during the fiscal year ended January 31, 2016.

Note Hedges

To minimize the impact of potential economic dilution upon conversion of the Notes, the Company entered into convertible note hedge transactions with respect to its common stock (the "Note Hedges").

(in thousands, except for shares)	Date	Purchase	Shares
0.25% Note Hedges	March 2013	$153,800	17,308,880

The Note Hedges cover shares of the Company's common stock at a strike price that corresponds to the initial conversion price of the respective Notes, also subject to adjustment, and are exercisable upon conversion of the Notes.

The Note Hedges

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will expire upon the maturity of the Notes. The Note Hedges are intended to reduce the potential economic dilution upon conversion of the Notes in the event that the market value per share of the Company's common stock, as measured under the Notes, at the time of exercise is greater than the conversion price of the Notes. The Note Hedges are separate transactions and are not part of the terms of the Notes. Holders of the Notes will not have any rights with respect to the Note Hedges. The Note Hedges do not impact earnings per share.

Warrants

	Date	Proceeds (in thousands)	Shares	Strike Price
0.25% Warrants	March 2013	$84,800	17,308,880	$90.40

In March 2013, the Company also entered into a warrants transaction (the "0.25% Warrants"), whereby the Company sold warrants to acquire, subject to anti-dilution adjustments, shares of the Company's common stock.

The 0.25% Warrants were anti-dilutive for the periods presented. The 0.25% Warrants are separate transactions entered into by the Company and are not part of the terms of the 0.25% Senior Notes or the 0.25% Note Hedges. Holders of the 0.25% Senior Notes and 0.25% Note Hedges will not have any rights with respect to the 0.25% Warrants.

Term Loan

On July 11, 2013, the Company entered into a credit agreement (the "Prior Credit Agreement") with Bank of America, N.A. and certain other lenders. The Prior Credit Agreement provided for a $300.0 million term loan (the "Term Loan") maturing on July 11, 2016 (the "Term Loan Maturity Date"), which was entered into in conjunction with and for purposes of funding the acquisition of ExactTarget in fiscal 2014. The Term Loan bore interest at the Company's option at either a base rate plus a spread of 0.50% to 1.00% or an adjusted LIBOR rate as defined in the Prior Credit Agreement plus a spread of 1.50% to 2.00%.

In October 2014, the Company repaid the Term Loan in full and the Prior Credit Agreement was terminated.

Revolving Credit Facility

In October 2014, the Company entered into an agreement (the "Credit Agreement") with Wells Fargo, N.A. and certain other institutional lenders that provides for a $650.0 million unsecured revolving credit facility that matures on October 6, 2019 (the "Credit Facility"). Immediately upon closing, the Company borrowed $300.0 million under the Credit Facility, approximately $262.5 million of which was used to repay in full the indebtedness under the Company's Term Loan, as described above. Borrowings under the Credit Facility bear interest, at the Company's option at either a base rate, as defined in the Credit Agreement, plus a margin of 0.00% to 0.75% or LIBOR plus a margin of 1.00% to 1.75%. The Company is obligated to pay ongoing commitment fees at a rate between 0.125% and 0.25%. Such interest rate margins and commitment fees are based on the Company's consolidated leverage ratio for the preceding four fiscal quarter periods. Interest and the commitment fees are payable in arrears quarterly. The Company may use amounts borrowed under the Credit Facility for working capital, capital expenditures and other general corporate purposes, including permitted acquisitions. Subject to certain conditions stated in the Credit Agreement, the Company may borrow amounts under the Credit Facility at any time during the term of the Credit Agreement. The Company may also prepay borrowings under the Credit Agreement, in whole or in part, at any time without premium or penalty, subject to certain conditions, and amounts repaid or prepaid may be reborrowed.

The Credit Agreement contains certain customary affirmative and negative covenants, including a consolidated leverage ratio covenant, a consolidated interest coverage ratio covenant, a limit on the Company's ability to incur additional indebtedness, dispose of assets, make certain acquisition transactions, pay dividends or distributions, and certain other restrictions on the Company's activities each defined specifically in the Credit Agreement. The Company was in compliance with the Credit Agreement's covenants as of January 31, 2016.

In March 2015, the Company paid down $300.0 million of outstanding borrowings under the Credit Facility. There are currently no outstanding borrowings held under the Credit Facility as of January 31, 2016.

The weighted average interest rate on borrowings under the Credit Facility was 1.6% for the period beginning October 6, 2014 and ended March 2015. The Company continues to pay a fee on the undrawn amount of the Credit Facility.

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Loan Assumed on 50 Fremont

The Company assumed a $200.0 million loan with the acquisition of 50 Fremont (the "Loan"). The Loan bears an interest rate of 3.75% per annum and is due in June 2023. The Loan initially requires interest only payments. Beginning in fiscal year 2019, principal and interest payments are required, with the remaining principal due at maturity. For the fiscal year 2016, total interest expense recognized was $7.3 million. The Loan can be prepaid at any time subject to a yield maintenance fee. The agreement governing the Loan contains certain customary affirmative and negative covenants that the Company was in compliance with as of January 31, 2016.

Interest Expense on Convertible Senior Notes, Revolving Credit Facility and Loan Secured by 50 Fremont

The following table sets forth total interest expense recognized related to the Notes, the Term Loan and the Credit Facility prior to capitalization of interest (in thousands):

	Fiscal Year Ended January 31,		
	2016	2015	2014
Contractual interest expense	$11,879	$10,224	$10,195
Amortization of debt issuance costs	4,105	4,622	4,470
Amortization of debt discount	24,504	36,575	46,942
	$40,488	$51,421	$61,607

6. Other Balance Sheet Accounts

Prepaid Expenses and Other Current Assets

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

	As of January 31, 2016	January 31, 2015
Prepaid income taxes	$22,044	$21,514
Customer contract asset	1,423	16,620
Other taxes receivable	27,341	27,540
Prepaid expenses and other current assets	199,786	179,352
	$250,594	$245,026

Customer contract asset reflects future billings of amounts that are contractually committed by ExactTarget's existing customers as of the acquisition date that will be billed in the next 12 months. As the Company bills these customers this balance will reduce and accounts receivable will increase.

Included in prepaid expenses and other current assets are value-added tax and sales tax receivables associated with the sale of the Company's services to third parties. Value-added tax and sales tax receivables totaled $27.3 million and $27.5 million at January 31, 2016 and 2015, respectively.

