FRANKLIN RESOURCES INC
Form 10-K
November 12, 2015

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 September 30, 2015
or

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

For the transition period from to
Commission file number: 001-09318
FRANKLIN RESOURCES, INC.
(Exact name of registrant as specified in its charter)

Delaware	13-2670991
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
One Franklin Parkway, San Mateo, California	94403
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (650) 312-2000
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 $.10 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None
Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
x YES o NO
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
o YES x NO
Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
x YES o NO
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
x YES o 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. x
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 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	o
Non-accelerated filer	o (Do not check if a smaller reporting company)	Smaller reporting company	o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). o YES x NO

The aggregate market value of the voting common equity ("common stock") held by non-affiliates of the registrant, as of March 31, 2015 (the last business day of registrant's second quarter of fiscal year 2015), was $20.1 billion based upon the last sale price reported for such date on the New York Stock Exchange.

Number of shares of the registrant's common stock outstanding at October 31, 2015: 601,489,475.

DOCUMENTS INCORPORATED BY REFERENCE:

Certain portions of the registrant's definitive proxy statement for its annual meeting of stockholders, to be filed with the Securities and Exchange Commission within 120 days after September 30, 2015, are incorporated by reference into Part III of this report.

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PART I

Forward-looking Statements. In addition to historical information, this Annual Report on Form 10-K contains forward-looking statements that involve a number of known and unknown risks, uncertainties and other important factors, including the risks and other factors discussed in Item 1A ("Risk Factors"), that could cause actual results and outcomes to differ materially from any future results or outcomes expressed or implied by such forward-looking statements. When used in this report, words or phrases generally written in the future tense and/or preceded by words such as "will," "may," "could," "expect," "believe," "anticipate," "intend," "plan," "seek," "estimate" or other similar words ar "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Moreover, statements in Risk Factors, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this report that speculate about future events are forward-looking statements.

While forward-looking statements are our best prediction at the time that they are made, you should not rely on them and are cautioned against doing so. Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. They are neither statements of historical fact nor guarantees or assurances of future performance. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. If a circumstance occurs after the date of this Annual Report on Form 10-K that causes any of our forward-looking statements to be inaccurate, whether as a result of new information, future developments or otherwise, we do not have an obligation, and we undertake no obligation, to announce publicly the change to our expectations, or to make any revision to our forward-looking statements, unless required by law.

Item 1. Business.

Overview

Franklin Resources, Inc. ("Franklin") is a holding company that, together with its various subsidiaries (collectively, the "Company"), operates as Franklin Templeton Investments®. We are a global investment management organization committed to delivering strong investment performance for our clients by drawing on the experience and perspective gained through more than 65 years in the investment management business. We believe in the value of active investment management, and plan to continue to build on our strengths while pursuing new growth opportunities. The common stock of Franklin is traded on the New York Stock Exchange (the "NYSE") under the ticker symbol "BEN," and is included in the Standard & Poor's 500 Index.

We offer investment services under our Franklin®, Templeton®, Mutual Series®, Bissett®, Fiduciary Trust™, Darby® Balanced Equity Management® and K2® brand names. When used in this report, unless the context otherwise makes clear, our "funds" means the funds offered under our brand names. In this report, words such as "we," "us," "our" and similar terms refer to the Company.

We provide investment management and related services to investors in jurisdictions worldwide through products that include U.S.- and non-U.S.-registered open-end and closed-end funds ("U.S. Funds" and "Non-U.S. Funds"), unregistered funds, and institutional, high net-worth and separately-managed accounts (collectively, our "sponsored investment products" or "SIPs"). As of September 30, 2015, we had $770.9 billion in assets under management ("AUM"). In addition to investment management, our services include fund administration, sales, distribution, marketing, shareholder servicing, and trust, custody and other fiduciary services. We offer a broad range of SIPs under equity, hybrid, fixed-income and cash management funds and accounts, including alternative investment products, that meet a variety of specific investment needs of different investors. We also provide sub-advisory services to certain investment products sponsored by other companies which may be sold to the public under the brand names of those other companies or on a co-branded basis.

Most of the investment funds we manage are registered open-end mutual funds that continuously offer their shares to investors. We also offer registered closed-end funds that issue a set number of shares to investors in a public offering and the shares are then traded on a public stock exchange. The registered funds are independent companies under the supervision and oversight of the funds' own boards of directors or trustees. Since the funds themselves do not have direct employees to support their operations, the funds contract with separate entities, including our subsidiaries, to provide the investment management and related services they require. An investment advisory entity manages a fund's portfolio of securities in accordance with the fund's stated objectives. Investors may purchase shares of an open-end fund through a broker/dealer, financial adviser, bank or other similar financial intermediary that may provide investment advice to the investor, while investors may purchase shares of a closed-end fund on the stock exchange where the fund is traded. Financial intermediaries may earn fees and commissions and receive other compensation with respect to the fund shares sold to investors.

The business and regulatory environments in which we operate globally remain complex, uncertain and subject to change. We are subject to various laws, rules and regulations globally that impose restrictions, limitations and registration, reporting and disclosure requirements on our business and add complexity to our global compliance operations.

We continue to focus on the long-term investment performance of our SIPs and on providing high quality customer service to our clients. The success of these and other strategies may be affected by the Risk Factors discussed below in Item 1A of Part I of this Annual Report, and other factors as discussed in this section.

Company History and Acquisitions

The Company and its predecessors have been engaged in the investment management and related services business since 1947. Franklin was incorporated in Delaware in November 1969 and originated our mutual fund business with the Franklin family of funds. The Franklin Funds are known for U.S. taxable and tax-free fixed-income funds, hybrid funds, and growth- and value-oriented equity funds. We have expanded our business, in part, by acquiring companies engaged in the investment management and/or related services business.

In October 1992, we acquired substantially all of the assets and liabilities of the investment management and related services business of Templeton, Galbraith & Hansberger Ltd. This acquisition added the Templeton family of funds to our organization. The Templeton funds are known for their global investment strategies and value style of investing.

In November 1996, we acquired certain assets and liabilities of Heine Securities Corporation, including Mutual Series Fund Inc., which now operates under the name Franklin Mutual Series. Franklin Mutual Series provides investment management services to various accounts and investment companies and is known for its value-oriented equity funds.

In July 2000, we expanded our business in South Korea when we purchased all of the remaining outstanding shares of a South Korean investment management company, Templeton Investment Trust Management Co., Ltd., in which we previously held a partial interest, making us one of the largest independent foreign asset managers in South Korea at that time. The company has been renamed Franklin Templeton Investment Trust Management Co., Ltd.

In October 2000, we acquired all of the outstanding shares of Bissett & Associates Investment Management Ltd., which now operates under the name Franklin Bissett Investment Management as part of our Canadian subsidiary, Franklin Templeton Investments Corp. With this acquisition, we added Bissett's family of Canadian taxable fixed-income and growth-oriented equity mutual funds to our Canadian-based funds.

In April 2001, we acquired all of the outstanding shares of Fiduciary Trust Company International ("Fiduciary Trust"). Fiduciary Trust is currently a New York state-chartered limited purpose trust company that performs trust and fiduciary activities. Fiduciary Trust, together with its subsidiaries, also provides investment management and related services to, among others, high net-worth individuals and families, foundations and institutional clients.

In July 2002, our subsidiary Franklin Templeton Asset Management (India) Private Limited ("FTAMIPL"), in which we held a majority interest, acquired all of the outstanding shares of Pioneer ITI AMC Limited. In April 2007, we completed the purchase of the remaining 25% interest in each of FTAMIPL and Franklin Templeton Trustee Services Private Limited, each located in India.

In October 2003, we expanded our private equity investment management services in emerging markets when we acquired all of the remaining outstanding shares of Darby Overseas Investments, Ltd. and all of the remaining outstanding limited partnership interests of Darby Overseas Partners, L.P. (collectively, "Darby"), in which we previously held a partial interest. Darby, based in Washington, D.C., sponsors and manages funds for institutional investors and high net-worth individuals that invest primarily in emerging markets through private equity and mezzanine finance transactions, including regional and specialized sector funds.

In July 2006, we completed the purchase of all of the remaining interests in a Brazilian investment management company, Bradesco Templeton Asset Management Ltda., in which we previously held a partial interest. The company has been renamed Franklin Templeton Investimentos (Brasil) Ltda.

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In January 2011, we acquired all of the outstanding shares of a specialty U.K. equity manager, Rensburg Fund Management Limited ("Rensburg"). Rensburg has been renamed Franklin Templeton Fund Management Limited.
In July 2011, we acquired all of the outstanding shares of a specialty Australian equity manager, Balanced Equity Management Pty. Limited.
In November 2012, we acquired approximately 69% of the equity of K2 Advisors Holdings LLC ("K2"), a fund of hedge funds solutions provider. We also agreed to acquire K2's remaining equity interests over a multi-year period beginning in 2017.

Investment Management and Related Services

We are committed to providing active investment management and advice. We derive our revenues and net income from providing investment management and related services to our SIPs and the sub-advised products that we service. Our investment management fees, which represent the majority of our revenues, depend to a large extent on the level and mix of our AUM and the types of services provided. Sales and distribution fees, also a significant source of our revenues, consist of sales charges and commissions derived from sales and distribution of our SIPs.
Our business is conducted through our subsidiaries, including those registered with the U.S. Securities and Exchange Commission (the "SEC") as investment advisers under the Investment Advisers Act of 1940 (the "Advisers Act"), subsidiaries registered as investment adviser equivalents in jurisdictions including Australia, Brazil, Canada, Hong Kong, India, Japan, Malaysia, Mexico, Singapore, South Korea, The Bahamas, the United Arab Emirates, the U.K., and certain other subsidiaries.

AUM by Investment Objective

Our fees for providing investment management services are generally based on a percentage of the market value of AUM in the accounts that we advise, the investment objectives of the accounts and the types of services that we provide for the accounts. As of September 30, 2015, AUM by investment objective on a worldwide basis was as follows:

Investment Objective	Value in Billions	Percentage of Total AUM	
Equity			
Growth potential, income potential, value or various combinations thereof	$312.9	41	%
Hybrid			
Asset allocation, balanced, flexible, alternative and income-mixed funds	138.3	17	%
Fixed-Income			
Global/international, U.S. tax-free and U.S. taxable	312.9	41	%
Cash Management			
Short-term liquid assets	6.8	1	%
Total	$770.9	100	%

Broadly speaking, the change in the net assets of our SIPs depends primarily upon two factors: (1) the increase or decrease in the market value of the securities held in the portfolio of investments; and (2) the level of sales (inflows) as compared to the level of redemptions (outflows). We are subject to the risk of asset volatility resulting from changes in the global capital markets. In addition, changing market conditions may cause a shift in our asset mix, potentially resulting in an increase or decrease in our revenues and income depending upon the nature of our AUM and the level of management fees we earn based on our AUM. Despite the risk of volatility, we believe that we have a competitive advantage as a result of the greater diversity of our SIPs available to our clients.

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Summary of Services

1. Investment Management Services

We provide our investment management services pursuant to agreements in effect with each of our SIPs and the products for which we provide sub-advisory services. Our investment management services include services to managed accounts for which we have full investment discretion, and to advisory accounts for which we have no investment discretion. Advisory accounts for which we have no investment discretion may or may not include the authority to trade for the account. Our services include fundamental investment research and valuation analyses, including original economic, political, industry and company research, and analyses of suppliers, customers and competitors. Our company research utilizes such sources as company public records and other publicly available information, management interviews, company prepared information, and company visits and inspections. Research services provided by brokerage firms are also used to support our findings. Our management fee on an account varies with the types of services that we provide for the account, among other things.

Our subsidiaries that provide discretionary investment management services for our SIPs and sub-advised products either perform or obtain investment research and determine which securities the SIPs or sub-advised products will purchase, hold or sell under the supervision and oversight of the funds' boards of directors or trustees, as applicable. In addition, these subsidiaries may take all appropriate steps to implement such decisions, including arranging for the selection of brokers and dealers and the execution and settlement of trades in accordance with applicable criteria set forth in the management agreements for the SIPs, internal policies, and applicable law and practice. Our subsidiaries that provide non-discretionary investment management services perform investment research for our clients and make recommendations as to which securities the clients purchase, hold or sell, and may or may not perform trading activities for the products.

Through our subsidiaries, we compensate the personnel who serve as officers of our funds or of the funds' management companies, in addition to the personnel necessary to conduct the funds' day-to-day business operations. The funds themselves do not have direct employees. Our subsidiaries either provide or arrange for the provision of: office space, telephone, office equipment and supplies; trading desk facilities; authorization of expenditures and approval of bills for payment; preparation of registration statements, proxy statements and annual and semi-annual reports to fund shareholders, notices of dividends, capital gains distributions and tax credits, and other regulatory reports; the daily pricing of fund investment portfolios, including collecting quotations from pricing services; accounting services, including preparing and supervising publication of daily net asset value quotations, periodic earnings reports and other financial data; services to ensure compliance with securities regulations, including recordkeeping requirements; preparation and filing of tax reports; the maintenance of accounting systems and controls; and other administrative services. The funds generally pay their own expenses, such as external legal, custody and independent audit fees, regulatory registration fees, and other related expenses. The funds also share in board and shareholder meeting and reporting costs.

Most of our investment management agreements between our subsidiaries and our U.S. Funds must be renewed each year (after an initial two-year term), and must be specifically approved at least annually by a vote of each fund's board of directors or trustees as a whole and separately by a majority of its directors or trustees who are not interested persons of the fund under the Investment Company Act of 1940 (the "Investment Company Act"), or by a vote of the holders of a majority of the fund's outstanding voting securities. Our U.S. agreements automatically terminate in the event of their "assignment," as defined in the Investment Company Act. In addition, either party may terminate such an agreement without penalty after prior written notice. If agreements representing a significant portion of our AUM were terminated, it would have a material adverse impact on us.

Under the majority of our investment management agreements globally, the funds pay us a monthly fee in arrears based upon the fund's average daily net assets. Annual fee rates under our various agreements are often reduced as net assets exceed various threshold levels. Annual rates also vary by investment objective and type of services provided. Our agreements generally permit us to provide services to more than one fund and to other clients so long as our ability to render services to each of the funds is not impaired, and so long as purchases and sales of portfolio securities for various advised funds are made on an equitable basis.

We use a “master/feeder” fund of funds structure in certain situations. This structure allows an investment adviser to manage a single portfolio of securities at the “master fund” level and have multiple “feeder funds” that invest substantially all of their respective assets into the master fund. Individual and institutional shareholders invest in the “feeder funds,” which can offer a variety of service and distribution options. A management fee may be charged either at the master fund level or the feeder fund level depending on the specific requirements of the fund, although funds also involving performance fees or carried interest will typically charge these together with management fees at the master fund level. Administrative, shareholder servicing and custodian fees are often waived at the feeder fund level and only charged at the master fund level, although the feeder funds will indirectly bear their pro-rata share of the expenses of the master fund as an investor in the master fund. Fees and expenses specific to a feeder fund may be charged at the level of that feeder fund.

For our U.S. Funds, our management personnel and the fund directors or trustees regularly review the investment management fee structures for the funds in light of fund performance, the level and range of services provided, industry conditions and other relevant factors. Our Non-U.S. Funds, unregistered funds, institutional, high net-worth and separately-managed accounts, and the products for which we provide sub-advisory services are subject to various termination rights and review and renewal provisions. Investment management fees are generally waived or voluntarily reduced when a new fund or account is established and then increased to contractual levels within an established timeline or as net asset values reach certain levels.

2. Institutional Investment Management

We provide a broad array of investment management services to institutional clients, focusing on foundations, endowment funds and government and corporate defined contribution and pension plans. Our subsidiaries offer a wide range of both U.S. and international equity, fixed-income and alternative strategies through a variety of investment vehicles, including separate accounts, open-end and closed-end funds and unregistered funds. In the U.S., we generally operate our institutional business under the trade name "Franklin Templeton Institutional."

We distribute and market globally our different capabilities under our brand names through various subsidiaries. We primarily attract new institutional business through our relationships with pension, defined contribution and management consultants, direct sales efforts and additional mandates from our existing client relationships, as well as from our responses to requests for proposals.

We also market and distribute our SIPs to separately-managed accounts through various subsidiaries. A few of our subsidiaries also serve as direct marketing broker/dealers for institutional investors for certain of our institutional mutual and private funds.

3. Alternative Investment Products Management

We offer and support alternative investment products and solutions through various subsidiaries as alternatives to our traditional equity and fixed-income products and related management services for our clients. Our alternative investment products include, among other capabilities, private equity, hedge funds, real estate and commodities. Examples of some of these offerings follow.

K2, a hedge fund product solutions provider, offers and supports alternative investments and multi-asset solutions platforms for institutional and other qualified investors. K2 provides risk management, manager selection and asset allocation capabilities in various global jurisdictions. Products offered include discretionary and non-discretionary custom-tailored investment programs, commingled funds of hedge funds, and hedge fund investment advisory services. By active allocation to selected third-party sub-advisers, K2 also provides access to multiple non-traditional and alternative strategies as an adviser to a number of U.S. and Non-U.S. Funds.

Darby is primarily engaged in sponsoring and managing funds that invest in private equity and mezzanine finance transactions in emerging markets in Asia, Latin America and Central/Eastern Europe. Darby offers these investment funds through private placements to institutional and high net-worth individual investors.

Templeton Asset Management Ltd. sponsors and manages a limited number of investment funds that also invest primarily in emerging markets in Asia, Latin America and Central/Eastern Europe.

Franklin Templeton Institutional, LLC manages investment partnerships that invest in funds with exposure to global real estate opportunities.

Franklin Advisers, Inc. manages various privately offered funds with strategies that include the use of fixed-income and other financial instruments as well as derivatives across the global interest rate, currency and credit markets.

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4. High Net-Worth Investment Management

Through our subsidiary Fiduciary Trust (including its trust company and investment adviser subsidiaries), we provide investment management and related services to, among others, high net-worth individuals and families, foundations and institutional clients. Similarly, through Fiduciary Trust Company of Canada (“FTCC”), we provide services and offer SIPs to high net-worth individuals and families and institutional clients in Canada. Fiduciary Trust offers investment management and advisory services across different investment styles and asset classes. The majority of Fiduciary Trust’s client assets are actively managed by individual portfolio managers, while a significant number of clients also seek multi-manager, multi-asset class solutions. Fiduciary Trust also provides trust, custody and related services, estate planning and tax planning to individuals and families.

5. Sales, Distribution and Marketing

A significant portion of our revenues are generated from providing sales and distribution services. Our registered open-end mutual funds and certain other products generally pay us distribution fees in return for sales, distribution and marketing efforts on their behalf. Fund shares are sold primarily through a large network of independent financial intermediaries, including broker/dealers, financial advisers, banks and other third parties. We pay substantially all of our sales and distribution fees to the financial intermediaries who sell our SIPs to the public on our behalf.

Our subsidiary Franklin/Templeton Distributors, Inc. (“FTDI”) acts as the principal underwriter and distributor of shares of most of our open-end U.S. Funds. Certain of our non-U.S. subsidiaries provide sales, distribution and marketing services to our Non-U.S. Funds distributed outside the U.S. Some of our Non-U.S. Funds, particularly the Luxembourg-domiciled Franklin Templeton Investment Funds Société d’Investissement à Capital Variable (“SICAV”), are distributed globally on a cross-border basis, while others are distributed exclusively in local markets. We earn sales and distribution fees primarily by distributing our funds pursuant to distribution agreements between FTDI or our non-U.S. subsidiaries and the funds. Under each distribution agreement, we offer and sell the fund’s shares on a continuous basis and pay certain costs associated with selling, distributing and marketing the fund’s shares, including the costs of developing and producing sales literature, shareholder reports and prospectuses.

Our U.S. retirement business is conducted through divisions of FTDI that work closely with sponsors, consultants, record keepers and financial advisers of defined contribution plans, including 401(k) plans, variable annuity products and individual retirement accounts (“IRAs”). We offer our capabilities to the U.S. retirement industry through a number of investment options, including sub-advised portfolios, funds, education savings plans and variable insurance funds.

Most of our retail funds are distributed with a multi-class share structure. We adopted this share structure to provide investors with more sales charge alternatives for their investments. Class A shares are sold with a front-end sales charge to investors, except for when certain investment criteria are met. Class B shares, which are available in some of our Non-U.S. Funds, have no front-end sales charges, but instead have a declining schedule of sales charges (called contingent deferred sales charges) if the investor redeems within four years from the date of purchase. Class C shares also have no front-end sales charges, although our distribution subsidiaries pay an up-front commission to financial intermediaries on these sales. Class C shares have a contingent deferred sales charge for redemptions within 12 months from the date of purchase. Although Class C shares are generally more costly to us in the year of sale, they allow us to be more competitive by providing a fixed percentage annual charge option. Class R and Class R6 shares, available in the U.S. as retirement share classes, also have no front-end sales charges. Class R shares are available to certain retirement, college savings and health savings plan accounts, and Class R6 shares are available to employer sponsored retirement plans where plan level or omnibus accounts are held on the books of our transfer agent.

In the U.S., we also offer Advisor Class shares in many of our Franklin and Templeton funds, and we offer Class Z shares in the Franklin Mutual Series funds, both of which have no sales charges. Advisor and Class Z shares are offered to certain qualified financial intermediaries, institutions and high net-worth clients (both affiliated and unaffiliated) who have assets held in accounts managed by a subsidiary of Franklin and are also available to our full-time employees and current and former officers, trustees and directors. In the U.S., we also offer money market funds to investors without a sales charge. Under the terms and conditions described in the prospectuses or the statements of additional information for some funds, certain investors can purchase shares at net asset value or at reduced sales charges. Outside the U.S., we offer share classes similar to the Advisor Class shares to certain types of investors, although depending upon the fund and the country in which the fund is domiciled, the equivalent share class may be offered on a more restrictive or less restrictive basis than the similar U.S. Advisor Class shares.

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Our insurance product funds sold in the U.S. offer a multi-class share structure, and are offered at net asset value without a sales charge directly to insurance company separate accounts, certain qualified plans and other mutual funds (funds of funds).

Outside the U.S., we offer additional types of share classes and unit series in response to local demand based on the needs of investors in particular markets, subject to applicable regulations which may change over time. In the majority of cases, investors in any class of shares may exchange their shares for a like class of shares in another one of our funds, subject to certain fees that may apply. Our Non-U.S. Funds have sales charges and fee structures that vary by region.