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Capitalized Software, net

Capitalized software consisted of the following (in thousands):

	As of January 31, 2016	January 31, 2015
Capitalized internal-use software development costs, net of accumulated amortization of $186,251 and $136,314, respectively	$123,065	$96,617
Acquired developed technology, net of accumulated amortization of $481,118 and $392,736, respectively	261,193	336,781
	$384,258	$433,398

Capitalized internal-use software amortization expense totaled $49.9 million, $35.7 million, $29.2 million for fiscal 2016, 2015 and 2014, respectively. Acquired developed technology amortization expense totaled $88.4 million, $98.4 million and $114.7 million for fiscal 2016, 2015 and 2014, respectively.

The Company capitalized $6.1 million, $5.3 million and $3.5 million of stock-based expenses related to capitalized internal-use software development and deferred professional services during fiscal 2016, 2015 and 2014, respectively.

Other Assets, net

Other assets consisted of the following (in thousands):

	As of January 31, 2016	January 31, 2015
Deferred income taxes, noncurrent, net	$15,986	$16,948
Long-term deposits	19,469	19,715
Purchased intangible assets, net of accumulated amortization of $212,248 and $130,968, respectively	258,580	329,971
Acquired intellectual property, net of accumulated amortization of $22,439 and $15,695, respectively	10,565	15,879
Customer contract asset	93	1,447
Other	74,069	76,259
	$378,762	$460,219

Purchased intangible assets amortization expense for fiscal 2016, 2015 and 2014 was $81.3 million, $64.6 million, $37.6 million respectively. Acquired intellectual property amortization expense for fiscal 2016, 2015 and 2014 was $6.7 million, $5.0 million and $4.2 million respectively.

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Accounts Payable, Accrued Expenses and Other Liabilities

Accounts payable, accrued expenses and other liabilities consisted of the following (in thousands):

	As of January 31, 2016	January 31, 2015
Accounts payable	$71,481	$95,537
Accrued compensation	554,502	457,102
Accrued other liabilities	447,729	321,032
Accrued income and other taxes payable	205,781	184,844
Accrued professional costs	33,814	16,889
Customer liability, current (1)	6,558	13,084
Accrued rent	14,071	14,847
Financing obligation, building in progress-leased facility, current	15,402	0
	$1,349,338	$1,103,335

(1) Customer liability reflects the legal obligation to provide future services that are contractually committed to ExactTarget's existing customers but unbilled as of the acquisition date in July 2013. As these services are invoiced, this balance will decrease and deferred revenue will increase.

Other Noncurrent Liabilities

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

	As of January 31, 2016	January 31, 2015
Deferred income taxes and income taxes payable	$85,996	$66,541
Customer liability, noncurrent	66	1,026
Financing obligation, building in progress-leased facility	196,711	125,289
Long-term lease liabilities and other	550,292	701,612
	$833,065	$894,468

7. Stockholders' Equity

The Company maintains the following stock plans: the ESPP, the 2013 Equity Incentive Plan and the 2014 Inducement Equity Incentive Plan (the "2014 Inducement Plan"). The expiration of the 1999 Stock Option Plan ("1999 Plan") in fiscal 2010 did not affect awards outstanding, which continue to be governed by the terms and conditions of the 1999 Plan.

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On July 10, 2014, the Company adopted the 2014 Inducement Plan with a reserve of 335,000 shares of common stock for future issuance solely for the granting of inducement stock options and equity awards to new employees, including employees of acquired companies. In addition, approximately 319,000 shares of common stock that remained available for grant under the 2006 Inducement Equity Incentive Plan (the “Prior Inducement Plan”) as of July 9, 2014 were added to the 2014 Inducement Plan share reserve and the Prior Inducement Plan was terminated. Further, any shares of common stock subject to outstanding awards under the Prior Inducement Plan that expire, are forfeited, or are repurchased by the Company will also become available for future grant under the 2014 Inducement Plan. Termination of the Prior Inducement Plan did not affect the outstanding awards previously issued thereunder. The 2014 Inducement Plan was adopted without stockholder approval in reliance on the “employment inducement exemption” provided under the New York Stock Exchange Listed Company Manual.

In September 2011, the Company’s Board of Directors amended and restated the ESPP. In conjunction with the amendment of the ESPP, the Company’s Board of Directors determined that the offerings under the ESPP would commence, beginning with a twelve month offering period starting in December 2011. As of January 31, 2016, $37.5 million has been withheld on behalf of employees for future purchases under the ESPP and is recorded in accounts payable, accrued expenses and other liabilities. Employees purchased 3.0 million shares for $155.0 million and 3.3 million shares for $127.8 million, in fiscal 2016 and 2015, respectively, under the ESPP.

Prior to February 1, 2006, options issued under the Company’s stock option plans generally had a term of 10 years. From February 1, 2006 through July 3, 2013, options issued had a term of five years. After July 3, 2013, options issued have a term of seven years.

During fiscal 2016, the Company granted a performance-based restricted stock unit award to the Chairman of the Board and Chief Executive Officer subject to vesting based on a performance-based condition and a service-based condition. These performance-based restricted stock units will vest simultaneously if the performance condition is achieved.

Stock activity excluding the ESPP is as follows:

		Options Outstanding		
	Shares Available for Grant	Outstanding Stock Options	Weighted-Average Exercise Price	Aggregate Intrinsic Value
Balance as of January 31, 2015	30,789,538	29,458,361	$44.36	
Increase in shares authorized:				
2013 Equity Incentive Plan	39,148,364	0	0.00	
2014 Inducement Equity Incentive Plan	231,871	0	0.00	
Options granted under all plans	(7,119,327)	7,119,327	78.85	
Restricted stock activity	(15,905,661)	0	0.00	
Performance restricted stock units	(411,471)	0	0.00	
Stock grants to board and advisory board members	(192,298)	0	0.00	
Exercised	0	(8,188,987)	35.53	
Plan shares expired	(1,791,011)	0	0.00	
Canceled	2,129,903	(2,129,903)	46.87	
Balance as of January 31, 2016	46,879,908	26,258,798	$56.26	$386,893,769
Vested or expected to vest		23,956,184	$54.97	$375,375,548
Exercisable as of January 31, 2016		9,763,563	$41.99	$254,557,559

The total intrinsic value of the options exercised during fiscal 2016, 2015 and 2014 was $291.3 million, $250.3 million and $292.3 million respectively. The intrinsic value is the difference between the current market value of the stock and the exercise price of the stock option.