The distribution agreements with our open-end U.S. Funds generally provide for FTDI to pay commission expenses for sales of our fund shares to qualifying broker/dealers and other independent financial intermediaries. These financial intermediaries receive various sales commissions and other fees from FTDI for services in matching investors with funds whose investment objectives match such investors' goals and risk profiles. Such intermediaries may also receive fees for their assistance in explaining the operations of the funds and in servicing and maintaining investors' accounts, and for reporting and various other distribution services. We are heavily dependent upon these third-party distribution and sales channels and business relationships. FTDI may also make payments to certain broker/dealers who provide marketing support services, as described further below. There is increasing competition for access to these channels, which has caused our distribution costs to rise and could cause further increases in the future as competition continues and service expectations increase. As of September 30, 2015, approximately 1,300 local, regional and national banks, securities firms and financial adviser firms offered shares of our open-end U.S. Funds for sale to the U.S. investing public, and approximately 3,000 banks, securities firms and financial adviser firms offered shares of our cross-border Non-U.S. Funds for sale outside of the U.S.

Most of our open-end U.S. Funds, with the exception of certain money market funds, have adopted distribution plans under Rule 12b-1 (the "Rule 12b-1 Plans") promulgated under the Investment Company Act ("Rule 12b-1"). Under the Rule 12b-1 Plans, the funds pay FTDI for marketing, marketing support, advertising, printing and sales promotion services relating to the distribution of their shares, subject to the Rule 12b-1 Plans' limitations based on average daily net AUM. In 2010, the SEC proposed changes to Rule 12b-1 which, if adopted, could limit our ability to recover expenses relating to the distribution of our funds.

The Rule 12b-1 Plans are established for one-year terms and must be approved annually by a vote of each fund's board of directors or trustees as a whole and separately by a majority of its directors or trustees who are not interested persons of the fund under the Investment Company Act. All of these Rule 12b-1 Plans are subject to termination at any time by a majority vote of the disinterested fund directors or trustees or by the particular fund shareholders. Fees from the Rule 12b-1 Plans that FTDI receives as revenues are paid primarily to third-party broker/dealers who sell our funds to the public on our behalf. Similar arrangements exist with the distribution of our Non-U.S. Funds where, generally, our subsidiary that distributes the funds receives maintenance fees from the funds and pays commissions and certain other fees to banks and other intermediaries.

FTDI and/or its affiliates may make the following additional payments to broker/dealers that sell shares of our funds:

Marketing support payments. FTDI may make payments to certain broker/dealers who are holders or dealers of record for accounts in one or more of our open-end U.S. Funds. A broker/dealer's marketing support services may include business planning assistance, advertising, educating broker/dealer personnel about the funds and shareholder financial planning needs, placement on the broker/dealer's list of offered funds, and access to sales meetings, sales representatives and management representatives of the broker/dealer. FTDI compensates broker/dealers differently depending upon, among other factors, sales and asset levels, and the level and/or type of marketing and educational activities provided by the broker/dealer. Such compensation may include financial assistance to broker/dealers that enables FTDI to participate in and/or present at conferences or seminars, sales or training programs for invited registered representatives and other employees, client and investor events and other broker/dealer-sponsored events. These payments may vary depending upon the nature of the event. FTDI periodically reviews its marketing support arrangements to determine whether to continue such payments. The statement of additional information for each retail U.S. Fund, provided to investors in such funds upon request, provides a list of broker/dealers that receive such marketing support payments and the maximum payments received. FTDI may also make marketing support payments to financial intermediaries that serve as plan service providers to certain employer sponsored retirement plans in connection with activities intended to assist in the sale of our open-end U.S. Funds to such plans. Certain of our non-U.S. subsidiaries may also make marketing support or similar payments to intermediaries located outside the U.S. with respect to investments in Non-U.S. Funds.

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Transaction support and other payments. FTDI may pay ticket charges per purchase or exchange order placed by a broker/dealer or one-time payments for ancillary services, such as setting up funds on a broker/dealer's fund trading system. From time to time, FTDI, at its expense, may make additional payments to broker/dealers that sell or arrange for the sale of shares of our U.S. Funds. FTDI routinely sponsors due diligence meetings for registered representatives during which they receive updates on various funds and are afforded the opportunity to speak with portfolio managers. Invitation to these meetings is not conditioned on selling a specific number of shares. Those who have shown an interest in our funds, however, are more likely to be considered. To the extent permitted by their firm's policies and procedures, registered representatives' expenses in attending these meetings may be covered by FTDI. Similar payments may be made by our non-U.S. subsidiaries that distribute our Non-U.S. Funds to third-party distributors of such funds.

Other compensation may be offered to the extent not prohibited by federal or state laws or any self-regulatory agency, such as the Financial Industry Regulatory Authority ("FINRA"). FTDI makes payments for events it deems appropriate, subject to FTDI's guidelines and applicable law.

6. Shareholder Servicing

We receive shareholder servicing fees as compensation for providing transfer agency services, which include providing customer statements, transaction processing, customer service and tax reporting. Our subsidiary Franklin Templeton Investor Services, LLC ("FTIS") serves as shareholder servicing and dividend-paying agent for our open-end U.S. Funds. FTIS is registered with the SEC as a transfer agent under the U.S. Securities Exchange Act of 1934(the "Exchange Act"). FTIS is compensated pursuant to transfer agency service agreements with the funds. These fees are generally fixed annual charges per shareholder account that vary with the particular type of fund and the services being rendered. FTIS also is reimbursed for out-of-pocket expenses. Other non-U.S. subsidiaries provide similar services to our Non-U.S. Funds, and may be compensated based on a combination of similar per account fees and fees based on the level of AUM in the accounts that we serve.

FTIS may also pay servicing fees to third-party intermediaries primarily to help offset costs associated with client account maintenance support, statement preparation and transaction processing. Such third parties: (i) maintain omnibus accounts with the fund in the institution's name on behalf of numerous beneficial owners of fund shares; or (ii) provide support for fund shareholder accounts by sharing account data with FTIS through the Depository Trust & Clearing Corporation systems. The funds reimburse FTIS for these third-party payments.

7. Trust and Custody

Through our various trust company subsidiaries, including Fiduciary Trust, we offer trust, custody and related services, including administration, performance measurement, estate planning and tax planning. We provide planned giving administration and related custody services for non-profit organizations, including pooled income funds, charitable remainder trusts, charitable lead trusts and gift annuities, for which we may or may not act as trustee.

Summary of SIPs

1. Investment Objectives Overview

Our SIPs are offered globally to retail, institutional, high net-worth and separate account clients, which include individual investors, qualified groups, trustees, tax-deferred plans (such as IRAs in the U.S. and retirement saving plans, or RSPs, in Canada) or money purchase plans, employee benefit and profit sharing plans, trust companies, bank trust departments and institutional investors. Our SIPs include portfolios managed for some of the world's largest corporations, endowments, charitable foundations and pension funds, as well as wealthy individuals and other institutions. We use various investment techniques to focus on specific client objectives for these specialized portfolios.

The SIPs that we offer accommodate a variety of investment goals, spanning the spectrum of our clients' risk tolerance - from capital appreciation (with our more growth-oriented products) to capital preservation (with our fixed-income offerings). In seeking to achieve such objectives, each portfolio emphasizes different strategies and invests in different types of instruments.

Our equity investment products include some that are considered value-oriented, others that are considered growth-oriented, and some that use a combination of growth and value characteristics, generally identified as blend or core products. Value investing focuses on identifying companies that our research analysts and portfolio managers believe are undervalued

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based on a number of different factors, usually put in the context of historical ratios such as price-to-earnings or price-to-book value; however, we also consider the future earnings potential of each individual company on a multi-year basis. Growth investing focuses on identifying companies that our research analysts and portfolio managers believe have sustainable growth characteristics, meeting our criteria for sustainable growth potential, quality and valuation. In this effort, the key variables we examine include: market opportunity (overall size and growth); competitive positioning of the company; assessment of management (strength, breadth, depth, and integrity) and execution of plans; and the general financial strength and profitability of the enterprise, to determine whether the growth and quality aspects are properly reflected in the current share price. Paramount to all of our different equity products is the incorporation of independent, fundamental research through our own collaborative in-house group of investment professionals. Our approach across the variety of equity products we manage emphasizes bottom-up stock selection within a disciplined portfolio construction process, and is complemented by our ongoing assessment of risk at both the security and portfolio levels.

Portfolios seeking income generally focus on one or more of the following securities: taxable and tax-exempt money market instruments; tax-exempt municipal bonds; global or regional fixed-income securities; and fixed-income debt securities of corporations, of the U.S. government and its sponsored agencies and instrumentalities, such as the Government National Mortgage Association, the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation, or of the various states in the U.S. Others focus on investments in particular countries and regions.

2. Types of SIPs

As of September 30, 2015, our total AUM was $770.9 billion and the types of SIPs we offered were as follows:

- U.S. Funds - Our U.S. Funds (including open-end and closed-end funds and our insurance products trust) accounted for $434.2 billion of AUM. Our five largest U.S. Funds and their AUM were FCF-Franklin Income Fund ($79.0 billion), TIT-Templeton Global Bond Fund ($58.1 billion), FMSF-Franklin Mutual Global Discovery Fund ($23.9 billion), FMT-Franklin Rising Dividends Fund ($15.3 billion) and FMSF-Franklin Mutual Shares Fund ($14.6 billion). These five funds represented, in the aggregate, 25% of total AUM.
- Cross-Border Funds - Our cross-border products, which are comprised of a variety of investment funds principally domiciled in Luxembourg and registered for sale to non-U.S. investors in 39 countries, accounted for $127.8 billion of AUM. Our three largest cross-border funds and their AUM were FTIF-Templeton Global Bond Fund ($27.5 billion), FTIF-Templeton Global Total Return Fund ($26.5 billion) and FTIF-Templeton Growth (Euro) Fund ($7.3 billion). These three funds represented, in the aggregate, 8% of total AUM.
- Local/Regional Funds - In addition to our cross-border products, in some countries we offer products for the particular local market. These local/regional funds accounted for $41.6 billion of AUM.
- Other Managed Accounts, Alternative Investment Products and Trusts - Our managed accounts, alternative investment products and trusts accounted for $167.3 billion of AUM, of which $10.5 billion included K2 investment products and funds, and $6.9 billion included Darby products and real estate, emerging markets and certain global fixed-income investment funds.

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3. AUM by Investment Objective and Types of SIPs

The following table shows our AUM by investment objective and types of SIPs as of September 30, 2015:

(in billions) INVESTMENT OBJECTIVE	U.S. Funds	Cross-Border Funds	Local/Regional Funds	Other Managed Accounts, Alternative Investment Products and Trusts	Total
Equity					
Asia-Pacific	$0.8	$ 11.6	$ 5.1	$19.2	$36.7
Canada	—	—	3.7	6.3	10.0
Europe, the Middle East and Africa	3.1	6.0	5.7	0.3	15.1
U.S.	84.1	9.7	1.6	5.4	100.8
Emerging markets[1]	3.6	3.8	2.6	5.3	15.3
Global/international[2]	66.1	12.2	4.7	52.0	135.0
Total equity	157.7	43.3	23.4	88.5	312.9
Hybrid					
Asia-Pacific	—	—	0.3	4.6	4.9
Canada	—	—	0.6	0.9	1.5
Europe, the Middle East and Africa	—	2.1	—	0.5	2.6
U.S.	92.7	2.9	0.1	23.8	119.5
Global/international[2]	3.7	4.1	1.3	0.7	9.8
Total hybrid	96.4	9.1	2.3	30.5	138.3
Fixed-Income					
Asia-Pacific	—	1.1	6.1	1.0	8.2
Canada	—	—	3.0	1.3	4.3
Europe, the Middle East and Africa	—	2.0	—	1.1	3.1
U.S. tax-free	67.3	—	—	4.4	71.7
U.S. taxable	35.9	11.6	2.6	8.4	58.5
Emerging markets[1]	1.3	5.3	0.1	9.7	16.4
Global/international[2]	70.2	54.7	3.4	22.4	150.7
Total fixed-income	174.7	74.7	15.2	48.3	312.9
Cash Management	5.4	0.7	0.7	—	6.8
Total	$434.2	$ 127.8	$ 41.6	$167.3	$770.9

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[1] Emerging markets include developing countries worldwide.

[2] Global/international includes doing business either worldwide or only outside of the U.S.

Financial Information About Segment and Geographic Areas

Certain financial information about the Company's business segment and geographic areas is contained in Note 14 – Segment and Geographic Information in the notes to consolidated financial statements in Item 8 of Part II of this Form 10-K, which is incorporated herein by reference.

Regulatory Considerations

We are subject to extensive regulation. Virtually all aspects of our business are subject to various federal, state, and international regulation and supervision that continue to change and evolve over time. Consequently, there is uncertainty associated with the regulatory environments in which we operate.

U.S. Regulation

We are subject to federal and state laws that include U.S. federal securities laws, state securities and corporate laws, and the rules and regulations promulgated by certain regulatory and self-regulatory organizations such as the SEC and the NYSE.

As a U.S. reporting company, we are subject to the various applicable securities, compliance, corporate governance and disclosure rules adopted by the SEC. We are also subject to various other federal and state laws, including those affecting corporate governance and disclosure, such as the U.S Securities Act of 1933, the Exchange Act, the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), and the USA Patriot Act of 2001. As a NYSE-listed company, we are also subject to the NYSE listing standards.

Certain of our subsidiaries are also subject to the rules and regulations promulgated by the SEC, FINRA, the Commodity Futures Trading Commission ("CFTC"), the National Futures Association, the Department of Treasury and the Department of Labor ("DOL"), and to various corporate governance and disclosure, privacy, anti-money laundering, anti-terrorist financing, and economic, trade and other sanctions laws and regulations, both domestically and internationally. Given our global operations, we are also subject to the securities and other laws of various non-U.S. jurisdictions and to regulation by non-U.S. regulators. In some cases, our non-U.S. operations may also be subject to regulation by U.S. regulators, such as the Department of Justice, the CFTC and the SEC (for example with respect to the Foreign Corrupt Practices Act of 1977). We are also subject to the laws and regulations of states and other jurisdictions regarding the reporting and escheatment of unclaimed or abandoned property.

Certain of our subsidiaries are registered with the SEC under the Advisers Act, the CFTC and/or licensed by various non-U.S. regulators. In addition, many of our funds are registered with the SEC under the Investment Company Act or other non-U.S. laws. These registrations, licenses and authorizations impose numerous obligations, as well as detailed operational requirements, on such subsidiaries and such funds. The Advisers Act imposes numerous obligations on our registered investment adviser subsidiaries, including record keeping, operating and marketing requirements, disclosure obligations and prohibitions on fraudulent activities. The Investment Company Act imposes similar obligations on the registered investment companies advised by our subsidiaries. The SEC is authorized to institute proceedings and impose sanctions for violations of the Advisers Act and the Investment Company Act, ranging from fines and censure to termination of an investment adviser's registration. Our subsidiaries must also comply with complex tax regimes.

FINRA Conduct Rules limit the amount of aggregate sales charges that may be paid in connection with the purchase and holding of investment company shares sold through broker/dealers. The effect of the rule is to limit the amount of fees that could be paid pursuant to a fund's Rule 12b-1 Plan to FTDI, our principal sales and distribution subsidiary in the U.S., which earns distribution fees on the distribution of fund shares in the U.S. In 2010, the SEC proposed changes to Rule 12b-1 which, if adopted, could limit our ability to recover expenses relating to the distribution of our funds.

In addition, the DOL has proposed a rule that would subject financial professionals that provide advice to retirement clients to a fiduciary duty, which could limit their ability to provide advice about funds for which they receive a fee from the fund or its affiliates. If adopted as proposed, this rule could have an impact on our ability to compensate financial intermediaries who sell our funds to their retirement clients.

The Dodd-Frank Act authorized the establishment of the Financial Stability Oversight Council ("FSOC"), the mandate of which is to identify and respond to threats to U.S. financial stability. Similarly, the U.S. and other members of the G-20 group of nations have empowered the Financial Stability Board ("FSB") to identify and respond, in a coordinated manner, to threats to global financial stability. The FSOC may designate certain non-bank financial companies as systemically important financial institutions ("SIFIs"), which are subject to supervision and regulation by the Board of Governors of the Federal Reserve System. The FSB may designate certain non-bank financial companies as global systemically important financial institutions ("G-SIFIs"); the additional regulatory requirements triggered by any such designation are not yet established. The FSOC and the FSB, as well as other global regulators, are considering what threats to U.S. and global financial stability, if any, arise from asset management companies and/or the funds that they manage, and whether such threats can be mitigated by treating such entities as SIFIs or G-SIFIs and/or subjecting them to additional regulation. To the extent that we or any of our funds are designated as a SIFI or G-SIFI, such regulation, which could include requirements related to risk-based capital, leverage, liquidity, credit exposure, stress testing, resolution plans, early remediation, and certain risk management requirements, could impact our business.

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The Dodd-Frank Act, as well as other legislative and regulatory changes, impose other restrictions and limitations on us, resulting in increased scrutiny and oversight of our financial services and products. We continue to analyze the impact of the Dodd-Frank Act as further implementing rules are adopted and become effective. Under the Dodd-Frank Act, which imposes a number of new regulations governing derivative transactions, certain categories of swaps are currently required, and further categories of swaps are likely to be required, to be submitted for clearing by a regulated clearing organization and reported on a swap execution facility, and the posting of collateral will be required for uncleared swaps. These and other requirements are likely to impact how we manage our investment strategies because of, among other things, an increase in the costs and expenses of utilizing swaps and other derivatives. In addition to the rulemaking mandated by the Dodd-Frank Act, rules adopted by the CFTC have removed or limited previously available exemptions and exclusions from registration and regulation as a commodity pool operator and commodity trading advisor on which we had relied, resulting in the imposition of either additional registration, disclosure, reporting and recordkeeping requirements or more stringent requirements to comply with the remaining exemptions or exclusions for operators of certain of our registered mutual funds and other pooled vehicles that use or trade in futures, swaps and other derivatives considered commodity interests and subject to regulation by the CFTC. Also, the SEC has adopted rules that have changed the structure and operation for certain types of money market funds.

Overall, we expect that the complex regulatory requirements and developments applicable to us will cause us to incur additional administrative and compliance costs.

Non-U.S. Regulation

Our operations outside the U.S. are subject to the laws and regulations of various non-U.S. jurisdictions and non-U.S. regulatory agencies and bodies. As we continue to expand our international presence, a number of our subsidiaries and international operations have become subject to regulatory systems, in various jurisdictions, comparable to those covering our operations in the U.S. Regulators in these non-U.S. jurisdictions may have broad authority with respect to the regulation of financial services including, among other things, the authority to grant or cancel required licenses or registrations. In addition, these regulators may subject certain of our subsidiaries to net capital and other financial or operational requirements.

The Financial Conduct Authority (the “FCA”) and the Prudential Regulation Authorities (the “PRA”) currently regulate certain of our subsidiaries in the U.K. Authorization by the FCA and the PRA is required to conduct any financial services related business in the U.K. pursuant to the Financial Services and Markets Act 2000. The FCA’s and PRA’s rules under that act govern a firm’s capital resources requirements, senior management arrangements, conduct of business, interaction with clients, and systems and controls. Breaches of these rules could result in a wide range of disciplinary actions against our U.K.-regulated subsidiaries.

In addition to the above, our U.K.-regulated subsidiaries and certain other European subsidiaries and branches, must comply with the pan-European regime established by the European Union’s (“EU”) Markets in Financial Instruments Directive (“MiFID”), which regulates the provision of investment services and conduct of investment activities throughout the European Economic Area. MiFID sets out detailed requirements governing the organization and conduct of business of investment firms and regulated markets. It also includes pre- and post-trade transparency requirements for equity markets and extensive transaction reporting requirements. The U.K. has adopted the MiFID rules into national legislation via the FCA rules, as have those other EU member states in which we have a presence.

A review of MiFID by the European Commission (the “Commission”) has led to the creation of a replacement directive and a new draft regulation (together “MiFID II”) which will become effective on January 3, 2017 and which extends the scope of the original MiFID in response to issues raised by the financial crisis. While the Level 1 text was published in the Official Journal in June 2014, many of the provisions will be implemented by means of technical standards, to be drafted by the European Securities and Markets Authority (“ESMA”) and approved by the Commission. There have been several rounds of consultations and we expect ESMA to provide its final technical standards and Level 2 text to the Commission in November 2015. Changes will be made to pre- and post-trade reporting obligations and there will be an expansion of the types of instruments subject to these requirements, such as bonds, structured products and derivatives. A new concept of trading venue has been created and algorithmic trading will be subject to specific regulations. There will also be changes to conduct of business requirements, including selling practices, intermediary inducements and client categorization, as well as the provision of investment advice and management within the EU by non-EU advisers, including ours. Powers will also be given to EU national regulators to ban certain products and services and to ESMA to temporarily restrict certain financial activities within the EU.

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One of the most significant developments in MiFID II is the ban on commission and other payments ("inducements") to independent advisers and discretionary managers, which will result in a major change in the commercial relationships between fund providers and distributors, though how non-independent advisers might also be affected depends on the final Level 2 text which is still being considered by ESMA. The final interpretation of the inducements rules could also result in major changes to how fund managers pay for investment research, if the position in ESMA's earlier drafts is followed. This could result in a reduction in the range and quality of available research, increased costs for fund managers, and a need for revised commercial terms with both brokers and clients to reflect these changes.

During 2015, additional rules implementing obligations under the European Market Infrastructure Regulation were consulted on, relating to central clearing of OTC derivatives, margin requirements for uncleared OTC derivatives and, importantly, rules on equivalence with other derivatives reporting and clearing regimes. In August 2015, ESMA sent the first set of draft technical standards for the clearing of certain interest rate swaps to the Commission for approval, but no final rules have been published. Given the international scale of our trading activity, if regulatory coordination is not successful, the various regulatory regimes to which we are subject could potentially result in duplication of administration and increased transaction costs.

The EU's Alternative Investment Fund Managers Directive ("AIFMD") came into effect in July 2014 and most EU member states have implemented its provisions on a national level. AIFMD regulates managers of, and service providers to, alternative investment funds ("AIFs") that are domiciled and offered in the EU and that are not authorized as retail funds under the Undertakings for Collective Investment in Transferable Securities Directive ("UCITS"). The AIFMD also regulates the marketing within the EU of all AIFs, including those domiciled outside the EU. In general, AIFMD has a staged implementation up to 2018. Compliance with the AIFMD's requirements may restrict AIF marketing and imposes compliance obligations in the form of remuneration policies, capital requirements, reporting requirements, leverage oversight, valuation, stakes in EU companies, the domicile, duties and liability of custodians and liquidity management.