The weighted-average remaining contractual life of vested and expected to vest options is approximately 4.75 years. As of January 31, 2016, options to purchase 9,763,563 shares were vested at a weighted average exercise price of $41.99 per share and had a remaining weighted-average contractual life of approximately 3.3 years. The total intrinsic value of these vested options as of January 31, 2016 was $254.6 million.

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The following table summarizes information about stock options outstanding as of January 31, 2016:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding	Weighted-Average Remaining Contractual Life (Years)	Weighted-Average Exercise Price	Number of Shares	Weighted-Average Exercise Price
$0.86 to $37.95	4,555,639	2.0	$29.18	3,838,627	$28.42
$38.03 to $52.14	2,556,681	2.3	39.94	1,826,462	39.62
$52.30	3,800,524	4.8	52.30	1,852,072	52.30
$53.60 to $57.79	1,466,601	5.4	55.29	459,196	55.31
$59.34	6,313,261	5.8	59.34	1,739,344	59.34
$59.37 to $77.86	1,925,609	6.2	68.04	47,862	63.07
$80.99	5,640,483	6.8	80.99	0	0.00
	26,258,798	4.9	$56.26	9,763,563	$41.99

Restricted stock activity is as follows:

	Restricted Stock Outstanding		
	Outstanding	Weighted-Average Exercise Price	Aggregate Intrinsic Value
Balance as of January 31, 2014	24,653,578	$0.001	
Granted- restricted stock units and awards	11,170,913	0.001	
Canceled	(3,174,976)	0.001	
Vested and converted to shares	(9,505,507)	0.001	
Balance as of January 31, 2015	23,144,008	$0.001	
Granted- restricted stock units and awards	9,736,623	0.001	
Granted- performance stock units	191,382	0.001	
Canceled	(2,715,332)	0.001	
Vested and converted to shares	(9,062,096)	0.001	
Balance as of January 31, 2016	21,294,585	$0.001	$1,449,309,455
Expected to vest	17,846,945		$1,214,663,077

The restricted stock, which upon vesting entitles the holder to one share of common stock for each share of restricted stock, has an exercise price of $0.001 per share, which is equal to the par value of the Company’s common stock, and generally vests over 4 years.

The weighted-average grant date fair value of the restricted stock issued for fiscal 2016, 2015 and 2014 was $73.61,$58.89 and $46.99, respectively.

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Common Stock

The following number of shares of common stock were reserved and available for future issuance at January 31, 2016:

Options outstanding	26,258,798
Restricted stock awards and units and performance stock units outstanding	21,294,585
Stock available for future grant:	
2013 Equity Incentive Plan	46,233,360
2014 Inducement Equity Incentive Plan	646,548
2004 Employee Stock Purchase Plan	6,844,796
Convertible senior notes	17,308,880
Warrants	17,308,880
	135,895,847

During fiscal years 2016, 2015 and 2014, certain board members received stock grants totaling 67,041 shares of common stock, 83,127 shares of common stock and 108,800 shares of common stock, respectively for board services pursuant to the terms described in the 2013 Plan and previously, the 2004 Outside Directors Stock Plan. The expense related to these awards, which was expensed immediately at the time of the issuance, totaled $4.8 million, $5.0 million and $4.5 million for fiscal 2016, 2015 and 2014, respectively.

Preferred Stock

The Company's board of directors has the authority, without further action by stockholders, to issue up to 5,000,000 shares of preferred stock in one or more series. The Company's board of directors may designate the rights, preferences, privileges and restrictions of the preferred stock, including dividend rights, conversion rights, voting rights, terms of redemption, liquidation preference, sinking fund terms, and number of shares constituting any series or the designation of any series. The issuance of preferred stock could have the effect of restricting dividends on the Company's common stock, diluting the voting power of its common stock, impairing the liquidation rights of its common stock, or delaying or preventing a change in control. The ability to issue preferred stock could delay or impede a change in control. As of January 31, 2016 and 2015, no shares of preferred stock were outstanding.

8. Income Taxes

Effective Tax Rate

The domestic and foreign components of income (loss) before provision for (benefit from) income taxes consisted of the following (in thousands):

	Fiscal Year Ended January 31,		
	2016	2015	2014
Domestic	$(49,558)	$(211,253)	$(326,392)
Foreign	113,837	(1,832)	(31,543)
	$64,279	$(213,085)	$(357,935)

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The provision for (benefit from) income taxes consisted of the following (in thousands):

	Fiscal Year Ended January 31,		
	2016	2015	2014
Current:			
Federal	$40,723	$893	$(10,431)
State	13,023	1,388	(245)
Foreign	57,347	50,493	39,784
Total	111,093	52,774	29,108
Deferred:			
Federal	1,453	8,771	(128,798)
State	(426)	(10,830)	(22,012)
Foreign	(415)	(1,112)	(4,058)
Total	612	(3,171)	(154,868)
Provision for (benefit from) income taxes	$111,705	$49,603	$(125,760)

During fiscal 2016, 2015 and 2014, the Company recorded net tax benefits that resulted from allocating certain tax effects related to exercises of stock options and vesting of restricted stock directly to stockholders' equity in the amount of $59.5 million, $7.7 million and $8.1 million, respectively.

In fiscal 2016, the Company recorded income taxes in profitable jurisdictions outside the United States and current tax expense in the United States. The Company had U.S. current tax expense as a result of taxable income before considering certain excess tax benefits from stock options and vesting of restricted stock. In fiscal 2015, the Company recorded income taxes in profitable jurisdictions outside the United States, which was partially offset by tax benefits from current year losses incurred by ExactTarget in certain state jurisdictions. In fiscal 2014, the Company recorded a partial release of its valuation allowance primarily in connection with the acquisition of ExactTarget. Due to the ExactTarget acquisition, a deferred tax liability was recorded for the book-tax basis difference related to purchased intangibles. The net deferred tax liability from acquisitions provided an additional source of income to support the realizability of the Company's pre-existing deferred tax assets and as a result, the Company released a portion of its valuation allowance and recorded a tax benefit of $143.1 million.

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A reconciliation of income taxes at the statutory federal income tax rate to the provision for (benefit from) income taxes included in the accompanying consolidated statements of operations is as follows (in thousands):

	Fiscal Year Ended January 31,		
	2016	2015	2014
U.S. federal taxes at statutory rate	$22,498	$(74,580)	$(125,277)
State, net of the federal benefit	(5,260)	(5,332)	(10,780)
Foreign taxes in excess of the U.S. statutory rate	(25,780)	29,880	33,412
Change in valuation allowance	139,565	100,143	(25,048)
Tax credits	(48,943)	(28,056)	(22,293)
Non-deductible expenses	26,841	26,224	21,407
Tax expense/(benefit) from acquisitions	1,584	2,341	1,811
Other, net	1,200	(1,017)	1,008
Provision for (benefit from) income taxes	$111,705	$49,603	$(125,760)

In December 2015, the U.S Tax Court ("Tax Court") formally entered its decision in Altera Corporation's ("Altera") litigation with the Internal Revenue Service ("IRS"). The litigation relates to the treatment of stock-based compensation expense in an inter-company cost-sharing arrangement with Altera's foreign subsidiary. In its opinion, the Tax Court accepted Altera's position of excluding stock-based compensation from its inter-company cost-sharing arrangement. However, the IRS appealed the Tax Court's decision on February 19, 2016. The Company will continue to monitor this matter and the related potential impacts to its financial statements. During the third quarter of fiscal 2016, the Company amended its inter-company
cost-sharing arrangement to exclude stock-based compensation expense beginning in fiscal 2016 and accordingly, the Company recognized the related tax benefit through its tax provision. The Company also recorded a tax benefit of $30.4 million related to the Company's historical tax filing position, which was offset by the valuation allowance. In the above reconciliation, most of the Altera related tax benefit was reflected in the foreign taxes in excess of the U.S. statutory rate, which was partially offset by the change in valuation allowance.

In December 2015, the Protecting Americans from Tax Hikes (PATH) Act of 2015 was signed into law, which made permanent several business-related provisions such as the research tax credit for qualifying amounts paid or incurred after December 31, 2014, and extended other expired provisions including bonus depreciation. While the retroactive benefit of the research tax credits was fully offset by an increase of the Company's valuation allowance in fiscal 2016 tax provision, the bonus depreciation election reduced the Company's taxable income before considering certain excess tax benefits from stock options and vesting of restricted stock, which correspondingly reduced U.S current tax expense by $18.9 million.

In December 2014, the Tax Increase Prevention Act of 2014 was signed into law, which retroactively renewed expired provisions including research and development tax credits through the end of calendar year 2014. The enacted law change did not impact the Company's fiscal 2015 tax provision as the retroactive benefit of the research tax credits was fully offset by an increase in valuation allowance.

The Company receives certain tax incentives in Switzerland and Singapore in the form of reduced tax rates. The tax reduction program in Switzerland expired in fiscal 2015, and the program in Singapore expired in fiscal 2016.

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Deferred Income Taxes

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities were as follows (in thousands):

	As of January 31, 2016	2015
Deferred tax assets:		
Net operating loss carryforwards	$260,015	$252,858
Deferred stock-based expense	89,532	96,753
Tax credits	211,997	152,715
Deferred rent expense	49,790	58,849
Accrued liabilities	122,950	92,506
Deferred revenue	14,261	15,664
Basis difference on strategic and other investments	26,202	24,637
Financing obligation	127,198	84,095
Deferred cost sharing adjustment	30,351	0
Other	22,845	20,017
Total deferred tax assets	955,141	798,094
Less valuation allowance	(439,971)	(293,097)
Deferred tax assets, net of valuation allowance	515,170	504,997
Deferred tax liabilities:		
Deferred commissions	(121,071)	(107,197)
Purchased intangibles	(160,200)	(213,920)
Unrealized gains on investments	(2,858)	(1,793)
Depreciation and amortization	(224,435)	(171,908)
Other	(2,207)	(3,157)
Total deferred tax liabilities	(510,771)	(497,975)
Net deferred tax assets	$4,399	$7,022

At January 31, 2016, for federal income tax purposes, the Company had net operating loss carryforwards of approximately $2.3 billion, which expire in fiscal 2021 through fiscal 2036, federal research and development tax credits of approximately $146.3 million, which expire in fiscal 2020 through fiscal 2036, foreign tax credits of approximately $26.8 million, which expire in fiscal 2019 through fiscal 2026, and minimum tax credits of $0.7 million, which have no expiration date. For California income tax purposes, the Company had net operating loss carryforwards of approximately $845.0 million which expire beginning in fiscal 2017 through fiscal 2036, California research and development tax credits of approximately $124.2 million, which do not expire, and $9.5 million of enterprise zone tax credits, which expire in fiscal 2025. For other states income tax purposes, the Company had net operating loss carryforwards of approximately $1.1 billion which expire beginning in fiscal 2017 through fiscal 2036 and tax credits of approximately $11.1 million, which expire beginning in fiscal 2021 through fiscal 2026. Utilization of the Company's net operating loss carryforwards may be subject to substantial annual limitation due to the ownership change limitations provided by the Internal Revenue Code and similar state provisions. Such an annual limitation could result in the expiration of the net operating loss and tax credit carryforwards before utilization.

The Company regularly assesses the realizability of its deferred tax assets and establishes a valuation allowance if it is more-likely-than-not that some or all of its deferred tax assets will not be realized. The Company evaluates and weighs all available positive and negative evidence such as historic results, future reversals of existing deferred tax liabilities, projected future taxable income, as well as prudent and feasible tax-planning strategies. Generally, more weight is given to objectively verifiable evidence, such as the cumulative loss in recent years. The Company recorded a valuation allowance as it considered its cumulative loss in recent years as a significant piece of negative evidence that is difficult to overcome. During fiscal 2016, the valuation allowance increased by $146.9 million, primarily due to federal and state research tax credits and other U.S deferred tax assets. The Company will continue to assess the realizability of the deferred tax assets in each of the applicable jurisdictions going forward.

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The excess tax benefits associated with stock option exercises are recorded directly to stockholders' equity only when such benefits are realized following the tax law ordering approach. As a result, the excess tax benefits included in net operating loss carryforwards but are not reflected in deferred tax assets for fiscal 2016 and 2015 are $623.2 million and $527.2 million, respectively.

Tax Benefits Related to Stock-Based Expense

The total income tax benefit related to stock-based awards was $180.2 million, $170.8 million and $147.8 million for fiscal 2016, 2015 and 2014, respectively, the majority of which was not recognized as a result of the valuation allowance.