In September 2015, ESMA issued its final report on draft final technical standards on the implementation of the Market Abuse Regulation to the Commission for endorsement. The report deals with standards containing prohibitions for insider dealing and market manipulation, and provisions to prevent and detect these, along with a number of prospectus related matters.

The most recent iteration of the Undertakings for Collective Investment in Transferable Securities Directive ("UCITS V") became effective in September 2014, though Member States have until March 18, 2016 to introduce the necessary rules and regulations into their national laws. The main objectives of UCITS V are to expand the responsibilities and potential liabilities of depositaries, to regulate remuneration policies, and to harmonize the sanctions available to regulatory authorities.

Proposals on packaged retail investment and insurance products ("PRIIPs") are to be implemented through the strengthening of MiFID standards for non-insurance PRIIPs, revisions to the Insurance Mediation Directive's selling standard for all insurance-based PRIIPs and new investor disclosure requirements for all PRIIPs through the PRIIPs Key Information Document ("KID") regulation, which was approved by the European Parliament in April 2014. It requires PRIIP manufacturers to draw up a KID which can be no longer than three pages in length and must be written in simple language. The regulation allows UCITS providers, who are already required to produce the UCITS Key Investor Information Document, a transitional period of five years from enactment during which they will be exempt from its terms.

In addition, the Commission's proposal for a financial transaction tax ("FTT") in the EU, which would, if approved by all EU member states, apply to all financial transactions where at least one party is established in an EU member state and either that party or another party to the transaction is a financial institution was a controversial topic for all the EU member states to agree upon and after discussions failed to establish unanimous support. Subsequently the Commission has put forward a revised proposal to implement the tax in the eleven EU member states which wished to participate. While the specific terms of the revised FTT proposal remain subject to negotiation, any tax on securities transactions could likely have a negative impact on the liquidity of the derivatives and securities markets in Europe and could adversely impact our European clients' assets and our non-European clients to the extent that they are or want to be invested in European assets.

In Canada, our subsidiaries are subject to provincial and territorial laws and are registered with and regulated by provincial and territorial securities regulatory authorities. The mandate of Canadian securities regulatory authorities is generally to protect investors and to foster fair and efficient capital markets. Securities regulatory authorities impose certain requirements on registrants, including a standard of conduct, capital and insurance, record keeping, regulatory financial reporting, conflict of interest management, compliance systems and security holder reporting. Failure to comply with applicable securities laws, regulations and rules could result in, among other things, reprimands, suspension of or restrictions on an individual’s or firm’s registration, prohibitions from becoming or acting as a registrant, administrative penalties or disgorgement. In addition, as a federally licensed trust company, FTCC is subject to regulation and supervision by the Office of the Superintendent of Financial Institutions Canada and another subsidiary, FTC Investor Services Inc., is a member of and regulated by the Mutual Fund Dealers Association of Canada. These regulatory bodies have similar requirements to those of the securities regulatory authorities with a view to ensuring the capital adequacy and sound business practices of the subsidiaries and the appropriate treatment of their clients.

In March 2013, the Canadian Securities Administrators, the umbrella organization of provincial and territorial securities regulatory authorities, released final amendments to its rules regarding registrant obligations that require additional disclosure by registrants to their clients, including enhanced disclosure at account opening of all operating charges and fees a client may be required to pay, pre-trade disclosure of any charges a client may be required to pay, enhanced reporting on client statements that includes charges paid by the client and all compensation received by registrants in respect of a client's account and new reporting regarding the performance of investments held in the account. These new rules, which are being phased in over a three year period, require us to make changes to our systems to comply with these new disclosure and reporting standards.

In Singapore, our subsidiaries are subject to, among others, the Securities and Futures Act ("SFA"), the Financial Advisers Act ("FAA") and the subsidiary legislation promulgated pursuant to these Acts, which are administered by the Monetary Authority of Singapore ("MAS"). Our asset management subsidiary and its employees conducting regulated activities specified in the SFA and/or the FAA are required to be licensed with the MAS. Failure to comply with applicable laws, regulations, codes, directives, notices and guidelines issued by the MAS may result in penalties including fines, censures and the suspension or revocation of licenses granted by the MAS.

In Australia, our subsidiaries are subject to various Australian federal and state laws and are regulated by the Australian Securities and Investments Commission ("ASIC"). ASIC regulates companies, financial markets and financial services in Australia. ASIC imposes certain conditions on licensed financial services organizations that apply to our subsidiaries, including requirements relating to capital resources, operational capability and controls. Failure to comply with applicable law, regulations or conditions could result in various sanctions being imposed including cancellation, suspension or variation of the licenses held by our Australian subsidiaries.

In Hong Kong, our subsidiary is subject to the Securities and Futures Ordinance (the "SFO") and its subsidiary legislation, which governs the securities and futures markets and regulates, among others, offers of investments to the public and provides for the licensing of dealing in securities and asset management activities and intermediaries. This legislation is administered by the Securities and Futures Commission (the "SFC"). The SFC is also empowered under the SFO to establish standards for compliance as well as codes and guidelines. Our subsidiary and its employees conducting any of the regulated activities specified in the SFO are required to be licensed with the SFC, and are subject to the rules, codes and guidelines issued by the SFC from time to time. Failure to comply with the applicable laws, regulations, codes and guidelines could result in various sanctions being imposed, including fines, reprimands and the suspension or revocation of the licenses granted by the SFC.

In India, certain of our subsidiaries are primarily subject to relevant regulations promulgated by the Securities and Exchange Board of India ("SEBI"). The Reserve Bank of India ("RBI"), the Ministry of Corporate Affairs ("MCA") and the Foreign Investment Promotion Board ("FIPB") are the other major regulatory authorities that are capable of issuing directions of a binding nature to our subsidiaries. A failure to comply with the applicable laws, regulations, codes, notices, directives, guidelines, orders, circulars and schemes issued by SEBI, RBI, MCA or FIPB may result in penalties including fines, censures and/or suspension or revocation of licenses, approvals or registration status.

In Japan, our subsidiary is subject to the Financial Instruments and Exchange Act (the "FIEL") and the Act on Investment Trusts and Investment Corporations. These laws are administered and enforced by the Japanese Financial Services Agency (the "JFSA"), which establishes standards for compliance, including capital adequacy and financial soundness requirements, customer protection requirements and conduct of business rules. The JFSA is empowered to conduct administrative proceedings that can result in censure, fine, the issuance of cease and desist orders or the suspension or revocation of registrations and licenses granted under the FIEL.

There are similar legal and regulatory arrangements in effect in many other non-U.S. jurisdictions where our subsidiaries, branches and representative offices, as well as certain joint ventures or companies in which we own minority stakes, are authorized to conduct business. We are also subject to regulation and supervision by, among others, the Securities Commission of The Bahamas; the Comissão de Valores Mobiliários in Brazil; the Cayman Islands Monetary Authority; the China Securities Regulatory Commission in the People's Republic of China; the Autorité des Marchés Financiers in France; the Federal Financial

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Supervisory Authority in Germany; the Central Bank of Ireland; the Commissione Nazionale per le Società e la Borsa in Italy; the Financial Services Commission and the Financial Supervisory Service in South Korea; the Commission de Surveillance du Secteur Financier in Luxembourg; the Securities Commission in Malaysia; the Comision Nacional Bancaria y de Valores in Mexico; the Autoriteit Financiële Markten in the Netherlands; the Polish Securities and Exchange Commission; the Romanian Financial Services Authority; the Comisión Nacional del Mercado de Valores in Spain; the Finansinspektionen in Sweden; the Swiss Federal Banking Commission; the Financial Supervisory Commission in the Republic of China; the Dubai Financial Services Authority in the United Arab Emirates; and the State Securities Commission of Vietnam.

Competition

The financial services industry is a highly competitive global industry. According to data sourced from the Investment Company Institute as of June 30, 2015, there were approximately 10,900 registered open-end funds whose shares were offered to the public in the U.S. and approximately 103,900 registered open-end funds whose shares were offered to the public outside the U.S., in each case including mutual funds, exchange-traded funds and funds of funds.

We face strong competition from numerous investment management companies, securities brokerage and investment banking firms, insurance companies, banks and other financial institutions, which offer a wide range of financial and investment management services to the same institutional accounts, separate accounts, retail investors and high net-worth clients that we are seeking to attract. Competition is based on various factors, including, among others, business reputation, investment performance, product mix and offerings, service quality and innovation, distribution relationships, and fees charged.

Due to our international presence and varied product mix, it is difficult to assess our market position relative to other investment managers on a worldwide basis, but we believe that we are one of the more widely diversified asset managers based in the U.S. We believe that our equity and fixed-income asset mix coupled with our global presence will serve our competitive needs well over the long term. We continue to focus on the long-term performance of our investment products, service to clients and extensive marketing activities through our strong broker/dealer and other financial institution distribution network as well as with high net-worth and institutional clients. We believe that performance, diversity of products and customer service, along with fees and costs, are the primary drivers of competition in the financial services industry.

The periodic establishment of new investment management firms and investment products increases the competition that we face. Many of our competitors have long-standing and established relationships with broker/dealers, investment advisers and their clients. Others have focused on, offer and market specific product lines, which provide strong competition to certain of our asset classes. In addition, consolidation in the financial services industry has created stronger competitors, some with greater financial resources and broader distribution channels than our own.

We rely largely on third-party broker/dealers and other similar independent financial intermediaries to distribute and sell our fund shares. We have pursued and continue to pursue sales relationships with all types of financial intermediaries to broaden our distribution network. We have experienced increased costs related to maintaining our distribution channels and we anticipate that this trend will continue. A failure to maintain strong business relationships with the major intermediaries who currently distribute our products may also impair our distribution and sales operations. Additionally, competing broker/dealers whom we rely upon to distribute and sell our mutual funds may also sell their own proprietary funds and investment products, which could further limit the distribution of our investment products. Any inability to access and successfully sell our products to clients through third-party distribution channels could have a negative effect on our level of AUM, related revenues and overall business and financial condition.

We maintain a technology platform to compete with the rapidly developing and evolving marketplace. However, technology is subject to rapid change and we cannot guarantee that our competitors may not implement more advanced platforms for their products, which could affect our business.

We believe that we are well positioned to deal with changes in marketing trends as a result of our already extensive advertising activities and broad based marketplace recognition. In conjunction with our subsidiaries, we conduct advertising and promotional campaigns through various media sources to promote brand recognition, and advertise in major financial publications, as well as on television and the Internet, to promote brand name recognition and to assist our distribution network. Such activities include purchasing network and cable programming, sponsorship of sporting events, newspaper and magazine advertising, online and paid search advertising and social media marketing.

Intellectual Property

We have used, registered, and/or applied to register certain trademarks, service marks and trade names to distinguish our sponsored investment products and services from those of our competitors in the U.S. and in other countries and jurisdictions, including, but not limited to, Franklin®, Templeton®, Mutual Series®, Bissett®, Fiduciary Trust™, Darby® Balanced Equity Management® and K2®. Our trademarks, service marks and trade names are important to us and, accordingly, we enforce our trademark, service mark and trade name rights. The Franklin Templeton Investments® brand has been, and continues to be, extremely well received both in our industry and with our clients, reflecting the fact that our brand, like our business, is based in part on trust and confidence. If our brand is harmed, our future business prospects may be adversely affected.

Employees

As of September 30, 2015, we employed approximately 9,500 employees and operated offices in 35 countries. We consider our relations with our employees to be satisfactory.

Available Information

Franklin files reports with the SEC, including current and periodic reports, proxy statements and other information filed with or furnished to the SEC from time to time. The public may read and copy any of these filings at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330.

The SEC also maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers, including Franklin, that file electronically with the SEC, at www.sec.gov. Additional information about the Company's filings can also be obtained at our website at www.franklinresources.com under "Investor Relations." We make available free of charge on our website our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.

Corporate Governance Guidelines. The Company has adopted Corporate Governance Guidelines. The Corporate Governance Guidelines are posted on the Company's website under "Corporate Governance" and are available in print to any stockholder who requests a copy.

Committee Charters. The Company's Board of Directors has an Audit Committee, Compensation Committee and Corporate Governance Committee. The Board of Directors has adopted written charters for each such committee, which are posted on the Company's website under "Corporate Governance" and are available in print to any stockholder who requests a copy.

Item 1A. Risk Factors.

Volatility and disruption of the capital and credit markets, and adverse changes in the global economy, may significantly affect our results of operations and may put pressure on our financial results. The capital and credit markets continue to experience volatility and disruption worldwide. Declines in global financial market conditions have resulted in significant decreases in our assets under management ("AUM"), revenues and income, and future declines may further negatively impact our financial results. Such declines have had and may in the future have an adverse impact on our results of operations. We may need to modify our business, strategies or operations and we may be subject to additional constraints or costs in order to compete in a changing global economy and business environment.

The amount and mix of our AUM are subject to significant fluctuations. Fluctuations in the amount and mix of our AUM may be attributable in part to market conditions outside of our control that have had, and in the future could have, a negative impact on our revenues and income. We derive our operating revenues and net income from providing investment management and related services to investors globally through products that include investment funds and institutional, high net-worth and separately-managed accounts (collectively, our "sponsored investment products" or "SIPs"). The level of our revenues depends largely on the level and mix of AUM. Our investment management fee revenues are primarily based on a percentage of the value of AUM and vary with the nature of the account or product managed. Any decrease in the value or amount of our AUM because of market volatility or other factors, such as a decline in the price of stocks, in particular market segments or in the securities market generally, negatively impacts our revenues and income. We are subject to significant risk of asset volatility from changes in the global financial, equity, debt and commodity markets. Individual financial, equity and debt markets may

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be adversely affected by economic, political, financial or other instabilities that are particular to the country or region in which a market is located, including without limitation local acts of terrorism, economic crises, political protests, insurrection or other business, social or political crises. Global economic conditions, exacerbated by war, terrorism, natural disasters or financial crises, changes in the equity or debt marketplaces, changes in currency exchange rates, interest rates, inflation rates, the yield curve, defaults by trading counterparties, bond defaults, revaluation and bond market liquidity risks, geopolitical risks (such as the crisis in Ukraine), the imposition of economic sanctions and other factors that are difficult to predict, affect the mix, market values and levels of our AUM. For example, changes in financial market prices, currency exchange rates and/or interest rates have in the past and could in the future cause the value of our AUM to decline, which would result in lower investment management fee revenues. Changing market conditions could also cause an impairment to the value of our goodwill and other intangible assets. The funds we manage may be subject to an unanticipated large number of redemptions as a result of such market events, causing the funds to sell securities they hold, possibly at a loss, or draw on any available lines of credit to obtain cash to settle these redemptions, or settle in-kind with securities held in the applicable fund. We may, at our discretion, provide financial support to a fund to enable it to maintain sufficient liquidity in such event. Changes in investor preferences regarding our more popular investment products also could cause sizable redemptions and lower the value of our AUM, which would result in lower revenue and operating results. Moreover, changing market conditions may cause a shift in our asset mix between international and U.S. assets, potentially resulting in a decline in our revenues and income depending upon the nature of our AUM and the level of management fees we earn based on our AUM. We generally derive higher investment management and distribution fees from our international products than from our U.S. products, and higher sales fees from our U.S. products than from our international products. Additionally, changing market conditions may cause a shift in our asset mix towards fixed-income products and away from equity and hybrid products, and a related decline in our revenues and income, as we generally derive higher fee revenues and income from equity and certain hybrid products than from fixed-income products we manage. Further, increases in interest rates, in particular if rapid, as well as any uncertainty in the future direction of interest rates, may have a negative impact on our fixed-income products. Although the shorter duration of the bond investments in many of these products may help mitigate the interest rate risk, rising interest rates or interest rate uncertainty typically decrease the total return on many bond investments due to lower market valuations of existing bonds. Any decrease in the level of our AUM resulting from market declines, interest rate volatility or uncertainty, increased redemptions or other factors could negatively impact our revenues and income.

We are subject to extensive, complex, overlapping and frequently changing rules, regulations and legal interpretations. There is uncertainty associated with the regulatory environment in which we operate. Our business is subject to extensive and complex, overlapping and/or conflicting, and frequently changing and increasing number of rules, regulations, policies and legal interpretations in the countries in which we operate, including those with respect to securities and other financial instruments, advisory, accounting, tax, compensation, ethics, data protection, privacy, sanctions programs administered by the U.S. and foreign jurisdictions where our investment management services and products are offered, and escheatment laws and regulations.

We are subject to U.S. federal securities laws, state laws regarding securities fraud, other federal and state laws and rules and regulations of certain regulatory and self-regulatory organizations, including those rules and regulations promulgated by, among others, the U.S. Securities and Exchange Commission ("SEC") and the New York Stock Exchange. Certain of our subsidiaries are also subject to the rules and regulations promulgated by the SEC, the Financial Industry Regulatory Authority, the Commodity Futures Trading Commission ("CFTC"), the National Futures Association, the Department of Treasury and the Department of Labor ("DOL"). Given our global operations, we are also subject to the securities and other laws of various non-U.S. jurisdictions and to regulation by non-U.S. regulators including, among others, the U.K. Financial Conduct Authority, the Luxembourg Commission de Surveillance du Secteur Financier, the Monetary Authority of Singapore, the Australian Securities and Investments Commission, the Hong Kong Securities and Futures Commission, the Securities and Exchange Board of India and various international stock exchanges. In some cases, our non-U.S. operations may also be subject to regulation by U.S. regulators, such as the Department of Justice, the CFTC and the SEC (for example, with respect to the Foreign Corrupt Practices Act of 1977). We are also subject to the laws and regulations of states and other jurisdictions regarding the reporting and

escheatment of unclaimed or abandoned property.
Certain of our subsidiaries are registered with the SEC under the Investment Advisers Act of 1940, the CFTC and/or licensed by various non-U.S. regulators. In addition, many of our funds are registered with the SEC under the Investment Company Act of 1940 (the “Investment Company Act”) or authorized by various European and other non-U.S. regulators pursuant to the European Union's (“EU”) Undertakings for Collective Investment in Transferable Securities (“UCITS”) Directive, or authorized under other non-U.S. laws in Europe, the Middle East and Africa, Asia-Pacific, Canada and Latin

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America. These registrations, licenses and authorizations impose numerous obligations, as well as detailed operational requirements, on such subsidiaries and such funds. Our subsidiaries must also comply with complex tax regimes. Financial reporting requirements, and the processes, controls and procedures that have been put in place to address them, are often comprehensive and complex. We may be adversely affected as a result of new or revised legislation or regulations or by changes in the interpretation of existing laws and regulations. While management has focused attention and resources on our compliance policies, procedures and practices, non-compliance with applicable laws, rules, regulations, conflicts of interest requirements or fiduciary principles, or our inability to keep up with, or adapt to, an ever changing, complex regulatory environment, could result in civil liability, criminal liability and/or sanctions against us, including fines and censures, injunctive relief, suspension or expulsion from a particular jurisdiction or market or the revocation of licenses or charters, any of which could adversely affect our reputation, prospects, revenues and income. Moreover, any potential accounting or reporting error, whether financial or otherwise, if material, could damage our reputation and adversely affect our business.

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”) authorized the establishment of the Financial Stability Oversight Council (“FSOC”), the mandate of which is to identify and respond to threats to U.S. financial stability. Similarly, the U.S. and other members of the G-20 group of nations have empowered the Financial Stability Board (“FSB”) to identify and respond, in a coordinated manner, to threats to global financial stability. The FSOC may designate certain non-bank financial companies as systemically important financial institutions (“SIFIs”), which are subject to supervision and regulation by the Board of Governors of the Federal Reserve System. The FSB may designate certain non-bank financial companies as global systemically important financial institutions (“G-SIFIs”); the additional regulatory requirements triggered by any such designation are not yet established. The FSOC and the FSB, as well as other global regulators, are considering what threats to U.S. and global financial stability, if any, arise from asset management companies and/or the funds that they manage, and whether such threats can be mitigated by treating such entities as SIFIs or G-SIFIs and/or subjecting them to additional regulation. To the extent that we or any of our funds are designated as a SIFI or G-SIFI, such regulation, which could include requirements related to risk-based capital, leverage, liquidity, credit exposure, stress testing, resolution plans, early remediation, and certain risk management requirements, could impact our business. The Dodd-Frank Act, as well as other legislative and regulatory changes, impose other restrictions and limitations on us, resulting in increased scrutiny and oversight of our financial services and products. We continue to analyze the impact of the Dodd-Frank Act as implementing rules are adopted and become effective. Under the Dodd-Frank Act, which imposes a number of new regulations governing derivative transactions, certain categories of swaps are currently required, and further categories of swaps are likely to be required, to be submitted for clearing by a regulated clearing organization and reported on a swap execution facility, and the posting of collateral will be required for uncleared swaps. The EU is in the process of implementing similar requirements, and there is some risk that full mutual recognition may not be achieved between the U.S. and EU regimes, and duplication of regulation and transaction costs may result. These and other requirements are likely to impact how we manage our investment strategies because of, among other things, an increase in the costs and expenses of utilizing swaps and other derivatives. Also, the SEC has adopted rules that have changed the structure and operation for certain types of money market funds.

Overall, we expect that the complex regulatory requirements and developments applicable to us will cause us to incur additional administrative and compliance costs.

Our subsidiary Fiduciary Trust Company International (“Fiduciary Trust”) and its subsidiaries remain subject to additional regulation, supervision and examination by their respective regulators. Certain federal and state anti-takeover laws generally provide that no person may acquire control of Franklin, and gain indirect control of Fiduciary Trust or its subsidiaries, without prior regulatory approval. Such federal and state laws may discourage potential acquisition proposals and may delay, deter or prevent a change of control of Franklin, including through transactions that some shareholders might consider desirable.

The laws and regulations applicable to our business generally involve restrictions and requirements in connection with a variety of technical, specialized, and expanding matters and concerns. For example, compliance with the Bank Secrecy Act, anti-money laundering and Know-Your-Customer requirements, and economic, trade and other sanctions, both domestically and internationally, has taken on heightened importance as a result of efforts to, among other things, limit terrorism and actions that undermine the stability, sovereignty and territorial integrity of countries. At the same time, there has been increased regulation with respect to the protection of customer privacy and the need to secure sensitive customer information. As we continue to address these requirements or focus on meeting new or expanded ones, we may expend a substantial amount of time and resources. Any inability to meet these requirements within the required timeframes may subject us to sanctions or other restrictions by governments and/or regulators that could adversely impact our broader business objectives.

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U.S. and international regulatory and legislative actions and reforms have made the regulatory environment in which we operate more costly and future actions and reforms could adversely impact our financial condition and results of operations. The U.S. federal securities laws have been augmented substantially and made significantly more complex by, among other measures, the Dodd-Frank Act, the Sarbanes-Oxley Act of 2002 and the USA Patriot Act of 2001. Similarly, the securities and related laws outside the U.S. have been augmented substantially and made more complex by measures such as the EU's Alternative Investment Fund Managers Directive ("AIFMD") and Markets in Financial Instruments Directive II ("MiFID II"). Moreover, the adoption of new laws or regulations and changes in the interpretation or enforcement of existing laws or regulations have directly affected, and may continue to affect, our business. With new laws and changes in interpretation of existing requirements, the associated time we must dedicate to and related costs we must incur in meeting the regulatory complexities of our business have increased. In particular, certain provisions of the Dodd-Frank Act and MiFID II still require the adoption of implementing rules. We may be required to invest significant additional management time and resources to address the new regulations being adopted pursuant to the Dodd-Frank Act, MiFID II and other laws. In addition, the SEC has proposed changes to Rule 12b-1 promulgated under the Investment Company Act which, if adopted, could limit our ability to recover expenses relating to the distribution of our funds. Outlays associated with meeting regulatory complexities have also increased as we expand our business into new jurisdictions. Compliance activities to address these and other new legal requirements have required us to expend additional time and resources, and, consequently, we are incurring increased costs of doing business, which potentially negatively impacts our profitability and future financial results. Finally, any regulatory and legislative actions and reforms affecting the mutual fund industry, including compliance initiatives, may negatively impact revenues by increasing our costs of accessing or operating in the financial markets or by making certain investment offerings less favorable to our clients.

Failure to comply with the laws, rules or regulations in any of the non-U.S. jurisdictions in which we operate could result in substantial harm to our reputation and results of operations. As with all investment management companies, our activities are highly regulated in almost all countries in which we conduct business. The regulatory environments of the non-U.S. jurisdictions where we conduct our business or where the funds and products we manage are organized or sold are complex, uncertain and subject to change. Local regulatory environments may vary widely and place additional demands on our sales, investment, legal and compliance personnel. Failure to comply with the applicable laws, rules, regulations, codes, directives, notices or guidelines in any of our non-U.S. jurisdictions could result in a wide range of penalties and disciplinary actions, including fines, censures and the suspension or expulsion from a particular jurisdiction or market or the revocation of licenses, any of which could adversely affect our reputation and operations. In recent years, the non-U.S. regulatory environments in which we operate have seen significant increased and evolving regulations, which have imposed and may continue to impose additional compliance and operational requirements and costs on us in the applicable jurisdictions. Regulators in non-U.S. jurisdictions could also change their policies or laws in a manner that might restrict or otherwise impede our ability to offer our investment products and services in their respective markets, or we may be unable to keep up with, or adapt to, the ever changing, complex regulatory requirements in such jurisdictions or markets, which could further negatively impact our business.
Changes in tax laws or exposure to additional income tax liabilities could have a material impact on our financial condition, results of operations and liquidity. We are subject to income taxes as well as non-income based taxes, in both the U.S. and various non-U.S. jurisdictions and are subject to ongoing tax audits in the U.S. and various non-U.S. jurisdictions. Tax authorities may disagree with certain positions we have taken and assess additional taxes. We regularly assess the likely outcomes of these audits in order to determine the appropriateness of our tax provision. However, there can be no assurance that we will accurately predict the outcomes of these audits, and the actual outcomes could have a material impact on our net income or financial condition. Changes in tax laws or tax rulings could materially impact our effective tax rate. For example, proposals for fundamental U.S. corporate tax reform, if enacted, could change the amount of taxes we are required to pay and have a significant impact on our future results of operations, profitability and financial condition.

Any significant limitation, failure or security breach of our information and cyber security infrastructure, software applications, technology or other systems that are critical to our operations could harm our operations and reputation. We are highly dependent upon the use of various proprietary and third-party information and security technology, software applications and other technology systems to operate our business. We are also dependent on the effectiveness of our information and cyber security infrastructure, policies, procedures and capabilities to protect our computer and telecommunications systems and the data that reside on or are transmitted through them and contracted third-party systems. We use technology to, among other things, support our operations, store and maintain data, obtain securities pricing information, process client transactions, and provide reports and other customer services to the clients of the products we manage. Any inaccuracies, delays, systems failures, data or privacy breaches, or other security breaches (including any cyber security breaches) in these and other processes

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could subject us to client dissatisfaction and losses. Although we take protective measures, including measures to effectively secure information through system security technology, the technology systems we use may still be vulnerable to unauthorized access, computer viruses or other events that have a security impact, such as an external hacker attack by one or more cyber criminals (including phishing attacks attempting to get clients to provide confidential information) or an authorized employee or vendor inadvertently causing us to release confidential information, which could materially harm our operations and reputation. Potential system failures or breach of the technology systems we use, and the costs necessary to address them, could result in material financial loss or costs; the unauthorized disclosure or modification of sensitive or confidential information; loss of valuable information; breach of client contracts; liability for stolen assets, information or identity; remediation costs to repair damage caused by the failure or breach; additional security costs to mitigate against future incidents; reputational harm; regulatory actions; and/or legal claims, liability and litigation costs resulting from the incident. Moreover, loss or unauthorized disclosure or transfer of confidential customer identification information could harm our reputation and subject us to liability under laws that protect confidential personal data, resulting in increased costs or a decline in our revenues or common stock price.

Further, although we take precautions to password protect and encrypt our laptops and sensitive information on our other mobile electronic devices, if such devices are stolen, misplaced or left unattended, they may become vulnerable to hacking or other unauthorized use, creating a possible security risk and resulting in potentially costly actions by us. Most of the software applications that we use in our business are licensed from, and supported, upgraded and maintained by, third-party vendors. Our third-party applications include enterprise cloud storage and cloud computing application services provided and maintained by third-party vendors. A suspension or termination of certain of these licenses or the related support, upgrades and maintenance could cause temporary system delays or interruption that could adversely impact our business. In addition, the failure to properly manage and operate the data centers we use could have an adverse impact on our business. Although we have in place certain disaster recovery plans, we may experience system delays and interruptions as a result of natural disasters, power failures, acts of war, and third-party failures. Technology is subject to rapid advancements and changes and we cannot guarantee that our competitors may not implement more advanced technology platforms for their products, which could adversely affect our business.

Our business operations are complex and a failure to properly perform operational tasks or the misrepresentation of our products and services, or the termination of investment management agreements representing a significant portion of our AUM, could have an adverse effect on our revenues and income. Through our subsidiaries, we provide investment management and related services to our SIPs. In addition to investment management, our services include fund administration, sales, distribution, marketing, shareholder servicing, and trust, custody and other fiduciary services. In order to be competitive and comply with our agreements, we must properly perform our fund and portfolio administration and related responsibilities, including portfolio recordkeeping and accounting, security pricing, corporate actions, investment restrictions compliance, daily net asset value computations, account reconciliations, and required distributions to fund shareholders. In addition, the intentional or unintentional misrepresentation of our products and services in advertising materials, public relations information, social media or other external communications could adversely affect our reputation and business prospects. Our investment management fees, which represent the majority of our revenues, are dependent on fees earned under investment management agreements that we have with the SIPs we advise. Our revenues could be adversely affected if such agreements representing a significant portion of our AUM are terminated or significantly altered. Further, certain of our subsidiaries may act as general partner for various investment partnerships, which may subject them to liability for the partnerships' liabilities. If we fail to properly perform and monitor our operations, our business could suffer and our revenues and income could be adversely affected.

We face risks, and corresponding potential costs and expenses, associated with conducting operations and growing our business in numerous countries. We sell investment funds and offer investment management and related services in many different regulatory jurisdictions around the world, and intend to continue to expand our operations internationally. As we do so, we will continue to face challenges to the adequacy of our resources, procedures and controls to consistently and effectively operate our business. In order to remain competitive, we must be proactive and prepared to implement necessary resources when growth opportunities present themselves, whether as a result of a business acquisition or rapidly increasing business activities in particular markets or regions. Local regulatory environments may vary widely in terms of scope, adequacy and sophistication. Similarly, local distributors, and their policies and practices as well as financial viability, may also vary widely, or be inconsistent or less developed or mature than other more internationally focused distributors. Notwithstanding potential long-term cost savings by increasing certain operations, such as transfer agent and other back-office operations, in countries or regions of the world with lower operating costs, growth of our international operations may involve near-term increases in expenses as well as additional capital costs, such as information systems and technology costs and costs related to compliance

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with particular regulatory or other local requirements or needs. Local requirements or needs may also place additional demands on sales and compliance personnel and resources, such as meeting local language requirements, while also integrating personnel into an organization with a single operating language. Finding, hiring and retaining additional, well-qualified personnel and crafting and adopting policies, procedures and controls to address local or regional requirements remain a challenge as we expand our operations internationally. Moreover, regulators in non-U.S. jurisdictions could also change their policies or laws in a manner that might restrict or otherwise impede our ability to distribute or authorize investment products or maintain their authorizations in their respective markets. Any of these local requirements, activities, or needs could increase the costs and expenses we incur in a specific jurisdiction without any corresponding increase in revenues and income from operating in the jurisdiction. Certain laws and regulations both inside and outside the U.S. have included extraterritorial application. This may lead to duplicative or conflicting legal or regulatory burdens and additional costs and risks. In addition, from time to time we enter into international joint ventures or take minority stakes in companies in which we typically do not have control. These investments may involve risks, including the risk that the controlling stakeholder or our joint venture partner may have business interests, strategies or goals that are inconsistent with ours, and the risk that business decisions or other actions or omissions of the controlling stakeholder, our joint venture partner or the entity itself may result in liability for us or harm to our reputation or adversely affect the value of our investment in the entity.

We depend on key personnel and our financial performance could be negatively affected by the loss of their services. The success of our business will continue to depend upon our key personnel, including our portfolio and fund managers, investment analysts, investment advisers, sales and management personnel and other professionals as well as our executive officers and business unit heads. Competition for qualified, motivated, and highly skilled executives, professionals and other key personnel in the investment management industry remains significant. Our success depends to a substantial degree upon our ability to find, attract, retain and motivate qualified individuals, including through competitive compensation packages, and upon the continued contributions of these people. Laws and regulations, including those contained in or relating to the EU’s Capital Requirements Directive, those adopted under the AIFMD, those required to be adopted under the Dodd-Frank Act and certain provisions of the EU’s UCITS V Directive, could impose restrictions on compensation paid by financial institutions, which could restrict our ability to compete effectively for qualified professionals. As our business grows, we are likely to need to increase correspondingly the overall number of individuals that we employ. Moreover, in order to retain certain key personnel, we may be required to increase compensation to such individuals, resulting in additional expense without a corresponding increase in potential revenues. We cannot assure you that we will be successful in finding, attracting and retaining qualified individuals, and the departure of key investment personnel, in particular, if not replaced, could cause us to lose clients, which could have a material adverse effect on our financial condition, results of operations and business prospects.

Strong competition from numerous and sometimes larger companies with competing offerings and products could limit or reduce sales of our products, potentially resulting in a decline in our market share, revenues and income. We compete with numerous investment management companies, securities brokerage and investment banking firms, insurance companies, banks and other financial institutions. Our investment products also compete with products offered by these competitors as well as real estate investment trusts, hedge funds and others. The periodic establishment of new investment management companies and other competitors increases the competition that we face. At the same time, consolidation in the financial services industry has created stronger competitors with greater financial resources and broader distribution channels than our own. Competition is based on various factors, including, among others, business reputation, investment performance, product mix and offerings, service quality and innovation, distribution relationships, and fees charged. For example, to the extent that there is a trend among existing or potential clients in favor of low-fee passive products such as index and certain exchange-traded funds, it may favor our competitors who provide those products over active managers like us. Additionally, competing securities broker/dealers whom we rely upon to distribute and sell our mutual funds may also sell their own proprietary funds and investment products, which could limit the distribution of our investment products. To the extent that existing or potential clients, including securities broker/dealers, decide to invest in or distribute the products of our competitors, the sales of our products as well as our market share, revenues and income could decline. Our ability to attract and retain AUM is also dependent on the relative investment performance of our funds and other managed investment portfolios, offering a mix of SIPs that meets investor demand and our ability to maintain our investment management fees and pricing structure at competitive levels.

Changes in the third-party distribution and sales channels on which we depend could reduce our income and hinder our growth. We derive nearly all of our fund sales through third-party broker/dealers, banks, investment advisers and other financial intermediaries. Increasing competition for these distribution channels and regulatory initiatives have caused our distribution costs to rise and could cause further increases in the future or could otherwise negatively impact the distribution of our products. Pursuant to the Dodd-Frank Act, the SEC may establish different standards for broker/dealers in their interaction with retail customers, which could have an impact on sales and/or distribution costs. Higher distribution costs lower our income; consolidations in the broker/dealer industry could also adversely impact our income. Moreover, if several of the major financial advisers who distribute our products were to cease operations or limit or otherwise end the distribution of our products, it could have a significant adverse impact on our income. The DOL has proposed a rule that would subject financial professionals that provide advice to retirement clients to a fiduciary duty, which could limit their ability to provide advice about funds for which they receive a fee from the fund or its affiliates. If adopted as proposed, this rule could have an impact on our ability to compensate financial intermediaries who sell our funds to their retirement clients. In addition, the U.K., the Netherlands, Sweden and the EU in MiFID II have adopted regimes which ban, or may limit, the payment of commissions and other inducements to intermediaries in relation to certain sales to retail customers, and similar regimes are under consideration in several other jurisdictions. Depending on their exact terms, such regimes may result in existing flows of business moving to less profitable channels or even to competitors providing substitutable products outside the regime. There is no assurance we will continue to have access to the third-party broker/dealers, banks, investment advisers and other financial intermediaries that currently distribute our products, or continue to have the opportunity to offer all or some of our existing products through them. A failure to maintain strong business relationships with such distributors may also impair our distribution and sales operations. Because we use broker/dealers, banks, investment advisers and other financial intermediaries to sell our products, we do not control the ultimate investment recommendations given to clients. Any inability to access and successfully sell our products to clients through third-party distribution channels could have a negative effect on our level of AUM, income and overall business and financial condition.

Our increasing focus on international markets as a source of investments and sales of investment products subjects us to increased exchange rate and market-specific political, economic or other risks that may adversely impact our revenues and income generated overseas. While we maintain a significant portion of our operations in the U.S., we also provide services and earn revenues in Europe, the Middle East and Africa, Asia-Pacific, Canada, The Bahamas and Latin America. As a result, we are subject to foreign currency exchange risk through our non-U.S. operations. Fluctuations in the exchange rates to the U.S. dollar have affected and may in the future affect our financial results from one period to the next. While we have taken steps to reduce our exposure to foreign exchange risk, for example, by denominating a significant amount of our transactions in U.S. dollars, the situation may change in the future as our business continues to grow outside the U.S. Appreciation of the U.S. dollar has and could continue to moderate revenues from managing investment products internationally, or could affect relative investment performance of certain funds invested in non-U.S. securities. In addition, we have risk associated with the foreign exchange revaluation of U.S. dollar balances held by certain non-U.S. subsidiaries for which the local currency is the functional currency. Separately, management fees that we earn tend to be higher in connection with non-U.S. AUM than with U.S. AUM. Consequently, a downturn in international markets could have a significant effect on our revenues and income. Moreover, our emerging market portfolios and revenues derived from managing these portfolios are subject to significant risks of loss from political, economic, and diplomatic developments, currency fluctuations, social instability, changes in governmental policies, expropriation, nationalization, asset confiscation and changes in legislation related to non-U.S. ownership. International trading markets, particularly in some emerging market countries, are often smaller, less liquid, less regulated and significantly more volatile than those in the U.S. As our business continues to grow in non-U.S. markets, any ongoing and future business, political, economic or social unrest affecting these markets (such as the crisis in Ukraine), in addition to any direct consequences such unrest may have on our personnel and facilities located in the affected area, may also have a more lasting impact on the long-term investment climate in these and other areas and, as a result, our AUM and the corresponding revenues and income that we generate from them may be negatively affected.

Harm to our reputation or poor investment performance of our products could reduce the level of our AUM or affect our sales, potentially negatively impacting our revenues and income. Our reputation is critical to the success of our business. We believe that our brand names have been, and continue to be, well received both in our industry and with our clients, reflecting the fact that our brands, like our business, are based in part on trust and confidence. If our reputation is harmed, existing clients may reduce amounts held in, or withdraw entirely from, funds that we advise or funds may terminate their management agreements with us, which could reduce the amount of AUM and cause us to suffer a corresponding loss in our revenues and income. Our investment performance, along with achieving and maintaining superior distribution and client services, is also critical to the success of our business. Strong investment performance often stimulates sales of our investment products. Poor investment performance as compared to third-party benchmarks or competitive products has in the past and could in the future lead to a decrease in sales of investment products we manage and stimulate redemptions from existing products, generally lowering the overall level of AUM and reducing the management fees we earn. We cannot assure you that past or present investment performance in the investment products we manage will be indicative of future performance. Any poor investment performance may negatively impact our revenues and income. Reputational harm or poor investment performance may cause us to lose current clients and we may be unable to continue to attract new clients or develop new business. If we fail to address, or appear to fail to address, successfully and promptly the underlying causes of any reputational

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harm or poor investment performance, we may be unsuccessful in repairing any existing harm to our reputation or performance and our future business prospects would likely be affected.

Our future results are dependent upon maintaining an appropriate level of expenses, which is subject to fluctuation. The level of our expenses is subject to fluctuation and may increase for the following or other reasons: changes in the level and scope of our operating expenses in response to market conditions; variations in the level of total compensation expense due to, among other things, bonuses and merit increases, changes in our employee count and mix, and competitive factors; and/or changes in expenses and capital costs, including costs incurred to maintain and enhance our administrative and operating services infrastructure or to cover uninsured losses, and an increase in insurance expenses including through the assumption of higher deductibles and/or co-insurance liability.

Our ability to successfully manage and grow our business can be impeded by systems and other technological limitations. Our continued success in effectively managing and growing our business depends on our ability to integrate the varied accounting, financial, information, and operational systems on a global basis. Moreover, adapting or developing the existing technology systems we use to meet our internal needs, as well as client needs, industry demands and new regulatory requirements, is also critical for our business. The constant introduction of new technologies presents new challenges to us. We have an ongoing need to continually upgrade and improve our various technology systems, including our data processing, financial, accounting, shareholder servicing and trading systems. Further, we also must be proactive and prepared to implement technology systems when growth opportunities present themselves, whether as a result of a business acquisition or rapidly increasing business activities in particular markets or regions. These needs could present operational issues or require, from time to time, significant capital spending. It also may require us to reevaluate the current value and/or expected useful lives of the technology systems we use, which could negatively impact our results of operations.

Our inability to successfully recover should we experience a disaster or other business continuity problem could cause material financial loss, loss of human capital, regulatory actions, reputational harm, or legal liability. Should we experience a local or regional disaster or other business continuity problem, such as an earthquake, tsunami, terrorist attack, pandemic or other natural or man-made disaster, our continued success will depend, in part, on the safety and availability of our personnel, our office facilities, and the proper functioning of our computer, telecommunication and other systems and operations. While our operational size, the diversity of locations from which we operate, and our redundant back-up systems provide us with a strong advantage should we experience a local or regional disaster or other business continuity event, we could still experience operational challenges, in particular depending upon how a local or regional event may affect our human capital across our operations or with regard to particular aspects of our operations, such as key executive officers or personnel in our technology group. Moreover, as we grow our operations in new geographic regions, the potential for particular types of natural or man-made disasters, political, economic or infrastructure instabilities, or other country- or region-specific business continuity risks increases. Past disaster recovery efforts have demonstrated that even seemingly localized events may require broader disaster recovery efforts throughout our operations and, consequently, we regularly assess and take steps to improve upon our existing business continuity plans and key management succession. However, a disaster on a significant scale or affecting certain of our key operating areas within or across regions, or our inability to successfully recover should we experience a disaster or other business continuity problem, could materially interrupt our business operations and cause material financial loss, loss of human capital, regulatory actions, reputational harm, or legal liability.

Regulatory and governmental examinations and/or investigations, litigation and the legal risks associated with our business, could adversely impact our AUM, increase costs and negatively impact our profitability and/or our future financial results. From time to time we may receive requests for documents or other information from governmental authorities or regulatory bodies or we may become the subject of governmental or regulatory investigations and/or examinations, or governmental or regulatory investigations and/or examinations that have been inactive could become active. In addition, we may be named in litigation. We may be obligated, and under our certificate of incorporation, by-laws and standard form of director indemnification agreement we are obligated under certain conditions, or we may choose, to indemnify directors, officers or employees against liabilities and expenses they may incur in connection with such matters to the extent permitted under applicable law. Even if claims made against us are without merit, litigation typically is an expensive process. Risks associated with legal liability often are difficult to assess or quantify and their existence and magnitude can remain unknown for significant periods of time. Eventual exposures from and expenses incurred relating to any litigation, investigations, examinations and settlements could adversely impact our AUM, increase costs and negatively impact our profitability and/or our financial results. Judgments, findings or allegations of wrongdoing by regulatory or governmental authorities or in litigation against us or settlements with respect thereto could affect our reputation, increase our costs of doing business and/or negatively impact our revenues, any of which could have a material negative impact on our financial results.

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Our ability to meet cash needs depends upon certain factors, including the market value of our assets, operating cash flows and our perceived creditworthiness. Our ability to meet anticipated cash needs depends upon factors such as the market value of our assets, our operating cash flows and our creditworthiness as perceived by lenders. If we are unable to obtain funds and financing, or access the capital markets in a timely manner, we may be forced to incur unanticipated costs or revise our business plans, and our business could be adversely impacted. Further, our access to the capital markets depends significantly on our credit ratings. A reduction in our long- or short-term credit ratings could increase our borrowing costs and limit our access to the capital markets. Volatility in the global financing markets may also impact our ability to access the capital markets should we seek to do so, and have an adverse effect on investors' willingness to purchase our securities, interest rates, credit spreads and the valuation levels of equity markets.