Unrecognized Tax Benefits and Other Considerations

The Company records liabilities related to its uncertain tax positions. Tax positions for the Company and its subsidiaries are subject to income tax audits by multiple tax jurisdictions throughout the world. Certain prior year tax returns are currently being examined by various taxing authorities in countries including the United States, Switzerland and the United Kingdom. The Company recognizes the tax benefit of an uncertain tax position only if it is more likely than not that the position is sustainable upon examination by the taxing authority, based on the technical merits. The tax benefit recognized is measured as the largest amount of benefit which is greater than 50 percent likely to be realized upon settlement with the taxing authority. The Company had gross unrecognized tax benefits of $172.7 million, $146.2 million, and $102.3 million as of January 31, 2016, 2015 and 2014 respectively.

A reconciliation of the beginning and ending balance of total unrecognized tax benefits for fiscal years 2016, 2015 and 2014 is as follows (in thousands):

	Fiscal Year Ended January 31,		
	2016	2015	2014
Balance as of February 1,	$146,188	$102,275	$75,144
Tax positions taken in prior period:			
Gross increases	7,456	17,938	8,420
Gross decreases	(7,264)	(1,967)	(4,466)
Tax positions taken in current period:			
Gross increases	38,978	34,226	27,952
Settlements	(8,684)	0	0
Lapse of statute of limitations	(781)	(1,224)	(5,205)
Currency translation effect	(3,152)	(5,060)	430
Balance as of January 31,	$172,741	$146,188	$102,275

For fiscal 2016, 2015 and 2014 total unrecognized tax benefits in an amount of $56.2 million, $44.6 million and $34.9 million, respectively, if recognized, would reduce income tax expense and the Company's effective tax rate after considering the impact of the change in valuation allowance in the U.S.

The Company recognizes accrued interest and penalties related to unrecognized tax benefits in the income tax provision. The Company accrued penalties and interest in the amount of $1.3 million, $1.3 million and $0.6 million in income tax expense during fiscal 2016, 2015 and 2014, respectively. The balance in the non-current income tax payable related to penalties and interest was $6.3 million, $4.6 million and $3.3 million as of January 31, 2016, 2015 and 2014, respectively.

The Company has operations and taxable presence in multiple jurisdictions in the U.S. and outside of the U.S. Tax positions for the Company and its subsidiaries are subject to income tax audits by multiple tax jurisdictions around the world. The Company currently considers U.S. federal and state, Canada, Japan, Australia, Germany, France and the United Kingdom to be major tax jurisdictions. The Company's U.S. federal and state tax returns since February 1999, which was the inception of the Company, remain open to examination. With some exceptions, tax years prior to fiscal 2008 in jurisdictions outside of U.S. are generally closed. However, in Japan and United Kingdom, the Company is no longer subject to examinations for years prior to fiscal 2014 and fiscal 2011, respectively.

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The Company is currently under audit by the U.S. Internal Revenue Service and California Franchise Tax Board for fiscal 2011 to 2012 and fiscal 2009 to 2010, respectively. Additionally, examinations are conducted in other international jurisdictions, including Switzerland and the United Kingdom. During fiscal 2016, the Company completed examinations or effectively settled on tax positions with various taxing authorities and accordingly, decreased unrecognized tax benefits by $8.7 million resulting from settlements. The Company regularly evaluates its uncertain tax positions and the likelihood of outcomes from these tax examinations. Significant judgment and estimates are necessary in the determination of income tax reserves. The Company believes that it has provided adequate reserves for its income tax uncertainties. However, the outcome of the tax audits cannot be predicted with certainty. If any issues addressed in the Company's tax audits are resolved in a manner inconsistent with management's expectations, the Company could adjust its provision for income taxes in the future. In the next twelve months, as some of these ongoing examinations are completed and tax positions in these tax years meet the conditions of being effectively settled, the Company anticipates it is reasonably possible that a decrease of unrecognized tax benefits up to approximately $15 million may occur.

9. Earnings/Loss Per Share

Basic earnings/loss per share is computed by dividing net income (loss) by the weighted-average number of common shares outstanding for the fiscal period. Diluted earnings/loss per share is computed by giving effect to all potential weighted average dilutive common stock, including options, restricted stock units, warrants and the convertible senior notes. The dilutive effect of outstanding awards and convertible securities is reflected in diluted earnings per share by application of the treasury stock method. Diluted loss per share for fiscal 2016, 2015 and 2014 are the same as basic loss per share as there is a net loss in these periods and inclusion of potentially issuable shares is anti-dilutive.

A reconciliation of the denominator used in the calculation of basic and diluted loss per share is as follows (in thousands):

	Fiscal Year Ended January 31,		
	2016	2015	2014
Numerator:			
Net loss	$(47,426)	$(262,688)	$(232,175)
Denominator:			
Weighted-average shares outstanding for basic loss per share	661,647	624,148	597,613
Effect of dilutive securities:			
Convertible senior notes	0	0	0
Employee stock awards	0	0	0
Warrants	0	0	0
Adjusted weighted-average shares outstanding and assumed conversions for diluted loss per share	661,647	624,148	597,613

The weighted-average number of shares outstanding used in the computation of basic and diluted earnings/loss per share does not include the effect of the following potential outstanding common stock. The effects of these potentially outstanding shares were not included in the calculation of diluted earnings/loss per share because the effect would have been anti-dilutive (in thousands):

	Fiscal Year Ended January 31,		
	2016	2015	2014
Employee Stock awards	26,615	22,157	19,664
Convertible senior notes	17,309	25,953	43,965
Warrants	17,309	37,517	44,253

10. Commitments

Letters of Credit

As of January 31, 2016, the Company had a total of $81.9 million in letters of credit outstanding substantially in favor of certain landlords for office space. These letters of credit renew annually and expire at various dates through

December 2030.

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Leases

The Company leases facilities space and certain fixed assets under non-cancelable operating and capital leases with various expiration dates.