We are dependent on the earnings of our subsidiaries. Substantially all of our operations are conducted through our subsidiaries. As a result, our cash flow and our ability to fund operations are dependent upon the earnings of our subsidiaries and the distribution of earnings, loans or other payments by our subsidiaries. Our subsidiaries are separate and distinct legal entities and have no obligation to provide us with funds for our payment obligations, whether by dividends, distributions, loans or other payments. Any payments to us by our subsidiaries could be subject to statutory or contractual restrictions and are contingent upon our subsidiaries' earnings and business considerations. Certain of our subsidiaries are subject to regulatory restrictions which may limit their ability to transfer funds to their parent companies and/or our ability to repatriate funds to the U.S. Our financial condition could be adversely affected if certain of our subsidiaries are unable to distribute funds to us.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

We conduct our worldwide operations using a combination of leased and owned facilities. While we believe we have sufficient facilities to conduct our business at present, we will continue to lease, acquire and dispose of facilities throughout the world as necessary.

We lease space in various states in the U.S., including California, Connecticut, Delaware, Florida, Massachusetts, New Jersey, New York, Utah and Washington, D.C., and in various non-U.S. locations, including Australia, Austria, Belgium, Brazil, Canada, China (including Hong Kong), Colombia, France, Germany, Hungary, India, Isle of Man, Italy, Japan, Luxembourg, Malaysia, Mexico, the Netherlands, Poland, Romania, Russia, Singapore, Slovakia, South Africa, South Korea, Spain, Sweden, Switzerland, Thailand, Turkey, United Arab Emirates, the U.K. (including England and Scotland) and Vietnam. As of September 30, 2015, we leased and occupied approximately 1,159,000 square feet of space. We have also leased and subsequently subleased to third parties approximately 62,000 square feet of excess leased space.

In addition, we own buildings in San Mateo, Rancho Cordova and Stockton, California; St. Petersburg and Ft. Lauderdale, Florida; Hyderabad, India; and Nassau, The Bahamas, as well as space in office buildings in Argentina, India and Singapore. The buildings we own consist of approximately 2,118,000 square feet of space. We have leased to third parties approximately 227,000 square feet of excess owned space.

Item 3. Legal Proceedings.

The information set forth in response to this Item 3 of Regulation S-K under "Legal Proceedings" is incorporated by reference from the "Legal Proceedings" section in Note 11 – Commitments and Contingencies in the notes to consolidated financial statements in Item 8 of Part II of this Form 10-K, which is incorporated herein by reference.

Item 4. Mine Safety Disclosures.

Not applicable.

Executive Officers of the Registrant

Pursuant to General Instruction G(3) to Form 10-K, the following description of our executive officers is included as an unnumbered item in Part I of this report in lieu of being included in our definitive proxy statement for our annual meeting of stockholders. Set forth below are the name, age, present title, and certain other information for each of our executive officers

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as of November 12, 2015. Each executive officer is appointed by Franklin's Board of Directors and holds his/her office until the earlier of his/her death, resignation, retirement, disqualification or removal.

Vijay C. Advani

Age 54

Co-President of Franklin since October 2015; formerly, Executive Vice President–Global Advisory Services of Franklin from March 2011 to September 2015, Executive Vice President–Global Distribution of Franklin from June 2008 to March 2011, and Executive Vice President–Global Advisor Services of Franklin from December 2005 to June 2008; officer and/or director of certain subsidiaries of Franklin.

Gregory E. Johnson

Age 54

Chairman of the Board of Franklin since June 2013 and Chief Executive Officer of Franklin since January 2004; formerly, President of Franklin from December 1999 to September 2015; officer and/or director of certain subsidiaries of Franklin; director or trustee of 46 registered investment companies managed or advised by subsidiaries of Franklin.

Jennifer M. Johnson

Age 51

Co-President of Franklin since October 2015; formerly, Executive Vice President and Chief Operating Officer of Franklin from March 2010 to September 2015, Executive Vice President–Operations and Technology of Franklin from December 2005 to March 2010, and Senior Vice President and Chief Information Officer of Franklin from May 2003 to December 2005; officer and/or director of certain subsidiaries of Franklin.

Rupert H. Johnson, Jr.

Age 75

Vice Chairman of Franklin since December 1999 and director of Franklin since 1969; officer and/or director of certain subsidiaries of Franklin; director or trustee of 41 registered investment companies managed or advised by subsidiaries of Franklin.

Kenneth A. Lewis

Age 54

Executive Vice President of Franklin since October 2007 and Chief Financial Officer of Franklin since October 2006; formerly, Senior Vice President and Treasurer of Franklin from October 2006 to October 2007, Vice President–Enterprise Risk Management of Franklin from April 2006 to October 2006 and Vice President and Treasurer of Franklin from June 2002 to April 2006; officer and/or director of certain subsidiaries of Franklin; officer of various registered investment companies managed or advised by subsidiaries of Franklin.

Craig S. Tyle

Age 55

Executive Vice President and General Counsel of Franklin since August 2005; formerly, a partner at Shearman & Sterling LLP (a law firm) from March 2004 to July 2005 and General Counsel for the Investment Company Institute (a trade group for the U.S. fund industry) from September 1997 through March 2004; officer and/or director of certain subsidiaries of Franklin; officer of various registered investment companies managed or advised by subsidiaries of Franklin.

Family Relationships

Gregory E. Johnson is the nephew of Rupert H. Johnson, Jr. and the brother of Charles E. Johnson (a director of Franklin) and Jennifer M. Johnson. Charles E. Johnson is the nephew of Rupert H. Johnson, Jr. and the brother of Gregory E. Johnson and Jennifer M. Johnson. Jennifer M. Johnson is the niece of Rupert H. Johnson, Jr. and the sister of Gregory E. Johnson and Charles E. Johnson.

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PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Our common stock is traded on the NYSE under the ticker symbol "BEN." On September 30, 2015, the closing price of our common stock on the NYSE was $37.26 per share. At October 31, 2015, there were 3,449 stockholders of record of our common stock.

The following table sets forth the high and low sales prices for our common stock on the NYSE for each quarterly period of the two most recently completed fiscal years:

Quarter	Fiscal Year 2015		Fiscal Year 2014	
	High	Low	High	Low
October-December	$59.43	$49.12	$57.85	$49.49
January-March	$55.91	$50.49	$58.87	$49.92
April-June	$52.76	$48.69	$58.42	$51.00
July-September	$49.96	$36.15	$58.28	$52.65

We declared regular cash dividends of $0.60 per share ($0.15 per share per quarter) and a special cash dividend of $0.50 per share in the fiscal year ended September 30, 2015 ("fiscal year 2015"). We declared regular cash dividends of $0.48 per share ($0.12 per share per quarter) in the fiscal year ended September 30, 2014 ("fiscal year 2014"). We currently expect to continue paying comparable regular cash dividends on a quarterly basis to holders of our common stock depending upon earnings and other relevant factors.

The equity compensation plan information called for by Item 201(d) of Regulation S-K is set forth in Item 12 of Part III of this Form 10-K under the heading "Equity Compensation Plan Information."

The following table provides information with respect to the shares of our common stock that we repurchased during the three months ended September 30, 2015.

Month	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased As Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
July 2015	2,293,114	$47.71	2,293,114	16,884,110
August 2015	5,049,988	$42.21	5,049,988	11,834,122
September 2015	4,596,735	$38.66	4,596,735	7,237,387
Total	11,939,837		11,939,837	

Under our stock repurchase program, we can repurchase shares of our common stock from time to time in the open market and in private transactions in accordance with applicable laws and regulations, including without limitation applicable federal securities laws. In order to pay taxes due in connection with the vesting of employee and executive officer stock and stock unit awards, we may repurchase shares under our program using a net stock issuance method. Effective March 19, 2015, we adopted a stock trading plan under Rule 10b5-1 of the Securities and Exchange Act of 1934 to facilitate the ongoing repurchase of our common stock under the stock repurchase program. At September 30, 2015, 7.2 million shares remained available for repurchase under the program, which is not subject to an expiration date. There were no unregistered sales of equity securities during fiscal years 2015 and 2014. In each of October 2015 and December 2013, we announced that our Board of Directors authorized the repurchase of up to 30.0 million additional shares of our common stock under the stock repurchase program.

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Item 6. Selected Financial Data.

FINANCIAL HIGHLIGHTS

as of and for the fiscal years ended September 30,	2015	2014	2013	2012	2011
Summary of Operations (in millions)					
Operating revenues	$7,948.7	$8,491.4	$7,985.0	$7,101.0	$7,140.0
Operating income	3,027.6	3,221.2	2,921.3	2,512.2	2,659.8
Operating margin	38.1 %	37.9 %	36.6 %	35.4 %	37.3 %
Net income attributable to Franklin Resources, Inc.	2,035.3	2,384.3	2,150.2	1,931.4	1,923.6
Financial Data (in millions)					
Total assets	$16,335.7	$16,357.1	$15,390.3	$14,751.5	$13,775.8
Debt	1,348.0	1,198.2	1,197.7	1,566.1	998.2
Debt of consolidated sponsored investment products and variable interest entities	807.3	950.8	1,097.4	1,211.1	1,170.3
Franklin Resources, Inc. stockholders' equity	11,841.0	11,584.1	10,073.1	9,201.3	8,524.7
Operating cash flows	2,252.0	2,138.0	2,035.7	1,066.2	1,621.8
Investing cash flows	248.9	390.6	232.9	873.4	435.9
Financing cash flows	(1,612.2)	(1,195.3)	(2,018.1)	(1,084.9)	(968.2)
Assets Under Management (in billions)					
Ending	$770.9	$898.0	$844.7	$749.9	$659.9
Average[1]	869.5	887.9	808.2	705.7	694.4
Per Common Share[2]					
Earnings					
Basic	$3.29	$3.79	$3.37	$2.99	$2.89
Diluted	3.29	3.79	3.37	2.98	2.87
Cash dividends	1.10	0.48	1.39	1.03	0.33
Book value	19.62	18.60	15.97	14.45	13.05
Employee Headcount	9,489	9,266	9,002	8,558	8,453

1 Represents simple monthly average AUM.

2 All per share amounts for the fiscal years ending September 30, 2012 and 2011 have been adjusted retroactively to reflect a three-for-one split of common stock distributed to common stockholders in the form of a stock dividend in July 2013.

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Forward-Looking Statements

The following discussion and analysis of the results of operations and financial condition of Franklin Resources, Inc. ("Franklin") and its subsidiaries (collectively, the "Company") should be read in conjunction with the "Forward-looking Statements" section set forth in Part I and the "Risk Factors" section set forth in Item 1A of Part I of this Annual Report on Form 10-K and in any more recent filings with the U.S. Securities and Exchange Commission (the "SEC"), each of which describe these risks, uncertainties and other important factors in more detail.

Overview

We are a global investment management organization and derive our operating revenues and net income from providing investment management and related services to investors in jurisdictions worldwide through products that include investment funds and institutional, high net-worth and separately-managed accounts (collectively, our "sponsored investment products" or "SIPs"). In addition to investment management, our services include fund administration, sales, distribution, marketing, shareholder servicing, and trust, custody and other fiduciary services. Our SIPs and investment management and related services are distributed or marketed to the public globally under eight distinct brand names: Franklin®, Templeton®, Mutual Series®, Bissett®, Fiduciary Trust™, Darby®, Balanced Equity Management® and K2®. We offer a broad range of SIPs under equity, hybrid, fixed-income and cash management funds and accounts, including alternative investment products, that meet a wide variety of specific investment needs of individual and institutional investors. We also provide sub-advisory services to certain investment products sponsored by other companies which may be sold to the public under the brand names of those other companies or on a co-branded basis.

The level of our revenues depends largely on the level and relative mix of assets under management ("AUM"). As noted in the "Risk Factors" section set forth above in Item 1A of Part I of this Annual Report on Form 10-K, the amount and mix of our AUM are subject to significant fluctuations and can negatively impact our revenues and income. The level of our revenues also depends on mutual fund sales and the number of mutual fund shareholder accounts. The fees charged for our services are based on contracts with our SIPs or our clients. These arrangements could change in the future.

During the fiscal year ended September 30, 2015 ("fiscal year 2015"), the global equity financial markets experienced volatility which resulted in overall negative returns, evidenced by decreases of 0.6% in the S&P 500 Index and 4.6% in the MSCI World Index. Global equity market performance was positive during our first three fiscal quarters but declined sharply in our fourth fiscal quarter amid worries about the economic slowdown in China and other emerging markets and the impact on global growth, with the S&P 500 Index decreasing 6.4% and the MSCI World Index decreasing 8.3% during the quarter. The global bond markets also had negative returns during the year with the Barclays Global Aggregate Index decreasing 3.3% as the Federal Reserve Bank ended its quantitative easing program during our first quarter and deferred an increase in interest rates during our fourth quarter, while other central banks continued their accommodative monetary policies. The overall market downturn negatively impacted our AUM, fee revenues, operating income and net income, all of which decreased from the prior fiscal year.

Our total AUM at September 30, 2015 was $770.9 billion, 14% lower than at September 30, 2014, primarily due to $57.9 billion of market depreciation, $48.8 billion of net new outflows and a $15.1 billion decrease due to foreign exchange revaluation. The decrease in simple monthly average AUM ("average AUM") for fiscal year 2015 was lower, at 2%, as the market depreciation primarily occurred in the fourth quarter.

The business and regulatory environments in which we operate globally remain complex, uncertain and subject to change. We are subject to various laws, rules and regulations globally that impose restrictions, limitations and registration, reporting and disclosure requirements on our business and add complexity to our global compliance operations.

Uncertainties regarding economic stabilization and improvement remain for the foreseeable future. As we continue to confront the challenges of the current economic and regulatory environments, we remain focused on the investment performance of our SIPs and on providing high quality customer service to our clients. While we are focused on expense management, we will also seek to attract, retain and develop employees and invest strategically in systems and technology that will provide a secure and stable environment. We will continue to seek to protect and further our brand recognition while developing and maintaining broker/dealer and client relationships. The success of these and other strategies may be influenced by the factors discussed in the "Risk Factors" section in Part I of this Annual Report.

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RESULTS OF OPERATIONS

(in millions, except per share data) for the fiscal years ended September 30,	2015	2014	2013	2015 vs. 2014	2014 vs. 2013
Operating revenues	$7,948.7	$8,491.4	$7,985.0	(6)%	6%
Operating income	3,027.6	3,221.2	2,921.3	(6)%	10%
Net income attributable to Franklin Resources, Inc.	2,035.3	2,384.3	2,150.2	(15)%	11%
Diluted earnings per share	$3.29	$3.79	$3.37	(13)%	12%
Operating margin[1]	38.1%	37.9%	36.6%		

[1] Defined as operating income divided by total operating revenues.

Operating income decreased $193.6 million in fiscal year 2015 as a 6% decrease in operating revenues was partially offset by a 7% decrease in operating expenses. Net income attributable to Franklin Resources, Inc. decreased $349.0 million primarily due to the decrease in operating income and a $195.4 million decrease in investment and other income, net.

Operating income increased $299.9 million in the fiscal year ended September 30, 2014 (“fiscal year 2014”) due to a 6% increase in operating revenues, partially offset by a 4% increase in operating expenses. Net income attributable to Franklin Resources, Inc. increased $234.1 million primarily due to the increase in operating income.

Diluted earnings per share decreased in fiscal year 2015 and increased in fiscal year 2014, consistent with the changes in net income and the impacts of 2% and 1% decreases in diluted average common shares outstanding primarily resulting from the repurchase of shares of our common stock.

ASSETS UNDER MANAGEMENT

AUM by investment objective was as follows:

(in billions) as of September 30,	2015	2014	2013	2015 vs. 2014	2014 vs. 2013
Equity					
Global/international	$212.1	$261.5	$243.9	(19)%	7%
United States	100.8	109.5	97.2	(8)%	13%
Total equity	312.9	371.0	341.1	(16)%	9%
Hybrid	138.3	159.0	137.5	(13)%	16%
Fixed-Income					
Tax-free	71.7	72.1	72.4	(1)%	0%
Taxable					
Global/international	182.7	225.1	228.8	(19)%	(2)%
United States	58.5	63.8	58.3	(8)%	9%
Total fixed-income	312.9	361.0	359.5	(13)%	0%
Cash Management	6.8	7.0	6.6	(3)%	6%
Total	$770.9	$898.0	$844.7	(14)%	6%
Average for the Year	$869.5	$887.9	$808.2	(2)%	10%

AUM at September 30, 2015 decreased 14% from September 30, 2014, primarily due to $57.9 billion of market depreciation, $48.8 billion of net new outflows and a $15.1 billion decrease due to foreign exchange revaluation. Average AUM was also impacted by market depreciation, which primarily occurred in the fourth fiscal quarter, decreasing 2% during fiscal year 2015.

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AUM at September 30, 2014 increased 6% from September 30, 2013, primarily due to $69.2 billion of market appreciation, partially offset by a $6.8 billion decrease due to foreign exchange revaluation and $4.6 billion of net new outflows. Average AUM also benefited from market appreciation, increasing 10% during fiscal year 2014.
Average AUM is generally more indicative of trends in revenue for providing investment management and fund administration services than the year-over-year change in ending AUM.
Average AUM and the mix of average AUM by investment objective are shown below.

(in billions)	Average AUM			2015	2014
for the fiscal years ended September 30,	2015	2014	2013	vs. 2014	vs. 2013
Equity					
Global/international	$247.5	$262.1	$228.1	(6)%	15%
United States	112.4	107.6	87.8	4%	23%
Total equity	359.9	369.7	315.9	(3)%	17%
Hybrid	155.3	152.7	126.2	2%	21%
Fixed-Income					
Tax-free	73.1	71.0	81.7	3%	(13)%
Taxable					
Global/international	211.7	227.7	220.5	(7)%	3%
United States	62.4	60.2	57.9	4%	4%
Total fixed-income	347.2	358.9	360.1	(3)%	0%
Cash Management	7.1	6.6	6.0	8%	10%
Total	$869.5	$887.9	$808.2	(2)%	10%

	Mix of Average AUM		
for the fiscal years ended September 30,	2015	2014	2013
Equity			
Global/international	28%	30%	28%
United States	13%	12%	11%
Total equity	41%	42%	39%
Hybrid	18%	17%	16%
Fixed-Income			
Tax-free	9%	8%	10%
Taxable			
Global/international	24%	25%	27%
United States	7%	7%	7%
Total fixed-income	40%	40%	44%
Cash Management	1%	1%	1%
Total	100%	100%	100%

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Components of the change in AUM were as follows:

(in billions) for the fiscal years ended September 30,	2015	2014	2013	2015 vs. 2014	2014 vs. 2013
Beginning AUM	$898.0	$844.7	$749.9	6%	13%
Long-term sales	161.4	192.6	215.6	(16)%	(11)%
Long-term redemptions	(209.0)	(197.5)	(190.0)	6%	4%
Net cash management	(1.2)	0.3	(1.3)	NM	NM
Net new flows	(48.8)	(4.6)	24.3	961%	NM
Reinvested distributions	28.5	21.6	21.3	32%	1%
Net flows	(20.3)	17.0	45.6	NM	(63)%
Distributions	(33.8)	(26.1)	(26.2)	30%	0%
Acquisitions	—	—	9.3	NM	(100)%
Appreciation (depreciation) and other[1]	(73.0)	62.4	66.1	NM	(6)%
Ending AUM	$770.9	$898.0	$844.7	(14)%	6%

1 Includes foreign exchange revaluation.

Components of the change in AUM by investment objective were as follows:

(in billions)	Equity			Fixed-Income				
for the fiscal year ended September 30, 2015	Global/International	United States	Hybrid	Tax-Free	Taxable Global/International	Taxable United States	Cash Management	Total
AUM at October 1, 2014	$261.5	$109.5	$159.0	$72.1	$ 225.1	$63.8	$ 7.0	$898.0
Long-term sales	40.3	19.2	24.1	8.2	56.1	13.5	—	161.4
Long-term redemptions	(55.3)	(26.3)	(28.4)	(10.3)	(72.8)	(15.9)	—	(209.0)
Net exchanges	0.2	1.1	(0.5)	—	(1.6)	(0.1)	0.9	—
Net cash management	—	—	—	—	—	—	(1.2)	(1.2)
Net new flows	(14.8)	(6.0)	(4.8)	(2.1)	(18.3)	(2.5)	(0.3)	(48.8)
Reinvested distributions	5.6	5.7	6.0	2.0	7.5	1.7	—	28.5
Net flows	(9.2)	(0.3)	1.2	(0.1)	(10.8)	(0.8)	(0.3)	(20.3)
Distributions	(6.6)	(6.0)	(6.8)	(2.6)	(9.5)	(2.3)	—	(33.8)
Appreciation (depreciation) and other[1]	(33.6)	(2.4)	(15.1)	2.3	(22.1)	(2.2)	0.1	(73.0)
AUM at September 30, 2015	$212.1	$100.8	$138.3	$71.7	$ 182.7	$58.5	$ 6.8	$770.9

1 Includes foreign exchange revaluation.

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(in billions) for the fiscal year ended September 30, 2014	Equity Global/International	Equity United States	Hybrid	Fixed-Income Tax-Free	Fixed-Income Taxable Global/International	Fixed-Income Taxable United States	Cash Management	Total
AUM at October 1, 2013	$243.9	$97.2	$137.5	$72.4	$ 228.8	$58.3	$ 6.6	$844.7
Long-term sales	51.5	24.3	31.5	8.2	60.8	16.3	—	192.6
Long-term redemptions	(54.1)	(24.7)	(23.4)	(13.2)	(66.7)	(15.4)	—	(197.5)
Net exchanges	0.5	0.6	1.8	(1.0)	(2.1)	—	0.2	—
Net cash management	—	—	—	—	—	—	0.3	0.3
Net new flows	(2.1)	0.2	9.9	(6.0)	(8.0)	0.9	0.5	(4.6)
Reinvested distributions	3.9	3.5	5.3	2.4	4.9	1.6	—	21.6
Net flows	1.8	3.7	15.2	(3.6)	(3.1)	2.5	0.5	17.0
Distributions	(4.4)	(3.7)	(6.1)	(2.9)	(6.8)	(2.2)	—	(26.1)
Appreciation (depreciation) and other[1]	20.2	12.3	12.4	6.2	6.2	5.2	(0.1)	62.4
AUM at September 30, 2014	$261.5	$109.5	$159.0	$72.1	$ 225.1	$63.8	$ 7.0	$898.0

[1] Includes foreign exchange revaluation.

(in billions) for the fiscal year ended September 30, 2013	Equity Global/International	Equity United States	Hybrid	Fixed-Income Tax-Free	Fixed-Income Taxable Global/International	Fixed-Income Taxable United States	Cash Management	Total
AUM at October 1, 2012	$214.9	$82.2	$110.1	$83.2	$ 196.4	$56.7	$ 6.4	$749.9
Long-term sales	45.5	17.4	26.4	12.4	95.6	18.3	—	215.6
Long-term redemptions	(50.1)	(21.0)	(19.3)	(16.7)	(66.6)	(16.3)	—	(190.0)
Net exchanges	(0.1)	1.1	2.1	(2.8)	(1.2)	(0.6)	1.5	—
Net cash management	—	—	—	—	—	—	(1.3)	(1.3)
Net new flows	(4.7)	(2.5)	9.2	(7.1)	27.8	1.4	0.2	24.3
Reinvested distributions	3.4	2.0	5.1	2.4	6.7	1.7	—	21.3
Net flows	(1.3)	(0.5)	14.3	(4.7)	34.5	3.1	0.2	45.6
Distributions	(3.5)	(2.2)	(6.0)	(3.1)	(9.0)	(2.4)	—	(26.2)
Acquisitions	—	—	9.0	—	0.3	—	—	9.3
Appreciation (depreciation) and other[1]	33.8	17.7	10.1	(3.0)	6.6	0.9	—	66.1
AUM at September 30, 2013	$243.9	$97.2	$137.5	$72.4	$ 228.8	$58.3	$ 6.6	$844.7

[1] Includes foreign exchange revaluation.

AUM decreased $127.1 billion or 14% during fiscal year 2015, primarily due to $73.0 billion of market depreciation and other, which includes a $15.1 billion decrease due to foreign exchange revaluation, and $48.8 billion of net new outflows. The market depreciation occurred in all long-term investment objectives with the exception of tax-free fixed-income, and reflected negative returns in global markets, as evidenced by decreases in the MSCI World and S&P 500 indexes of 4.6% and 0.6%. The foreign exchange revaluation resulted from AUM in products that are not U.S. dollar denominated, which represented approximately 13% of total AUM as of September 30, 2015, and was primarily due to strengthening of the U.S. dollar against the Canadian dollar, Australian dollar and Euro. Long-term sales decreased 16% to $161.4 billion from the prior year primarily due to lower sales of products in all long-term investment objectives with the exception of tax-free fixed-income. Long-term redemptions increased 6% to

$209.0 billion primarily due to higher redemptions in global/international fixed-income and hybrid products.

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AUM increased $53.3 billion or 6% during fiscal year 2014, primarily due to $62.4 billion of market appreciation and other, which is net of a $6.8 billion decrease due to foreign exchange revaluation, partially offset by $4.6 billion of net new outflows. The market appreciation occurred in all long-term investment objectives, and reflected positive returns in global markets, as evidenced by increases in the MSCI World and S&P 500 indexes of 12.8% and 19.7%. The foreign exchange revaluation was primarily due to strengthening of the U.S. dollar against the Canadian dollar, Euro and Australian dollar. Long-term sales decreased 11% to $192.6 billion from the prior year primarily due to lower sales of global/international fixed-income products, partially offset by higher sales of equity products. Long-term redemptions increased 4% to $197.5 billion primarily due to higher redemptions in equity and hybrid products, partially offset by lower redemptions in tax-free fixed-income products.

Average AUM by sales region is shown below.

(in billions) for the fiscal years ended September 30,	2015	2014	2013	2015 vs. 2014	2014 vs. 2013
United States	$577.9	$578.8	$523.8	0%	11%
International					
Europe, the Middle East and Africa	137.9	149.5	137.4	(8)%	9%
Asia-Pacific	90.0	91.6	83.5	(2)%	10%
Canada	36.2	39.0	35.2	(7)%	11%
Latin America[1]	27.5	29.0	28.3	(5)%	2%
Total international	$291.6	$309.1	$284.4	(6)%	9%
Total	$869.5	$887.9	$808.2	(2)%	10%

[1] Latin America sales region includes North America-based advisers serving non-resident clients.

The mix of average AUM in the United States sales region was 66% for fiscal year 2015, and 65% for fiscal years 2014 and 2013.

Due to the global nature of our business operations, investment management and related services may be performed in locations unrelated to the sales region.

Investment Performance Overview

A key driver of our overall success is the long-term investment performance of our SIPs. A standard measure of the performance of these investment products is the percentage of AUM exceeding benchmarks and peer group medians. Our global/international fixed-income funds generated notable long-term results with at least 87% of AUM exceeding the benchmarks and at least 92% of AUM exceeding the peer group medians for the three-, five- and ten-year periods ended September 30, 2015. In addition, the investment performance of our tax-free fixed-income products was solid with at least 66% of AUM exceeding the peer group medians for all four periods presented. The performance of our hybrid products in comparison to the benchmarks and peer group medians for all periods presented and of our taxable global/international fixed-income products for the one-year period has declined significantly from September 30, 2014. The hybrid products decrease was primarily due to lower performance in the one-year period by a fund which represents 70% of the hybrid category, and the taxable global/international fixed-income products decrease was primarily due to lower performance by three funds which collectively represent 69% of this category. The performance of our equity products has mostly lagged the benchmarks and peer group medians during the periods presented.

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The performance of our products against benchmarks and peer group medians is presented in the table below.

	Benchmark Comparison				Peer Group Comparison [1]			
	% of AUM Exceeding Benchmark				% of AUM in Top Two Peer Group Quartiles			
as of September 30, 2015	1-Year	3-Year	5-Year	10-Year	1-Year	3-Year	5-Year	10-Year
Equity								
Global/international	23 %	38 %	35 %	50 %	25 %	48 %	35 %	53 %
United States	31 %	29 %	7 %	31 %	40 %	51 %	42 %	65 %
Total equity	26 %	35 %	25 %	42 %	31 %	49 %	37 %	58 %
Hybrid	2 %	9 %	8 %	5 %	4 %	12 %	15 %	96 %
Fixed-Income								
Tax-free	33 %	30 %	57 %	38 %	67 %	66 %	68 %	86 %
Taxable								
Global/international	6 %	88 %	87 %	91 %	1 %	92 %	93 %	99 %
United States	0 %	1 %	60 %	51 %	5 %	22 %	19 %	48 %
Total fixed-income	11 %	58 %	75 %	69 %	19 %	73 %	73 %	86 %

———————

1 The peer group rankings are sourced from either Lipper, a Thomson Reuters Company, Morningstar or eVestment in each fund's market and were based on an absolute ranking of returns. © 2015 Morningstar, Inc. All rights reserved. The information herein: (1) is proprietary to Morningstar and/or its content providers; (2) may not be copied or distributed; and (3) is not warranted to be accurate, complete or timely. Neither Morningstar nor its content providers are responsible for any damages or losses arising from any use of this information.

AUM measured in the benchmark and peer group rankings represents 90% and 84% of our total AUM as of September 30, 2015. The benchmark comparisons are based on each fund's return as compared to a market index that has been selected to be generally consistent with the investment objectives of the fund.

For products with multiple share classes, rankings for the primary share class are applied to the entire product. Private equity funds, certain privately-offered emerging market and real estate funds, cash management funds and funds acquired in fiscal year 2013 are not included. Certain other funds and products were also excluded because of limited benchmark or peer group data. Had this data been available, the results may have been different. These results assume the reinvestment of dividends, are based on data available as of October 19, 2015 and are subject to revision. While we remain focused on achieving strong long-term performance, our future benchmark and peer group rankings may vary from our past performance.

OPERATING REVENUES

The table below presents the percentage change in each operating revenue category.

(in millions) for the fiscal years ended September 30,	2015	2014	2013	2015 vs. 2014	2014 vs. 2013
Investment management fees	$5,327.8	$5,565.7	$5,071.4	(4)%	10 %
Sales and distribution fees	2,252.4	2,546.4	2,516.0	(12)%	1 %
Shareholder servicing fees	262.8	281.1	303.7	(7)%	(7)%
Other	105.7	98.2	93.9	8 %	5 %
Total Operating Revenues	$7,948.7	$8,491.4	$7,985.0	(6)%	6 %

Investment Management Fees

Investment management fees are generally calculated under contractual arrangements with our SIPs and the products for which we provide sub-advisory services as a percentage of the market value of AUM. Annual rates vary by investment objective and type of services provided. Rates for products sold outside of the U.S. are generally higher than for U.S. products because they are structured to compensate for certain distribution costs.

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Investment management fees decreased $237.9 million in fiscal year 2015 primarily due to a 2% decrease in average AUM and the impact of a lower effective fee rate. Investment management fees increased $494.3 million in fiscal year 2014, primarily due to a 10% increase in average AUM. The decrease in average AUM in fiscal year 2015 primarily occurred in the international sales regions and in the global/international fixed-income and equity investment objectives, partially offset by slight increases in the other investment objectives. The increase in average AUM in fiscal year 2014 occurred in all sales regions and across all long-term investment objectives with the exception of tax-free fixed-income.

Our effective investment management fee rate (investment management fees divided by average AUM) was 61.3 basis points for fiscal year 2015 and 62.7 basis points for fiscal years 2014 and 2013. The rate decrease in fiscal year 2015 was primarily due to higher weighting of AUM in U.S. products and in lower fee products in the global/international fixed-income and equity objectives in the Europe, Middle East and Africa sales region, as well as lower performance fees. The rate for fiscal year 2014 remained unchanged from the prior year as the impacts of higher performance fees, a slightly higher weighting of higher fee products in the U.S. equity objective and a change in the pricing structure in Canada effective January 1, 2014 which resulted in the bundling of investment management and servicing fees were offset by the impacts of slightly higher weightings of AUM in U.S. products and in lower fee products in the global/international equity and fixed-income objectives.

Performance-based investment management fees were $19.8 million, $50.9 million and $20.1 million for fiscal years 2015, 2014 and 2013. The higher fees in fiscal year 2014 were primarily related to fund of hedge funds products.

U.S. industry asset-weighted average management fee rates were as follows[1]:

(in basis points)	Industry Average		
for the fiscal years ended September 30,	2015	2014	2013
Equity			
Global/international	55	58	60
United States	39	41	44
Hybrid[2]	52	53	39
Fixed-Income			
Tax-free	35	35	36
Taxable			
Global/international[3]	46	55	57
United States	35	37	38
Cash Management	9	11	13

1 U.S. industry asset-weighted average management fee rates were calculated using information available from Lipper, a Thomson Reuters Company, as of September 30, 2015, 2014 and 2013 and include all U.S.-registered open-end funds that reported expense data to Lipper as of the funds' most recent annual report date, and for which expenses were equal to or greater than zero. As defined by Lipper, management fees include fees from providing advisory and fund administration services. The averages combine retail and institutional funds data and include all share classes and distribution channels, without exception. Variable annuity and fund-of-funds products are not included.

2 The increase in the average rate in fiscal year 2014 reflects the addition of alternative products.

3 The decrease in the average rate in fiscal year 2015 reflects lower weightings of two large higher fee funds and a higher weighting of a large low fee fund.

Our actual effective investment management fee rates are generally higher than the U.S. industry average rates as we actively manage our products and have a higher level of international AUM, both of which generate higher fees. Changes to our effective investment management fee rates in the U.S. have not varied significantly from changes in industry rates.

Our product offerings and global operations are diverse. As such, the impact of future changes in the market value of AUM on investment management fees will be affected by the relative mix of investment objective, geographic region, distribution channel and investment vehicle of the assets.

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Sales and Distribution Fees

We earn fees from the sale of certain classes of SIPs on which investors pay a commission at the time of purchase ("commissionable sales"). Sales commissions are reduced or eliminated on some share classes and for some sale transactions depending upon the amount invested and the type of investor. Therefore, sales fees will change with the overall level of gross sales, the size of individual transactions, and the relative mix of sales between different share classes and types of investors.

Globally, our mutual funds and certain other products generally pay us distribution fees in return for sales, marketing and distribution efforts on their behalf. Specifically, the majority of U.S.-registered mutual funds, with the exception of certain of our money market mutual funds, have adopted distribution plans under Rule 12b-1 (the "Rule 12b-1 Plans") promulgated under the Investment Company Act of 1940. The Rule 12b-1 Plans permit the mutual funds to pay us for marketing, marketing support, advertising, printing and sales promotion services relating to the distribution of their shares, subject to the Rule 12b-1 Plans' limitations on amounts based on average daily net AUM. Similar arrangements exist for the distribution of our non-U.S. funds.

We pay substantially all of our sales and distribution fees to the financial advisers and other intermediaries who sell our SIPs to the public on our behalf. See the description of sales, distribution and marketing expenses below.

Sales and distribution fees by revenue driver are presented below.

(in millions) for the fiscal years ended September 30,	2015	2014	2013	2015 vs. 2014	2014 vs. 2013
Asset-based fees	$1,698.9	$1,823.3	$1,693.1	(7)%	8%
Sales-based fees	542.8	711.7	810.6	(24)%	(12)%
Contingent sales charges	10.7	11.4	12.3	(6)%	(7)%
Sales and Distribution Fees	$2,252.4	$2,546.4	$2,516.0	(12)%	1%

Asset-based distribution fees decreased $124.4 million in fiscal year 2015 primarily due to a 5% decrease in the related average AUM. Asset-based distribution fees increased $130.2 million in fiscal year 2014 primarily due to a 6% increase in the related average AUM and a higher mix of equity and hybrid AUM. Equity and hybrid products typically generate higher distribution fees than fixed-income products.

Sales-based fees decreased $168.9 million in fiscal year 2015 primarily due to a 28% decrease in total commissionable sales, partially offset by a higher mix of U.S. product commissionable sales. Sales-based fees decreased $98.9 million in fiscal year 2014 primarily due to a 10% decrease in total commissionable sales, as well as a lower mix of U.S. product commissionable sales. U.S. products typically generate higher sales fees than non-U.S. products. Commissionable sales represented 10% of total sales for fiscal year 2015, and 12% for fiscal years 2014 and 2013.

Contingent sales charges are earned from investor redemptions within a contracted period of time. These charges are levied only on certain shares sold without a front-end sales charge, and vary with the mix of redemptions of these shares.

Shareholder Servicing Fees

We receive shareholder servicing fees as compensation for providing transfer agency services, which include providing customer statements, transaction processing, customer service and tax reporting. These fees are generally fixed charges per shareholder account that vary with the particular type of fund and the service being rendered. In some instances, we charge SIPs these fees based on the level of AUM. In the U.S., transfer agency service agreements provide that accounts closed in a calendar year generally remain billable at a reduced rate through the second quarter of the following calendar year. In Canada, such agreements that were in place through December 31, 2013 provided that accounts closed in the calendar year remain billable for four months after the end of the calendar year. Accordingly, the level of fees varies with the change in open accounts and the level of closed accounts that remain billable. Approximately 0.6 million and 1.2 million accounts closed in the U.S. during calendar years 2014 and 2013. A change to the pricing structure in Canada effective January 1, 2014 resulted in the bundling of investment management and servicing fees, therefore shareholder servicing fees are no longer charged to SIPs in Canada.

Other services include tax planning and preparation for individual and trust clients, for which fees are primarily account based, and trust services, for which fees are based on the level of AUM.

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Shareholder servicing fees decreased $18.3 million in fiscal year 2015. The decrease primarily consisted of $10.2 million from the change in fee structure in Canada and $9.2 million related to fees for trust services that are bundled with investment management services and presented in investment management fees effective October 1, 2014.

Shareholder servicing fees decreased $22.6 million in fiscal year 2014, primarily due to the change in fee structure in Canada. The Canada decrease of $33.0 million was partially offset by a $4.7 million increase from SIPs in the U.S. primarily due to a 6% increase in active accounts, and increases of $3.2 million in trust services fees and $1.9 million from SIPs in Europe, both primarily due to higher levels of related AUM.

Other

Other revenue increased $7.5 million and $4.3 million in fiscal years 2015 and 2014, primarily due to $11.3 million and $6.6 million increases in interest and dividend income from consolidated SIPs, partially offset by $4.6 million and $3.9 million decreases in banking-related net revenues as we terminated our banking business in fiscal year 2014. The increase in fiscal year 2014 also includes $0.8 million from higher custody fees.

OPERATING EXPENSES

The table below presents the percentage change in each operating expense category.

(in millions) for the fiscal years ended September 30,	2015	2014	2013	2015 vs. 2014	2014 vs. 2013
Sales, distribution and marketing	$2,762.3	$3,088.2	$3,042.1	(11)%	2%
Compensation and benefits	1,453.3	1,467.9	1,384.5	(1)%	6%
Information systems and technology	224.3	216.3	191.1	4%	13%
Occupancy	132.7	137.7	134.2	(4)%	3%
General, administrative and other	348.5	360.1	311.8	(3)%	15%
Total Operating Expenses	$4,921.1	$5,270.2	$5,063.7	(7)%	4%

Sales, Distribution and Marketing

Sales, distribution and marketing expenses primarily consist of payments to financial advisers, broker/dealers and other third parties for providing services to investors in our SIPs, including marketing support services. Sales expenses are determined as percentages of sales and are incurred from the same commissionable sales transactions that generate sales fee revenues. Distribution expenses are determined as percentages of AUM and are incurred from assets that generate either distribution fees or higher levels of investment management fees. Marketing support expenses are based on AUM, sales or a combination thereof. Also included is the amortization of deferred sales commissions related to up-front commissions on shares sold without a front-end sales charge to investors. The deferred sales commissions are amortized over the periods in which commissions are generally recovered from related revenues.

Sales, distribution and marketing expenses by cost driver are presented below.

(in millions) for the fiscal years ended September 30,	2015	2014	2013	2015 vs. 2014	2014 vs. 2013
Asset-based expenses	$2,161.0	$2,307.2	$2,148.9	(6)%	7%
Sales-based expenses	488.5	653.2	755.2	(25)%	(14)%
Amortization of deferred sales commissions	112.8	127.8	138.0	(12)%	(7)%
Sales, Distribution and Marketing	$2,762.3	$3,088.2	$3,042.1	(11)%	2%

Asset-based expenses decreased $146.2 million in fiscal year 2015 due to a $172.8 million decrease in distribution expense partially offset by a $26.6 million increase in marketing support expense. The distribution expense decrease primarily resulted from a 5% decrease in the related average AUM. The increase in marketing support expense was primarily due to a change in fee structure for certain service providers from sales-based fees to asset-based fees.

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Asset-based expenses increased $158.3 million in fiscal year 2014 primarily due to a $148.3 million increase in distribution expense, which primarily resulted from a 6% increase in related average AUM and a higher mix of equity and hybrid products, which have higher expense rates than fixed-income products.

Distribution expenses, which are typically higher for non-U.S. products, are generally not directly correlated with distribution fee revenues due to international fee structures which provide for recovery of certain distribution costs through investment management fees.

Sales-based expenses decreased $164.7 million in fiscal year 2015 primarily due to a 28% decrease in total commissionable sales and the change in fee structure for certain marketing support service providers. These decreases were partially offset by a higher mix of U.S. product commissionable sales and a $12.8 million increase related to a regulatory-driven change in fee structure in India in effect from November 2014 to May 2015 under which we assumed responsibility for commission expenses previously paid by the local fund products in exchange for offsetting additional investment management fees. Sales-based expenses decreased $102.0 million in fiscal year 2014 primarily due to a 10% decrease in total commissionable sales, as well as a lower mix of U.S. product commissionable sales. U.S. products typically generate higher sales commissions than non-U.S. products.

Amortization of deferred sales commissions decreased $15.0 million and $10.2 million in fiscal years 2015 and 2014 primarily due to lower sales of U.S. shares sold without a front-end sales charge to investors.

Compensation and Benefits

Compensation and benefit expenses decreased $14.6 million in fiscal year 2015 due to a $22.9 million decrease in variable compensation, partially offset by an $8.3 million increase in salaries, wages and benefits. The variable compensation decrease was primarily due to decreases of $22.0 million in bonus expense based on our lower performance and $16.8 million from lower market valuations of mutual fund awards, partially offset by increases of $12.3 million in amortization of stock and stock unit awards and $3.5 million related to private equity and other product performance fees. The increase in salaries, wages and benefits was primarily due to a $29.0 million increase from higher staffing levels and annual merit salary adjustments that were effective December 1, 2014, largely offset by $19.0 million of favorable currency impacts.

Compensation and benefit expenses increased $83.4 million in fiscal year 2014 due to increases of $49.9 million in salaries, wages and benefits and $33.5 million in variable compensation. The increase in salaries, wages and benefits was primarily due to higher staffing levels and annual merit salary adjustments that were effective December 1, 2013, while the variable compensation increase was primarily due to higher bonus expense based on our performance.

Variable compensation as a percentage of compensation and benefits was 38% for fiscal year 2015, and 39% for fiscal years 2014 and 2013. At September 30, 2015, our global workforce had increased to approximately 9,500 employees from approximately 9,300 employees at September 30, 2014.

We continue to place a high emphasis on our pay for performance philosophy. As such, any changes in the underlying performance of our SIPs or changes in the composition of our incentive compensation offerings could have an impact on compensation and benefit expenses going forward. However, in order to attract and retain talented individuals, our level of compensation and benefit expenses may increase more quickly or decrease more slowly than our revenue.

Information Systems and Technology

Information systems and technology expenses increased $8.0 million in fiscal year 2015 primarily due to higher software, technical consulting and external data service costs. Information systems and technology expenses increased $25.2 million in fiscal year 2014 primarily due to higher investments in strategic technology projects for operational purposes and higher external data service costs.

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Details of capitalized information systems and technology costs are shown below.

(in millions) for the fiscal years ended September 30,	2015	2014	2013
Net carrying value at beginning of year	$85.5	$93.5	$90.3
Additions, net of disposals	50.8	37.4	43.2
Amortization	(46.5)	(45.4)	(40.0)
Net Carrying Value at End of Year	$89.8	$85.5	$93.5

Occupancy

We conduct our worldwide operations using a combination of leased and owned facilities. Occupancy expenses include rent and other facilities-related costs including depreciation and utilities.