As of January 31, 2016, the future minimum lease payments under non-cancelable operating and capital leases are as follows (in thousands):

	Capital Leases	Operating Leases	Financing Obligation, Building in Progress-Leased Facility(1)
Fiscal Period:			
Fiscal 2017	$118,820	$356,527	$ 16,877
Fiscal 2018	122,467	319,878	21,107
Fiscal 2019	115,581	251,649	21,551
Fiscal 2020	201,543	202,514	21,995
Fiscal 2021	0	189,430	22,440
Thereafter	0	998,849	230,077
Total minimum lease payments	558,411	$2,318,847	$ 334,047
Less: amount representing interest	(60,207)		
Present value of capital lease obligations	$498,204		

(1) Total Financing Obligation, Building in Progress-Leased Facility noted above represents the total obligation on the lease agreement noted in Note 3 “Property and Equipment” and includes $196.7 million that was recorded to Financing obligation, building in progress-leased facility, which is included in Other noncurrent liabilities on the balance sheet.

The Company’s agreements for the facilities and certain services provide the Company with the option to renew. The Company’s future contractual obligations would change if the Company exercised these options.

The terms of the lease agreements provide for rental payments on a graduated basis. The Company recognizes rent expense on a straight-line basis over the lease period and has accrued for rent expense incurred but not paid. Of the total operating lease commitment balance of $2.3 billion, approximately $2.0 billion is related to facilities space. The remaining commitment amount is related to computer equipment and furniture and fixtures.

Rent expense for fiscal 2016, 2015 and 2014 was $174.6 million, $162.8 million and $123.6 million, respectively.

11. Employee Benefit Plan

The Company has a 401(k) plan covering all eligible employees in the United States and Canada. Since January 1, 2006, the Company has been contributing to the plan. Total Company contributions during fiscal 2016, 2015 and 2014, were $45.6 million, $38.1 million and $27.9 million, respectively.

12. Legal Proceedings and Claims

In the ordinary course of business, the Company is or may be involved in various legal proceedings and claims related to alleged infringement of third-party patents and other intellectual property rights, commercial, corporate and securities, labor and employment, class actions, wage and hour, and other claims. The Company has been, and may in the future be, put on notice and/or sued by third parties for alleged infringement of their proprietary rights, including patent infringement.

In July 2015, the Company and certain of its current and former directors were named as defendants in a purported shareholder derivative action in the Superior Court for the State of California, County of San Francisco. The plaintiff filed an amended version of this derivative complaint in November 2015. The derivative complaint alleged that excessive compensation was paid to such directors for their service and included allegations of breach of fiduciary duty and unjust enrichment, and sought restitution and disgorgement of a portion of the directors' compensation as well as reform of a Company equity plan. Because the complaint was derivative in nature, it did not seek monetary damages from the Company. In February 2016, the parties agreed to dismiss the complaint with prejudice as to the plaintiff and submitted a stipulation to that effect to the Court. In March 2016, the Court entered the order of dismissal. Neither the Company nor the individual defendants paid any consideration to the plaintiff.

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During fiscal 2015, the Company received a communication from a large technology company alleging that the Company infringed certain of its patents. The Company continues to analyze this claim and no litigation has been filed to date. There can be no assurance that this claim will not lead to litigation in the future. The resolution of this claim is not expected to have a material adverse effect on the Company's financial condition, but it could be material to operating results or cash flows or both of a particular quarter.

In general, the resolution of a legal matter could prevent the Company from offering its service to others, could be material to the Company’s financial condition or cash flows, or both, or could otherwise adversely affect the Company’s operating results.

The Company makes a provision for a liability relating to legal matters when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, estimated settlements, legal rulings, advice of legal counsel and other information and events pertaining to a particular matter. In management’s opinion, resolution of all current matters is not expected to have a material adverse impact on the Company’s consolidated results of operations, cash flows or financial position. However, depending on the nature and timing of any such dispute, an unfavorable resolution of a matter could materially affect the Company’s future results of operations or cash flows, or both, of a particular quarter.

13. Related-Party Transactions

In January 1999, the Salesforce.com Foundation, also referred to as the Foundation, was chartered on an idea of leveraging the Company’s people, technology, and resources to help improve communities around the world. The Company calls this integrated philanthropic approach the 1-1-1 model. Beginning in 2008, Salesforce.org, which is a non-profit public benefit corporation, was established to resell the Company's services to nonprofit organizations and certain higher education organizations.

The Company’s chairman is the chairman of both the Foundation and Salesforce.org. The Company’s chairman holds one of the three Foundation board seats. The Company’s chairman, one of the Company’s employees and one of the Company’s board members hold three of Salesforce.org’s nine board seats. The Company does not control the Foundation’s or Salesforce.org's activities, and accordingly, the Company does not consolidate either of the related entities' statement of activities with its financial results.

Since the Foundation’s and Salesforce.org’s inception, the Company has provided at no charge certain resources to those entities' employees such as office space, furniture, equipment, facilities, services, and other resources. The value of these items was approximately $1.2 million for the fiscal year 2016.

The resource sharing agreement was amended in August 2015 to include resources outside of the United States and is more explicit about the types of resources that the Company will provide.

Additionally, the Company has donated subscriptions of the Company’s services to other qualified non-profit organizations. The Company also allows Salesforce.org to resell the Company’s service to non-profit organizations and certain higher education entities. The Company does not charge Salesforce.org for these subscriptions, therefore revenue from subscriptions provided to non-profit organizations is donated back to the community through charitable grants made by the Foundation and Salesforce.org. The reseller agreement was amended in August 2015 to include additional customer segments and certain customers outside the U.S. and was amended in October 2015 to add an addendum with model clauses for the processing of personal data transferred from the European Economic Area. The value of the subscriptions pursuant to reseller agreements was approximately $69.9 million for the fiscal year 2016. The Company plans to continue these programs.

14. Subsequent Events

In February 2016, the Company acquired the outstanding stock of SteelBrick, Inc. (“SteelBrick”), a next generation quote-to-cash platform, delivered 100 percent natively on the Salesforce platform, that offers apps for automating the entire deal close process-from generating quotes and configuring orders to collecting cash. The Company acquired SteelBrick for its employees and product offerings. Beginning with fiscal quarter ended April 30, 2016, the Company will include the financial results of SteelBrick in its condensed consolidated financial statements from the date of the acquisition. The total estimated consideration for SteelBrick was over $300.0 million and primarily in shares.

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In February 2016, the Company entered into an agreement to sublease additional office space. The amounts associated with the agreement will be approximately $311.0 million over the approximately 12 year term of the agreement, beginning in the Company's first quarter of fiscal 2018.