Occupancy expenses decreased $5.0 million in fiscal year 2015 primarily due to lower building maintenance costs and property taxes. Occupancy expenses increased $3.5 million in fiscal year 2014 primarily due to higher rent expense, building maintenance costs and property taxes.

General, Administrative and Other

General, administrative and other operating expenses primarily consist of fund-related service fees payable to external parties, corporate travel and entertainment, advertising and promotion costs, professional fees, and other miscellaneous expenses. Effective January 1, 2014, we assumed responsibility for certain operating expenses of our Canadian funds in exchange for an AUM-based administration fee.

General, administrative and other operating expenses decreased $11.6 million in fiscal year 2015 primarily due to lower professional fees, consolidated SIPs expenses, third-party service fees and non-executive directors' compensation, partially offset by intangible asset impairment and higher contingent consideration and Canadian fund expenses. Professional fees decreased $13.2 million primarily due to fees incurred in the prior year for various corporate activities including the winding down of our banking business. Consolidated SIPs expenses decreased $11.8 million. Third-party service fees decreased $5.1 million primarily due to lower AUM and fund-related service fees. Non-executive directors' compensation decreased $4.4 million primarily due to the impact of a decrease in our stock price on the deferred portion. The decreases were partially offset by $8.2 million of impairment of definite-lived intangible assets, a $7.0 million increase in the fair value of the contingent consideration liability for the K2 Advisors Holdings, LLC ("K2") acquisition primarily due to revised estimates of K2's future revenues and profits, and a $6.6 million increase in Canadian fund expenses.

General, administrative and other operating expenses increased $48.3 million in fiscal year 2014 primarily due to Canadian fund expenses, higher levels of third-party service and professional fees, and consulting fees related to private equity performance fees. The increase due to Canadian fund expenses was $17.4 million. Third-party service fees increased $15.7 million primarily due to a pricing structure change and higher sub-advisory expenses. Professional fees increased $8.4 million due to various corporate activities including the winding down of our private banking business. We incurred $7.6 million of consulting fees related to private equity performance fees in fiscal year 2014.

We are committed to investing in advertising and promotion in response to changing business conditions, and to advance our products where we see continued or potential new growth opportunities. As a result of potential changes in our strategic marketing campaigns, the level of advertising and promotion expenditures may increase more rapidly, or decrease more slowly, than our revenues.

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OTHER INCOME (EXPENSES)

Other income (expenses) were as follows:

(in millions) for the fiscal years ended September 30,	2015	2014	2013
Investment and other income, net	$40.4	$235.8	$152.2
Interest expense	(39.6)	(47.4)	(46.9)
Other Income, Net	$0.8	$188.4	$105.3

Investment and other income, net consists primarily of foreign currency exchange gains (losses), realized gains (losses) on sale of available-for-sale investment securities, interest and dividend income, gains (losses) on investments of consolidated SIPs and trading investment securities, and income (losses) from equity method investees.

Other income, net decreased $187.6 million in fiscal year 2015 primarily due to lower market valuations, which resulted in net losses and lower net gains on our investments. Equity method investees generated losses of $63.2 million as compared to income of $68.1 million in the prior year, net realized gains on sale of available-for-sale securities decreased $32.7 million, trading investment securities incurred net losses of $22.3 million as compared to net gains of $10.4 million in the prior year, and net gains on investments of consolidated SIPs decreased $15.9 million. The market valuation decreases were partially offset by a $24.9 million increase in foreign currency exchange net gains primarily from strengthening of the U.S. dollar against the Euro.

Other income, net increased $83.1 million in fiscal year 2014 primarily due to $32.1 million of foreign currency exchange net gains as the U.S. dollar strengthened against the Euro as compared to net losses of $30.9 million in the prior year, and $7.1 million of net gains from consolidated collateralized loan obligations as compared to net losses of $16.0 million in the prior year.

Significant portions of the net gains (losses) of consolidated SIPs are offset in noncontrolling interests in our consolidated statements of income.

Our investments in SIPs include initial cash investments made in the course of launching mutual fund and other investment product offerings, as well as investments for other business reasons. The market conditions that impact our AUM similarly affect the investment income earned or losses incurred on our SIPs investments.

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The consolidated cash, cash equivalents and investments portfolio by investment objective at September 30, 2015, including assets of consolidated SIPs and variable interest entities (“VIEs”), was as follows:

(in millions)	Total Portfolio	Percent of Total Portfolio	Trading Securities Included in Portfolio	Percent of Total Trading Securities	Assets of Consolidated SIPs and VIEs Included in Total Portfolio	Percent of Total
Cash and Cash Equivalents	$8,368.1	67 %	$—	0 %	$183.2	10 %
Investment Securities						
Equity						
Global/international	656.1	5 %	0.1	0 %	610.4	33 %
United States	2.9	0 %	0.3	0 %	—	0 %
Total equity	659.0	5 %	0.4	0 %	610.4	33 %
Hybrid	153.1	1 %	0.4	0 %	58.9	3 %
Fixed-Income						
Tax-free	1.5	0 %	—	0 %	—	0 %
Taxable						
Global/international	651.4	5 %	84.9	7 %	289.2	16 %
United States	1,882.5	16 %	1,165.5	93 %	691.4	38 %
Total fixed-income	2,535.4	21 %	1,250.4	100 %	980.6	54 %
Total Investment Securities	3,347.5	27 %	1,251.2	100 %	1,649.9	90 %
Other Investments	761.6	6 %	—	0 %	—	0 %
Total Cash and Cash Equivalents and Investments	$12,477.2	100 %	$1,251.2	100 %	$1,833.1	100 %

Investments of consolidated SIPs and VIEs are generally assigned a classification in the table above based on the investment objective of the consolidated entity holding the securities. Other investments include $576.5 million of investments in equity method investees that hold securities that are subject to market valuation risks and primarily have a global/international equity investment objective.

TAXES ON INCOME

As a multi-national corporation, we provide many of our services from locations outside the U.S. Some of these jurisdictions have lower tax rates than the U.S. Additionally, in certain countries our income is subject to reduced tax rates due to tax rulings. The mix of pre-tax income subject to these lower rates, when aggregated with income originating in the U.S., produces a lower overall effective income tax rate than existing U.S. federal and state income tax rates.

Our effective income tax rate for fiscal year 2015 was 30.5% as compared to 29.3% in fiscal year 2014 and 28.3% in fiscal year 2013. The rate increase in fiscal year 2015 was primarily due to a higher mix of earnings in higher tax jurisdictions and higher non-U.S. taxes following an income tax ruling effective October 1, 2014, partially offset by the recognition of tax benefits as a result of the expiration of statutes of limitations in various U.S. and non-U.S. jurisdictions and an increase in net income attributable to noncontrolling interests. The rate increase in fiscal year 2014 was primarily due to higher earnings in higher tax jurisdictions, partially offset by higher net income attributable to noncontrolling interests.

The effective income tax rate for future reporting periods will continue to reflect the relative contributions of non-U.S. earnings that are subject to reduced tax rates and that are not currently included in U.S. taxable income. Changes in tax rates in these jurisdictions may affect our effective income tax rate and net income.

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LIQUIDITY AND CAPITAL RESOURCES

Cash flows were as follows:

(in millions) for the fiscal years ended September 30,	2015	2014	2013
Cash Flow Data			
Operating cash flows	$2,252.0	$2,138.0	$2,035.7
Investing cash flows	248.9	390.6	232.9
Financing cash flows	(1,612.2)	(1,195.3)	(2,018.1)

Net cash provided by operating activities increased in fiscal year 2015, despite a decrease in net income, primarily due to a lower net increase in trading securities of consolidated SIPs, a decrease in receivables, prepaid expenses and other as compared to an increase in the prior year and losses from investments in equity method investees as compared to income in the prior year, partially offset by a decrease in other liabilities as compared to an increase in the prior year which primarily resulted from the consolidation impact of short positions of consolidated SIPs. Net cash provided by investing activities decreased mainly due to proceeds from the sale of, and net decreases in, loans receivable in the prior year, and lower liquidations, net of purchases, of the Company's investments and investments of consolidated VIEs, partially offset by net liquidations of investments by consolidated SIPs as compared to net purchases in the prior year, and an increase in cash and cash equivalents from net consolidation of SIPs as compared to a decrease from net deconsolidation in the prior year. Net cash used in financing activities increased primarily due to higher repurchases of, and dividends paid on, common stock, and lower subscriptions in consolidated SIPs by noncontrolling interests, partially offset by a decrease in deposits in the prior year and proceeds from issuance of debt, net of repayments.

Net cash provided by operating activities increased in fiscal year 2014 primarily due to higher net income, a higher increase in other liabilities primarily resulting from the consolidation impact of short positions of consolidated SIPs, and a lower increase in receivables, prepaid expenses and other. These increases were partially offset by a net increase in trading securities of consolidated SIPs, a lower increase in commissions payable, and a lower increase in income taxes payable. Net cash provided by investing activities increased mainly due to lower net purchases of investments by consolidated VIEs. Net cash used in financing activities decreased primarily due to lower dividends paid on common stock, payments on debt in the prior year, and higher subscriptions in consolidated SIPs by noncontrolling interests, partially offset by a decrease in deposits and higher repurchases of common stock.

The assets and liabilities of our consolidated SIPs and consolidated VIEs attributable to third-party investors do not impact our liquidity and capital resources. We have no right to these consolidated entities' assets, other than our direct equity investment in them, and/or investment management fees earned from them. The debt holders of these consolidated entities have no recourse to our assets beyond the level of our direct investment, therefore we bear no other risks associated with the entities' liabilities. Accordingly, the assets and liabilities of our consolidated SIPs and consolidated VIEs, other than our direct investments in them, are excluded from the amounts and discussion below.

Our liquid assets and debt consisted of the following:

(in millions) as of September 30,	2015	2014	2013
Assets			
Cash and cash equivalents	$8,184.9	$7,476.8	$6,186.0
Receivables	816.5	910.8	982.1
Investments	2,105.8	2,239.2	2,280.8
Total Liquid Assets	$11,107.2	$10,626.8	$9,448.9
Liabilities			
Debt	$1,348.0	$1,198.2	$1,197.7

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Liquidity

Liquid assets consist of cash and cash equivalents, receivables and certain investments. Cash and cash equivalents primarily consist of cash on hand, deposits with financial institutions, money market funds, securities of U.S. government-sponsored enterprises and the U.S. Treasury, and time deposits. Liquid investments consist of trading and available-for-sale securities, investments in equity method investees consisting of mutual fund SIPs, direct investments in redeemable consolidated SIPs, and time deposits with maturities greater than three months.

Cash and cash equivalents at September 30, 2015 increased primarily due to net cash provided by operating and investing activities, partially offset by net cash used in financing activities. The percentages of cash and cash equivalents held by our U.S. and non-U.S. operations were 33% and 67% at September 30, 2015, and 36% and 64% at September 30, 2014.

We utilize a significant portion of our liquid assets to satisfy operational and regulatory requirements and fund capital contributions relating to our SIPs. Certain of our subsidiaries are required by our internal policy or regulation to maintain minimum levels of capital which are partially maintained by retaining cash and cash equivalents. As a result, such subsidiaries may be restricted in their ability to transfer cash to their parent companies. Also, as a multi-national corporation, we operate in various locations outside of the U.S. Certain of our non-U.S. subsidiaries are subject to regulatory or contractual repatriation restrictions or requirements. Such restrictions and requirements limit our ability to transfer cash between various international jurisdictions, including repatriation to the U.S. Should we require more capital in the U.S. than is generated domestically, we could elect to reduce the level of discretionary activities, such as share repurchases, or we could elect to repatriate future earnings from non-U.S. jurisdictions or raise capital through debt or equity issuance. Certain of these alternatives could result in higher effective tax rates, increased interest expense or other dilution to our earnings. At September 30, 2015, our U.S. and non-U.S. subsidiaries held $1,152.0 million and $1,732.7 million of liquid assets to satisfy operational and regulatory requirements and fund capital contributions to our SIPs, as compared to $1,716.8 million and $2,047.7 million held at September 30, 2014. Included in these amounts were U.S. and non-U.S. liquid assets that were restricted from transfer to Franklin and other subsidiaries of $105.8 million and $404.0 million at September 30, 2015 and $86.8 million and $354.5 million at September 30, 2014.

Capital Resources

We believe that we can meet our present and reasonably foreseeable operating cash needs and future commitments through existing liquid assets, continuing cash flows from operations, the ability to issue debt or equity securities and borrowing capacity under our uncommitted private placement program.

In March 2015, we issued senior unsecured and unsubordinated notes with a total face value of $400.0 million at a fixed interest rate of 2.850% per annum which mature in March 2025. Net proceeds from the issuance of the notes were used to repay our $250.0 million 3.125% notes upon maturity in May 2015 and for general corporate purposes. In prior fiscal years, we issued senior unsecured and unsubordinated notes for general corporate purposes, to redeem outstanding notes and to finance an acquisition.

At September 30, 2015, $1,348.0 million of the notes were outstanding with an aggregate face value of $1,350.0 million. In addition to the $400.0 million issued in March 2015, the notes consist of $300.0 million issued at a fixed interest rate of 1.375% per annum which mature in 2017, $350.0 million issued at a fixed interest rate of 4.625% per annum which mature in 2020 and $300.0 million issued at a fixed interest rate of 2.800% per annum which mature in 2022.

Interest on the notes is payable semi-annually. The notes contain an optional redemption feature that allows us to redeem each series of notes prior to maturity in whole or in part at any time, at a make-whole redemption price. The indentures governing the notes contain limitations on our ability and the ability of our subsidiaries to pledge voting stock or profit participating equity interests in our subsidiaries to secure other debt without similarly securing the notes equally and ratably. The indentures also include requirements that must be met if we consolidate or merge with, or sell all of our assets to, another entity. As of September 30, 2015, we were in compliance with the covenants of the notes.

At September 30, 2015, we had $500.0 million of short-term commercial paper available for issuance under an uncommitted private placement program which has been inactive since 2012.

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Our ability to access the capital markets in a timely manner depends on a number of factors, including our credit rating, the condition of the global economy, investors' willingness to purchase our securities, interest rates, credit spreads and the valuation levels of equity markets. If we are unable to access capital markets in a timely manner, our business could be adversely impacted.

Uses of Capital

We expect that our main uses of cash will be to invest in and grow our business, acquire shares of our common stock, invest in our SIPs, fund property and equipment purchases, pay operating expenses of the business, enhance technology infrastructure and business processes, pay stockholder dividends and repay and service debt.

We declare and pay dividends on a quarterly basis. We declared regular cash dividends of $0.60 per share ($0.15 per share for each quarter) and a special cash dividend of $0.50 per share in fiscal year 2015, and regular cash dividends of $0.48 per share ($0.12 per share for each quarter) in fiscal year 2014. We currently expect to continue paying comparable regular cash dividends on a quarterly basis to holders of our common stock depending upon earnings and other relevant factors.

We maintain a stock repurchase program to manage our equity capital with the objective of maximizing shareholder value. Our stock repurchase program is effected through regular open-market purchases and private transactions in accordance with applicable laws and regulations. Effective March 19, 2015, we adopted a stock trading plan under Rule 10b5-1 of the Securities and Exchange Act of 1934 to facilitate the ongoing repurchase of our common stock under the stock repurchase program. Under the plan, a broker has the authority to repurchase shares of our common stock in accordance with specific prearranged terms relating to timing, price and volume (among others), during specified periods.

During fiscal years 2015 and 2014, we repurchased 22.5 million and 11.5 million shares of our common stock at a cost of $1,059.8 million and $622.2 million. At September 30, 2015, 7.2 million shares remained available for repurchase under the program, which is not subject to an expiration date. In both October 2015 and December 2013, our Board of Directors authorized the repurchase of up to 30.0 million additional shares of our common stock under the stock repurchase program.

During fiscal years 2015 and 2014, we redeemed $70.0 million and $3.2 million, net of investments, from our SIPs. The funds that we manage have their own resources available for purposes of providing liquidity to meet shareholder redemptions, including securities that can be sold or provided to investors as in-kind redemptions, and lines of credit. While we have no contractual obligation to do so, we may voluntarily elect to provide the funds with direct or indirect financial support based on our business objectives.

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CONTRACTUAL OBLIGATIONS, COMMITMENTS AND CONTINGENT LIABILITIES

The following table summarizes our contractual obligations, commitments and contingent liabilities.

(in millions)	Payments Due by Fiscal Year						
as of September 30, 2015	2016	2017	2018	2019	2020	There-after	Total
Debt							
Principal[1]	$—	$299.4	$—	$—	$349.8	$ 698.8	$1,348.0
Interest	40.1	40.1	36.0	36.0	36.0	68.1	256.3
Operating leases	46.2	40.4	37.3	32.4	26.2	194.1	376.6
Purchase obligations[2]	79.4	37.9	6.6	1.7	1.7	3.0	130.3
Total Contractual Obligations	165.7	417.8	79.9	70.1	413.7	964.0	2,111.2
Committed capital contributions[3]	28.9	—	—	—	—	—	28.9
Contingent consideration liabilities[4]	4.6	42.8	43.5	49.5	—	—	140.4
Total Contractual Obligations, Commitments and Contingent Liabilities	$199.2	$460.6	$123.4	$119.6	$413.7	$ 964.0	$2,280.5

1 Debt principal represents carrying amount.

2 Purchase obligations include contractual amounts that will be due to purchase goods and services to be used in our operations and may be canceled at earlier times than those indicated under certain conditions that may include termination fees.

3 Committed capital contributions relate to discretionary commitments to invest in SIPs and other investment products. Generally, the timing of the funding of these commitments is unknown as they are callable on demand at any time prior to the expiration of the commitment periods.

4 Contingent consideration liabilities primarily relate to the Company's commitment to acquire the remaining interests in K2.

The debt holders of consolidated SIPs and consolidated VIEs have no recourse to our assets beyond the level of our direct investments, therefore we bear no risks associated with these entities' liabilities and have not included them in the table above. See Note 9 – Variable Interest Entities and Consolidated Sponsored Investment Products in the notes to consolidated financial statements in Item 8 of Part II of this Form 10-K.

At September 30, 2015, our consolidated balance sheet included liabilities for unrecognized tax benefits of $105.2 million and related accrued interest of $11.2 million (see Note 10 – Taxes on Income in the notes to consolidated financial statements in Item 8 of Part II of this Form 10-K). Because of the high degree of uncertainty regarding the timing and amounts of future cash outflows, unrecognized tax benefits and related accrued interest have not been included in the table above.

CRITICAL ACCOUNTING POLICIES

Our consolidated financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America, which require the use of estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods presented. These estimates, judgments and assumptions are affected by our application of accounting policies. Actual results may differ from those estimates under different assumptions. Described below are the accounting policies that we believe are most critical to understanding our results of operations and financial position. For additional information about our accounting policies, see Note 1 – Significant Accounting Policies in the notes to consolidated financial statements in Item 8 of Part II of this Form 10-K.

Consolidation

We consolidate our subsidiaries and SIPs in which we have a controlling financial interest. We have a controlling financial interest when we own a majority of the voting interest in an entity or are the primary beneficiary of a VIE. We also consolidate non-VIE limited partnerships and similar structures that we control.

A VIE is an entity in which the equity investment holders have not contributed sufficient capital to finance its activities or the equity investment holders do not have defined rights and obligations normally associated with an equity investment.

The assessment of whether an entity is a VIE or voting interest entity (“VOE”) involves judgment and analysis on a structure by structure basis. When performing the assessment we consider factors such as the entity’s legal organization and capital structure, the rights of the equity investment holders and our contractual involvement with and ownership interest in the entity. Our VIEs are all investment entities and our variable interests consist of our equity ownership in and/or investment management fees earned from these entities.

A limited partnership or similar structure entity for which we are the general partner or managing member, our aggregate investment is not substantive and the limited partners or other investors do not have the substantive ability to remove us as the general partner or managing member or otherwise participate in the decision making of the entity is a VIE. Otherwise the entity is a VOE and we are presumed to control the entity unless the limited partners or other investors have the substantive ability to remove us as the general partner or managing member or otherwise participate in the decision-making of the entity.

We use two models for determining whether we are the primary beneficiary of VIEs. For all VIEs with the exception of CLOs, we are the primary beneficiary if we have the majority of the risks or rewards of ownership, which we determine using expected cash flows scenarios. For CLOs, we are the primary beneficiary if we have the power to direct the activities that most significantly impact the VIE’s economic performance and the obligation to absorb losses of or right to receive benefits from the VIE that could potentially be significant to the VIE.

Under both models, the key estimates and assumptions used in the analyses include the amount of AUM, investment management fee rates, the life of the investment product, prepayment rates, and the discount rate. These estimates and assumptions are subject to variability. For example, AUM is impacted by market volatility and the level of sales, redemptions, contributions, withdrawals and dividend reinvestments of mutual fund shares that occur daily. In addition, third-party purchases and redemptions, which are outside of our control, can impact our evaluation. Collateralized assets of CLOs are impacted by market volatility and prepayment rates. There is judgment involved in assessing whether we have the power to direct the activities that most significantly impact VIEs’ economic performance and the obligation to absorb losses of or right to receive benefits from VIEs that could potentially be significant to the VIEs. As of September 30, 2015, we were the primary beneficiary of three CLOs and one other SIP VIE.

Fair Value Measurements

We use a three-level fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value based on whether the inputs to those valuation techniques are observable or unobservable. The three levels of fair value hierarchy are set forth below. Our assessment of the hierarchy level of the assets or liabilities measured at fair value is determined based on the lowest level input that is significant to the fair value measurement in its entirety. Transfers between levels are recognized at the end of each quarter.

Level 1	Unadjusted quoted prices in active markets for identical assets or liabilities.
Level 2	Observable inputs other than Level 1 quoted prices, such as non-binding quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or inputs other than quoted prices that are observable or corroborated by observable market data. Level 2 quoted prices are generally obtained from two independent third-party brokers or dealers, including prices derived from model-based valuation techniques for which the significant assumptions are observable in the market or corroborated by observable market data. Quoted prices are validated through price variance analysis, subsequent sales testing, stale price review, price comparison across pricing vendors and due diligence reviews of third-party vendors.
Level 3	Unobservable inputs that are supported by little or no market activity. These inputs require significant management judgment and reflect our estimation of assumptions that market participants would use in pricing the asset or liability.

The fair values for Level 3 assets and liabilities are determined using various methodologies in accordance with our global valuation and pricing policy which defines valuation and pricing conventions for each security type. When available, we measure fair value based on the reported net asset value (“NAV”) of underlying investments or independent third-party broker or dealer price quotes. These inputs are evaluated for reasonableness through various procedures which include due diligence reviews of the third parties, price comparisons across pricing vendors, stale price reviews and subsequent sales testing. If these inputs are not available, we primarily employ a market-based method, using purchase multiples observed for comparable third-party transactions, valuations of comparable entities, projected operating results of the investee entity or subsequent financing transactions entered into by the investee entity. If the inputs for a market-based method are not available, we utilize an income-based method, which considers the net present value of anticipated future cash flows of the investment. A discount may be applied due to the nature or duration of any restrictions on the disposition of the investment. We review and approve the market-based and income-based methods on a periodic basis for changes that would impact the unobservable inputs incorporated into the valuation process. The fair value measurements from these methods are further validated through price variance analysis, subsequent sales testing and market comparable sales.

We record a substantial amount of our investments at fair value or amounts that approximate fair value on a recurring basis. Fair values are estimated for disclosure purposes for financial instruments that are not measured at fair value. As of September 30, 2015, Level 3 assets represented 23% of total assets measured at fair value, substantially all of which related to investments of consolidated SIPs in equity and debt securities of entities and funds that are not traded in active markets. Level 3 liabilities consisted of contingent consideration liabilities and represented 94% of total liabilities measured at fair value. There were no transfers into or out of Level 3 during fiscal year 2015.

Following are descriptions of the significant assets and liabilities measured at fair value, including the fair value methodologies used and hierarchy levels.

Investment Securities, Trading consist primarily of nonconsolidated SIPs and to a lesser extent, debt securities. The fair value of the SIPs is determined based on their published NAV and they are classified as Level 1. The fair value of the debt securities is primarily determined using independent third-party broker or dealer price quotes, and they are classified Level 2.

Investment Securities, Available-for-Sale consist of nonconsolidated SIPs, mortgage-backed securities and other equity and debt securities. The fair value of the SIPs is determined based on their published NAV and they are classified as Level 1. The fair value of the debt securities is primarily determined using independent third-party broker or dealer price quotes and they are classified as Level 2. The other equity securities primarily consist of non-sponsored investment products, for which the fair value is determined based on their published NAV and they are classified as Level 1.

Investment securities, available-for-sale are evaluated for other-than-temporary impairment on a quarterly basis when the cost of an investment exceeds its fair value. We consider many factors, including the severity and duration of the decline in fair value below cost, our intent and ability to hold the security for a period of time sufficient for an anticipated recovery in fair value, and the financial condition and specific events related to the issuer.

Investments of Consolidated SIPs consist of trading securities and other investments that are not generally traded in active markets. The fair value of the trading securities is determined using quoted market prices, or independent third-party broker or dealer price quotes if quoted market prices are not available. These securities are classified as Level 1 or Level 2. The quoted market prices may be adjusted if events occur, such as significant price changes in U.S.-traded market proxies after the close of corresponding foreign markets, trade halts or suspensions, or unscheduled market closures. The market proxies consist of correlated country-specific exchange-traded securities such as futures, American Depositary Receipts indices or exchange-traded funds. The price adjustments are primarily determined based on third-party factors derived from model-based valuation techniques for which the significant assumptions are observable in the market.

The investments that are not generally traded in active markets consist of debt and equity securities of entities in emerging markets and fund products. The fair values of the debt and equity securities are determined using significant unobservable inputs in either a market-based or income-based approach and they are classified as Level 3. The fair value of the fund products is determined using NAV as a practical expedient. These investments are classified as Level 2 if they are redeemable without restriction on at least a quarterly basis, or Level 3 if they have a redemption frequency greater than quarterly, are subject to redemption restrictions, or are nonredeemable.

Investments of Consolidated VIEs consist of corporate debt securities. The fair value is primarily obtained from independent third-party broker or dealer price quotes and are they classified as Level 2.

Goodwill and Other Intangible Assets

Goodwill represents the excess cost of a business acquisition over the fair value of the net assets acquired. Other intangible assets consist of investment management contracts and customer base assets resulting from business acquisitions. We amortize these intangible assets over their estimated useful lives, which range from six to 15 years, using the straight-line method, unless the asset is determined to have an indefinite useful life. Indefinite-lived intangible assets represent contracts to manage investment assets for which there is no foreseeable limit on the contract period.

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We make significant estimates and assumptions when valuing goodwill and other intangible assets in connection with the initial purchase price allocation of an acquired entity, as well as when evaluating impairment of goodwill and other intangible assets on an ongoing basis.

Goodwill and indefinite-lived intangible assets are tested for impairment annually and when an event occurs or circumstances change that more likely than not reduce the fair value of the related reporting unit or indefinite-lived intangible asset below its carrying value. We have one reporting unit, investment management and related services, consistent with our single operating segment, to which all goodwill has been assigned.

We may first assess goodwill and indefinite-lived intangible assets for qualitative factors to determine whether it is necessary to perform a quantitative impairment test. The qualitative analysis considers entity-specific and macroeconomic factors and their potential impact on the key assumptions used in the determination of the fair value of the reporting unit or indefinite-lived intangible asset. A quantitative impairment test is performed if the results of the qualitative assessment indicate that it is more likely than not that the fair value of the related reporting unit is less than its carrying value or an indefinite-lived intangible asset is impaired, or if a qualitative assessment is not performed.

The quantitative goodwill impairment test involves a two-step process. The first step compares the fair value of the reporting unit to its carrying value. If the carrying value is less than the fair value, no impairment exists and the second step is not performed. If the carrying value is higher than the fair value, there is an indication that impairment may exist and the second step is performed to compute the amount of the impairment. In the second step, impairment is computed by comparing the implied fair value of reporting unit goodwill with the carrying value of the goodwill.

The quantitative indefinite-lived intangible assets impairment test compares the fair value of the asset to its carrying value. If the carrying value is higher than the fair value, impairment is recognized in the amount of the difference in values.

In estimating the fair value of the reporting unit and indefinite-lived intangible assets, we use valuation techniques based on an income approach under which future cash flows are discounted. Our future cash flow estimates include assumptions about revenue and AUM growth rates, the pre-tax profit margin, the average effective fee rate, the effective tax rate, and the discount rate, which is based on our weighted average cost of capital. The most relevant of these assumptions to the determination of estimated fair value are the AUM growth rate and the discount rate.

We performed our annual impairment tests for goodwill and indefinite-lived intangible assets as of August 1, 2015. We did not recognize any impairment on goodwill because our estimate of the fair value of our reporting unit exceeded its carrying value by more than 100%. We estimated the discounted future cash flows using a 5.0% compounded annual AUM growth rate and a discount rate of 11.5%. The AUM growth rate assumption was developed taking into account ongoing volatility in the capital markets and is lower than historical compounded growth rates. A hypothetical 500 basis point decline in the AUM growth rate or a 500 basis point increase in the discount rate would not cause goodwill to fail step one of the impairment test.

We elected to perform a qualitative assessment of the valuation of substantially all of our indefinite-lived intangible assets and concluded it is more likely than not that the fair values of the assets exceeded their carrying values.

We subsequently monitor market conditions and their potential impact on the assumptions used in the annual calculations of fair value to determine whether circumstances have changed that would more likely than not reduce the fair value of our reporting unit below its carrying value, or indicate that our indefinite-lived intangible assets might be impaired. We considered, among other things, changes in our AUM and weighted-average cost of capital by assessing whether these changes would impact the reasonableness of the assumptions used in our impairment tests as of August 1, 2015. We also monitored fluctuations of our common stock per share price to evaluate our market capitalization relative to the reporting unit as a whole. Subsequent to August 1, 2015, volatility in the capital markets resulted in a decrease in our AUM as of September 30, 2015. However, there was no resulting impairment as we determined that the change in circumstances did not more likely than not reduce the fair value of the reporting unit or the indefinite-lived intangible assets below their carrying values.

We test definite-lived intangible assets for impairment quarterly. Impairment is indicated when the carrying value of the asset is not recoverable and exceeds its fair value. In evaluating the recoverability of definite-lived intangible assets, we estimate the undiscounted future cash flows to be derived from these assets. Our future undiscounted cash flow projections include assumptions about revenue and AUM growth rates, effective fee rates, investor redemptions, the pre-tax profit margin, and expected useful lives. The most relevant of these assumptions to determine future cash flows is the AUM growth rate. The assumptions used in our impairment tests are developed taking into consideration ongoing market conditions. If the carrying value of an asset is not recoverable through the related undiscounted cash flows, the impairment loss is measured based on the amount by which the carrying value of the asset exceeds its fair value. The fair value of the asset is determined by discounted cash flows or other methods as appropriate for the asset type.

As of September 30, 2015, the undiscounted future cash flow projections for the majority of our definite-lived intangible assets exceeded their carrying values by at least 60%. We estimated the future undiscounted cash flows for these assets using AUM growth rates ranging from (25)% to 5%, which incorporate the impact of current market conditions. As of September 30, 2015, a decline in these assets' related AUM of 45% could cause us to evaluate whether their fair value is below the carrying value. We recognized impairment of $8.2 million of definite-lived intangible assets during fiscal year 2015 due to decreased AUM growth rate assumptions.

Revenues

Investment management, distribution and shareholder servicing fees are recognized as earned over the period in which services are rendered, except for performance-based investment management fees, which are recognized when earned. Sales commissions related to the sale of shares of SIPs are recognized on trade date. Investment management fees, other than performance-based fees, and distribution fees are determined based on a percentage of AUM, primarily on a monthly basis using average daily AUM. Performance-based investment management fees are based on performance targets established in the related investment management contracts. Shareholder servicing fees are generally calculated based on the number and type of accounts serviced.

AUM is generally based on the fair value of the underlying securities held by SIPs and is calculated using fair value methods derived primarily from unadjusted quoted market prices, unadjusted independent third-party broker or dealer price quotes in active markets, or market prices or price quotes adjusted for observable price movements after the close of the primary market. The fair values of the underlying securities for which market prices are not readily available are internally valued using various methodologies which incorporate unobservable inputs as appropriate for each security type.

Pricing of the securities held by SIPs is governed by our global valuation and pricing policy, which defines valuation and pricing conventions for each security type, including practices for responding to unexpected or unusual market events. As of September 30, 2015, our total AUM by fair value hierarchy level was 51% Level 1, 48% Level 2 and 1% Level 3.

As substantially all of our AUM is valued based on observable market prices or inputs, market risk is the most significant risk underlying the valuation of our AUM. While recent economic conditions have resulted in ongoing market price volatility, the fair value of substantially all of the securities held by SIPs continues to be derived from observable market inputs.

Income Taxes

Deferred tax assets and liabilities are recorded for temporary differences between the tax basis of assets and liabilities and the reported amounts in the consolidated financial statements using the statutory tax rates in effect for the year when the reported amount of the asset or liability is expected to be recovered or settled, respectively. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income tax expense in the period that includes the enactment date. A valuation allowance is recorded to reduce the carrying values of deferred tax assets to the amount that is more likely than not to be realized. For each tax position taken or expected to be taken in a tax return, we determine whether it is more likely than not that the position will be sustained upon examination based on the technical merits of the position, including resolution of any related appeals or litigation. A tax position that meets the more likely than not recognition threshold is measured to determine the amount of benefit to recognize. The tax position is measured at the largest amount of benefit that is greater than 50% likely of being realized upon settlement. We recognize the accrual of interest on uncertain tax positions in interest expense and penalties in other operating expenses.

As a multinational corporation, we operate in various locations outside the U.S. and generate earnings from our non-U.S. subsidiaries. We indefinitely reinvest the undistributed earnings of our non-U.S. subsidiaries, except for income previously taxed in the U.S., subject to regulatory or legal repatriation restrictions or requirements, and the excess net earnings reduced by cash needs for operational and regulatory capital requirements, capital management plans and capital expenditure plans of our Canadian and U.K. subsidiaries. As a result, we have not recognized a provision for U.S. income taxes and a deferred income tax liability on $7.9 billion of cumulative undistributed non-U.S. earnings that are indefinitely reinvested at September 30, 2015. Changes to our policy of reinvestment or repatriation of non-U.S. earnings may have a significant effect on our financial condition and results of operations.

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Loss Contingencies

We are involved in various lawsuits and claims encountered in the normal course of business. When such a matter arises and periodically thereafter, we consult with our legal counsel and evaluate the merits of the claims based on the facts available at that time. In management's opinion, an adequate accrual has been made as of September 30, 2015 to provide for probable losses that may arise from these matters for which we could reasonably estimate an amount. See also Note 11 – Commitments and Contingencies in the notes to consolidated financial statements in Item 8 of Part II of this Form 10-K.

NEW ACCOUNTING GUIDANCE

See Note 2 – New Accounting Guidance in the notes to consolidated financial statements in Item 8 of Part II of this Form 10-K.

Selected Quarterly Financial Data (Unaudited)

(in millions, except per share data)

Quarter ended	December 31	March 31	June 30	September 30
Fiscal year 2015				
Operating revenues	$2,064.3	$2,009.8	$2,000.8	$1,873.8
Operating income	782.0	757.7	769.8	718.1
Net income attributable to Franklin Resources, Inc.	566.4	606.5	504.2	358.2
Earnings per share				
Basic	$0.91	$0.98	$0.82	$0.59
Diluted	0.91	0.98	0.82	0.59
Dividends per share	$0.65 [1]	$0.15	$0.15	$0.15
Common stock price per share				
High	$59.43	$55.91	$52.76	$49.96
Low	49.12	50.49	48.69	36.15
AUM (in billions)				
Ending	$880.1	$880.6	$866.5	$770.9
Average	894.1	881.6	882.6	824.5
Fiscal year 2014				
Operating revenues	$2,109.5	$2,095.9	$2,130.5	$2,155.5
Operating income	813.1	786.0	786.8	835.3
Net income attributable to Franklin Resources, Inc.	603.8	561.0	578.9	640.6
Earnings per share				
Basic	$0.96	$0.89	$0.92	$1.03
Diluted	0.96	0.89	0.92	1.02
Dividends per share	$0.12	$0.12	$0.12	$0.12
Common stock price per share				
High	$57.85	$58.87	$58.42	$58.28
Low	49.49	49.92	51.00	52.65
AUM (in billions)				
Ending	$879.1	$886.9	$920.5	$898.0
Average	865.9	876.4	902.8	912.1

[1] Includes a special cash dividend of $0.50 per share.

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Risk Factors
For a description of certain risk factors and other important factors that may affect us, our subsidiaries and our business, please see the description of the risk factors set forth under Item 1A of Part I of this Form 10-K, which is incorporated herein by reference.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.
In the normal course of business, our financial position is subject to market risk, including, but not limited to, potential loss due to changes in the value of financial instruments including those resulting from adverse changes in interest rates, foreign currency exchange rates and market valuation. Financial instruments include, but are not limited to, investment securities and debt obligations. Management is responsible for managing market risk. Our Enterprise Risk Management Committee is responsible for providing a framework to assist management to identify, assess and manage market and other risks.

Our market risk from assets and liabilities of consolidated SIPs and consolidated VIEs is limited to that of our direct investments in, and/or investment management fees earned from, these entities. Accordingly, the assets and liabilities of our consolidated SIPs and consolidated VIEs are excluded from the discussion below.

AUM Market Price Risk
We are exposed to market risk through our investment management and distribution fees, which are generally calculated as a percentage of the market value of AUM. Changes in equity market prices, interest rates, credit spreads, foreign exchange rates, or a combination of these factors could cause the value of AUM to decline, which would result in lower investment management and distribution fees. Our exposure to these risks is minimized as we sponsor a broad range of investment products in various global jurisdictions, which serves to mitigate the impact of changes in any particular market or region.

Assuming the respective effective fee rates remain unchanged, a proportional 10% change in the value of our average AUM would result in corresponding 10% changes in our investment management fees and asset-based distribution fee revenues and expenses, excluding performance-based investment management fees. Such a change for the fiscal year ended September 30, 2015 would have resulted in an annualized increase or decrease in pre-tax earnings of $484.6 million.

Interest Rate Risk
We are exposed to changes in interest rates primarily through our investments in SIPs that invest in debt securities, which were $1,531.8 million at September 30, 2015. Our exposure to interest rate risks from investments in SIPs is minimized by the low average duration exposure mandate of a substantial majority of the SIPs. The investment mandates of the remaining SIPs consist of a broad range of products in various global jurisdictions, mitigating the impact of changes in any particular market or region. We had no exposure to changes in interest rates from debt obligations at September 30, 2015 as all of our outstanding debt was issued at fixed rates.

As of September 30, 2015, we have considered the potential impact of a 100 basis point movement in market interest rates on our portfolio of SIPs that invest in debt securities. Based on our analysis, we do not expect that such a change would have a material impact on our operating revenues or results of operations in the next twelve months.

Foreign Currency Exchange Risk
We are subject to foreign currency exchange risk through our international operations. While the majority of our revenues are earned in the U.S., we also provide services and earn revenues in Europe, the Middle East and Africa, Canada, Asia-Pacific, The Bahamas and Latin America. Our exposure to foreign currency exchange risk is minimized in relation to our results of operations since a significant portion of these revenues is denominated in U.S. dollars. This situation may change in the future as our business continues to grow outside the U.S. and expenses incurred denominated in foreign currencies increase.

The exposure to foreign currency exchange risk in our consolidated balance sheet mostly relates to cash and cash equivalents and investments that are denominated in foreign currencies, primarily in the Euro, Indian Rupee, Pound Sterling and Canadian dollar. These assets accounted for 8% of the total cash and cash equivalents and investments at September 30, 2015. Changes in the values of these assets resulting from changes in U.S. dollar exchange rates are recorded in accumulated other comprehensive income (loss), except for cash and cash equivalents held by subsidiaries for which the U.S. dollar is the functional currency, for which the changes are recorded in earnings. We also have exposure to foreign exchange revaluation

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of cash and cash equivalents and investments that are denominated in U.S. dollars and held by non-U.S. subsidiaries for which their local currency is the functional currency. These assets accounted for 5% of the total cash and cash equivalents and investments at September 30, 2015. Changes in the values of these assets resulting from changes in U.S. dollar exchange rates are recorded in earnings.

A 10% weakening of the U.S. dollar against the various foreign currencies to which we had exposure as described above would result in corresponding 10% increases in the U.S. dollar values of the foreign currency assets and 10% decreases in the foreign currency values of the U.S. dollar assets. Such a weakening as of September 30, 2015 would result in a $73.4 million increase in accumulated other comprehensive income (loss) and a $47.4 million decrease in pre-tax earnings. We generally do not use derivative financial instruments to manage foreign currency exchange risk exposure. As a result, both positive and negative currency fluctuations against the U.S. dollar may affect our results of operations and accumulated other comprehensive income (loss).

Market Valuation Risk

We are exposed to market valuation risks related to securities we hold that are carried at fair value. To mitigate the risks we maintain a diversified investment portfolio and, from time to time, we may enter into derivative agreements. The following is a summary of the effect of a 10% increase or decrease in the carrying values of our financial instruments subject to market valuation risks at September 30, 2015. If such a 10% increase or decrease in carrying values were to occur, the changes from trading investment securities and direct investments in consolidated SIPs and consolidated VIEs would result in a $156.7 million increase or decrease in our pre-tax earnings. The changes from available-for-sale investment securities would not result in a change to other-than-temporary impairment charges that would be material to our pre-tax earnings.

(in millions)	Carrying Value	Carrying Value Assuming a 10% Increase	Carrying Value Assuming a 10% Decrease
Investment securities, trading	$1,251.2	$1,376.3	$1,126.1
Investment securities, available-for-sale	446.4	491.0	401.8
Direct investments in consolidated SIPs and consolidated VIEs	316.3	347.9	284.7
Total	$2,013.9	$2,215.2	$1,812.6

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Item 8. Financial Statements and Supplementary Data.

Index of Consolidated Financial Statements for the fiscal years ended September 30, 2015, 2014 and 2013.

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All schedules have been omitted as the information is provided in the financial statements or in related notes thereto or is not required to be filed, as the information is not applicable.

Certain required quarterly information is included in Item 7 of Part II of this Form 10-K report under the heading "Selected Quarterly Financial Data (Unaudited)" and incorporated herein by reference.

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MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Franklin Resources, Inc. and its consolidated subsidiaries (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. The Company's internal control over financial reporting is a process designed under the supervision of the Company's principal executive and principal financial officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

The Company's internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) 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.

Management assessed the effectiveness of the Company's internal control over financial reporting as of September 30, 2015, based on the framework set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control – Integrated Framework (2013). Based on that assessment, management concluded that, as of September 30, 2015, the Company's internal control over financial reporting was effective.

The effectiveness of the Company's internal control over financial reporting as of September 30, 2015 has been audited by PricewaterhouseCoopers LLP, the independent registered public accounting firm that audits the Company's consolidated financial statements, as stated in their report immediately following this report, which expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of September 30, 2015.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
and Stockholders of Franklin Resources, Inc.

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, of comprehensive income, of stockholders' equity and of cash flows present fairly, in all material respects, the financial position of Franklin Resources, Inc. and its subsidiaries (the "Company") at September 30, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended September 30, 2015 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2015, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated 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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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.

/s/ PricewaterhouseCoopers LLP
San Francisco, California
November 12, 2015

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FRANKLIN RESOURCES, INC.
CONSOLIDATED STATEMENTS OF INCOME
(in millions, except per share data)

for the fiscal years ended September 30,	2015	2014	2013
Operating Revenues			
Investment management fees	$5,327.8	$5,565.7	$5,071.4
Sales and distribution fees	2,252.4	2,546.4	2,516.0
Shareholder servicing fees	262.8	281.1	303.7
Other	105.7	98.2	93.9
Total operating revenues	7,948.7	8,491.4	7,985.0
Operating Expenses			
Sales, distribution and marketing	2,762.3	3,088.2	3,042.1
Compensation and benefits	1,453.3	1,467.9	1,384.5
Information systems and technology	224.3	216.3	191.1
Occupancy	132.7	137.7	134.2
General, administrative and other	348.5	360.1	311.8
Total operating expenses	4,921.1	5,270.2	5,063.7
Operating Income	3,027.6	3,221.2	2,921.3
Other Income (Expenses)			
Investment and other income, net	40.4		