15. Selected Quarterly Financial Data (Unaudited)

Selected summarized quarterly financial information for fiscal 2016 and 2015 is as follows:

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Fiscal Year
	(in thousands, except per share data)				
Fiscal 2016					
Revenues	$1,511,167	$1,634,684	$1,711,967	$1,809,398	$6,667,216
Gross profit	1,129,365	1,229,300	1,288,284	1,365,719	5,012,668
Income from operations	31,105	19,824	43,434	20,560	114,923
Net income (loss)	$4,092	$(852)	$(25,157)	$(25,509)	$(47,426)
Basic net income (loss) per share	$0.01	$0.00	$(0.04)	$(0.04)	$(0.07)
Diluted net income (loss) per share	$0.01	$0.00	$(0.04)	$(0.04)	$(0.07)
Fiscal 2015					
Revenues	$1,226,772	$1,318,551	$1,383,655	$1,444,608	$5,373,586
Gross profit	934,467	1,010,720	1,050,444	1,088,685	4,084,316
Loss from operations	(55,341)	(33,434)	(22,042)	(34,816)	(145,633)
Net loss	$(96,911)	$(61,088)	$(38,924)	$(65,765)	$(262,688)
Basic net loss per share	$(0.16)	$(0.10)	$(0.06)	$(0.10)	$(0.42)
Diluted net loss per share	$(0.16)	$(0.10)	$(0.06)	$(0.10)	$(0.42)

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of the end of the period covered by this Annual Report on Form 10-K.

In designing and evaluating our disclosure controls and procedures, management recognizes that any disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on management's evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are designed to, and are effective to, provide assurance at a reasonable level that the information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosures.

(b) Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of January 31, 2016 based on the guidelines established in the Internal Control—Integrated Framework (2013 framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Our internal control over financial reporting includes policies and procedures that provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles.

Based on the results of our evaluation, our management concluded that our internal control over financial reporting was effective as of January 31, 2016. We reviewed the results of management's assessment with our Audit Committee.

The effectiveness of our internal control over financial reporting as of January 31, 2016 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in its report which is included in Item 8 of this Annual Report on Form 10-K.

(c) Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the quarter ended January 31, 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

(d) Inherent Limitations on Effectiveness of Controls

Our management, including our chief executive officer and chief financial officer, do not expect that our disclosure controls or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the 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. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because

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of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

ITEM 9B. OTHER INFORMATION

None.

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PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information concerning our directors, compliance with Section 16(a) of the Exchange Act, our Audit Committee and any changes to the process by which stockholders may recommend nominees to the Board required by this Item are incorporated herein by reference to information contained in the Proxy Statement, including "Directors and Corporate Governance" and "Section 16(a) Beneficial Ownership Reporting Compliance."

The information concerning our executive officers required by this Item is incorporated by reference herein to the section of this Annual Report on Form 10-K in Part I, entitled "Executive Officers of the Registrant."

We have adopted a code of ethics, our Code of Conduct, which applies to all employees, including our principal executive officer, Marc Benioff, principal financial officer, Mark Hawkins, principal accounting officer, Joe Allanson, and all other executive officers. The Code of Conduct is available on our website at http://www.salesforce.com/company/investor/governance/. A copy may also be obtained without charge by contacting Investor Relations, salesforce.com, inc., The Landmark @ One Market, Suite 300, San Francisco, California 94105 or by calling (415) 901-7000.

We plan to post on our website at the address described above future amendments and waivers of our Code of Conduct as permitted under applicable NYSE and SEC rules.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated herein by reference to information contained in the Proxy Statement, including "Compensation Discussion and Analysis," "Committee Reports," "Directors and Corporate Governance" and "Executive Compensation and Other Matters."

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item is incorporated herein by reference to information contained in the Proxy Statement, including "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" and "Equity Compensation Plan Information."

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by this Item is incorporated herein by reference to information contained in the Proxy Statement, including "Directors and Corporate Governance" and "Employment Contracts and Certain Transactions."

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item is incorporated herein by reference to information contained in the Proxy Statement, including "Ratification of Appointment of Independent Auditors."

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES
(a) The following documents are filed as a part of this Annual Report on Form 10-K:
1. Financial Statements: The information concerning our financial statements, and Report of Independent Registered Public Accounting Firm required by this Item is incorporated by reference herein to the section of this Annual Report on Form 10-K in Item 8, entitled “Consolidated Financial Statements and Supplementary Data.”
2. Financial Statement Schedules: Schedule II Valuation and Qualifying Accounts is filed as part of this Annual Report on Form 10-K and should be read in conjunction with the Consolidated Financial Statements and Notes thereto.
The Financial Statement Schedules not listed have been omitted because they are not applicable or are not required or the information required to be set forth herein is included in the Consolidated Financial Statements or Notes thereto.
3. Exhibits: See “Index to Exhibits.”
(b) Exhibits. The exhibits listed below in the accompanying “Index to Exhibits” are filed or incorporated by reference as part of this Annual Report on Form 10-K.
(c) Financial Statement Schedules.

salesforce.com, inc.
Schedule II Valuation and Qualifying Accounts

Description	Balance at beginning of year	Additions	Deductions write-offs	Balance at end of year
Fiscal year ended January 31, 2016				
Allowance for doubtful accounts	$8,146,000	$14,738,000	$(12,396,000)	$10,488,000
Fiscal year ended January 31, 2015				
Allowance for doubtful accounts	$4,769,000	6,867,000	(3,490,000)	$8,146,000
Fiscal year ended January 31, 2014				
Allowance for doubtful accounts	$1,853,000	7,963,000	(5,047,000)	$4,769,000

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: March 4, 2016

salesforce.com, inc.

By: /S/ MARK J. HAWKINS
Mark J. Hawkins
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

Dated: March 4, 2016

salesforce.com, inc.

By: /S/ JOE ALLANSON
Joe Allanson
Executive Vice President, Chief
Accounting Officer and Corporate
Controller
(Principal Accounting Officer)

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POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENT, that each person whose signature appears below constitutes and appoints Marc Benioff, Mark J. Hawkins, Joe Allanson, Burke Norton and Amy Weaver, his or her attorney-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ MARC BENIOFF Marc Benioff	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	March 4, 2016
/s/ MARK J. HAWKINS Mark J. Hawkins	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 4, 2016
/s/ JOE ALLANSON Joe Allanson	Executive Vice President, Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)	March 4, 2016
/s/ KEITH BLOCK Keith Block	Director, Vice Chairman, President and Chief Operating Officer	March 4, 2016
/s/ CRAIG CONWAY Craig Conway	Director	March 4, 2016
/s/ ALAN HASSENFELD Alan Hassenfeld	Director	March 4, 2016
/s/ COLIN POWELL Colin Powell	Director	March 4, 2016
/s/ SANFORD R. ROBERTSON Sanford R. Robertson	Director	March 4, 2016
/s/ JOHN V. ROOS John V. Roos	Director	March 4, 2016
/s/ LAWRENCE TOMLINSON Lawrence Tomlinson	Director	March 4, 2016

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Signature	Title	Date
/s/ ROBIN WASHINGTON Robin Washington	Director	March 4, 2016
/s/ MAYNARD WEBB Maynard Webb	Director	March 4, 2016
/s/ SUSAN WOJCICKI Susan Wojcicki	Director	March 4, 2016

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Index to Exhibits

Exhibit No.	Exhibit Description	Provided Herewith	Incorporated by Reference Form	SEC File No.	Exhibit	Filing Date
3.1	Amended and Restated Certificate of Incorporation of salesforce.com, inc.		8-K	001-32224	3.1	6/11/2013
3.2	Amended and Restated Bylaws of salesforce.com, inc.		8-K	001-32224	3.2	2/2/2016
4.1	Specimen Common Stock Certificate		S-1/A	333-111289	4.2	4/20/2004
4.2	Indenture dated March 18, 2013 between salesforce.com, inc. and U.S. Bank National Association including the form of 0.25% Convertible Senior Notes due 2018 therein		8-K	001-32224	4.1	3/18/2013
10.1*	Form of Indemnification Agreement between salesforce.com, inc. and its officers and directors		S-1/A	333-111289	10.1	4/20/2004
10.2*	1999 Stock Option Plan, as amended		10-K	001-32224	10.2	3/15/2006
10.3*	2004 Equity Incentive Plan, as amended		10-Q	001-32224	10.1	8/22/2008
10.4*	2013 Equity Incentive Plan and related forms of equity award agreements, as amended		8-K	001-32224	10.1	6/9/2015
10.5*	2004 Employee Stock Purchase Plan, as amended		8-K	001-32224	10.1	6/9/2015
10.6*	2004 Outside Directors Stock Plan, as amended		10-K	001-32224	10.5	3/23/2011
10.7*	2006 Inducement Equity Incentive Plan, as amended		8-K	001-32224	10.1	6/8/2012
10.8*	2014 Inducement Equity Incentive Plan and related forms of equity award agreements		8-K	001-32224	10.1	7/11/2014
10.9*	Kokua Bonus Plan, as amended and restated December 5, 2014, effective February 1, 2015		10-K	001-32224	10.7	3/6/2015
10.10*	RelateIQ, Inc. 2011 Stock Plan and related forms of equity award agreements		S-8	333-198361	4.1	8/26/2014
10.11	Resource Sharing Agreement, dated August 1, 2015, by and between salesforce.com, inc., the salesforce.com foundation, and Salesforce.org		10-Q	001-32224	10.5	8/25/2015
10.12	Reseller Agreement, dated August 1, 2015, between		10-Q	001-32224	10.4	8/25/2015

	salesforce.com, inc. and Salesforce.org				
10.13	Amendment to Reseller Agreement, dated October 13, 2015, between salesforce.com, inc. and Salesforce.org	10-Q	001-32224	10.1	11/20/2015
10.14*	Form of Offer Letter for Executive Officers and schedule of omitted details thereto	10-K	001-32224	10.1	3/9/2012

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Exhibit No.	Exhibit Description	Provided Herewith	Incorporated by Reference Form	SEC File No.	Exhibit	Filing Date
10.15*	Employment Offer Letter, dated May 2, 2013 between salesforce.com, inc. and Keith Block		8-K	001-32224	10.1	6/11/2013
10.16*	Employment Offer Letter, dated June 11, 2014, between salesforce.com, inc. and Mark Hawkins		8-K	001-32224	10.2	6/30/2014
10.17*	Form of Change of Control and Retention Agreement as entered into with Marc Benioff		10-K	001-32224	10.13	3/9/2009
10.18*	Form of Change of Control and Retention Agreement as entered into with non-CEO Executive Officers		10-K	001-32224	10.14	3/9/2009
10.19*	Performance-Based Restricted Stock Unit Agreement		8-K	001-32224	10.1	11/24/2015
10.20	Form of Convertible Bond Hedge Confirmation		8-K	001-32224	10.2	3/18/2013
10.21	Form of Warrant Confirmation		8-K	001-32224	10.3	3/18/2013
10.22	Credit Agreement, dated as of October 6, 2014, by and among salesforce.com, inc., the guarantors from time to time party thereto, the lenders from time to time party thereto and Wells Fargo Bank, N.A., as Administrative Agent.		8-K	001-32224	10.10	10/6/2014
10.23	Amendment No. 1 to Credit Agreement, dated as of June 17, 2015, by and among salesforce.com, inc., the guarantors from time to time party thereto, the lenders from time to time party thereto and Wells Fargo Bank, N.A., as Administrative Agent.		10-Q	001-32224	10.3	8/25/2015
10.24	Office Lease dated as of April 10, 2014 by and between salesforce.com, inc. and Transbay Tower LLC		10-Q	001-32224	10.2	5/30/2014
10.25	Purchase and Sale Agreement, dated November 10, 2014, between salesforce.com, inc. and 50 Fremont Tower, LLC		10-Q	001-32224	10.2	11/26/2014
21.1	List of Subsidiaries	X				
23.1	Consent of Independent Registered Public Accounting Firm	X				
24.1	Power of Attorney (incorporated by reference to the signature page of this Annual Report on Form 10-K)	X				
31.1	Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a) or 15(d)-14(a), as adopted	X				

	pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	
31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a) or 15(d)-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X

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Exhibit No.	Exhibit Description	Provided Herewith	Incorporated by Reference Form	SEC File No.	Exhibit	Filing Date
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X				
101.INS	XBRL Instance Document					
101.SCH	XBRL Taxonomy Extension Schema Document					
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document					
101.DEF	XBRL Extension Definition					
101.LAB	XBRL Taxonomy Extension Label Linkbase Document					
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document					

* Indicates a management contract or compensatory plan or arrangement.