

STRYKER CORP  
Form 10-K  
February 11, 2016

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

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FORM 10-K

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

For the fiscal year ended December 31, 2015

OR

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

Commission file number: 000-09165

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STRYKER CORPORATION  
(Exact name of registrant as specified in its charter)

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|   |  |
|---|--|
| Michigan<br>(State of incorporation)  | 38-1239739<br>(I.R.S. Employer Identification No.) |
| 2825 Airview Boulevard, Kalamazoo, Michigan<br>(Address of principal executive offices) | 49002<br>(Zip Code)                                |
| Registrant's telephone number, including area code: (269) 385-2600                      |  |

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

|                               |   |
|-------------------------------|---|
| Title of each class           | Name of each exchange on which registered |
| Common Stock, \$.10 par value | 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. YES  NO

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

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

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

Large accelerated filer  Accelerated filer

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Non-accelerated filer

Smaller reporting company

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

Based on the closing sales price of June 30, 2015 the aggregate market value of the voting stock held by non-affiliates of the registrant was approximately \$33,330,554,534. The number of shares outstanding of the registrant's common stock, \$.10 par value, was 372,982,213 on January 31, 2016.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the proxy statement to be filed with the U.S. Securities and Exchange Commission relating to the 2016 Annual Meeting of Shareholders (the 2016 proxy statement) are incorporated by reference into Part III.

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## PART I

## ITEM 1. BUSINESS.

## General

Stryker Corporation is a global leader in medical technology with 2015 revenues of \$9,946 and net earnings of \$1,439. Stryker's products include implants used in joint replacement and trauma surgeries; surgical equipment and surgical navigation systems; endoscopic and communications systems; patient handling and emergency medical equipment; neurosurgical, neurovascular and spinal devices; as well as other medical device products used in a variety of medical specialties.

Stryker was incorporated in Michigan in 1946 as the successor company to a business founded in 1941 by Dr. Homer H. Stryker, a prominent orthopaedic surgeon and the inventor of several orthopaedic products. In the United States most of Stryker's products are marketed directly to doctors, hospitals and other healthcare facilities. Stryker's products are sold in over 100 countries through company-owned sales subsidiaries and branches as well as third-party dealers and distributors.

As used herein, and except where the context otherwise requires, "Stryker," "we," "us," and "our" refer to Stryker Corporation and its consolidated subsidiaries.

## Business Segments and Geographic Information

We segregate our operations into three reportable business segments: Orthopaedics, MedSurg, and Neurotechnology and Spine. Financial information regarding our reportable business segments and certain geographic information is included under "Results of Operations" in Item 7 of this report and Note 13 to the Consolidated Financial Statements in Item 8 of this report.

## Net Sales by Reportable Segment

|                           | 2015    |     |   | 2014    |     |   | 2013    |     |   |
|---------------------------|---------|-----|---|---------|-----|---|---------|-----|---|
| Orthopaedics              | \$4,223 | 43  | % | \$4,153 | 43  | % | \$3,949 | 44  | % |
| MedSurg                   | 3,895   | 39  |   | 3,781   | 39  |   | 3,414   | 38  |   |
| Neurotechnology and Spine | 1,828   | 18  |   | 1,741   | 18  |   | 1,658   | 18  |   |
| Total                     | \$9,946 | 100 | % | \$9,675 | 100 | % | \$9,021 | 100 | % |

## Orthopaedics

Orthopaedics products consist primarily of implants used in hip and knee joint replacements and trauma and extremities surgeries. We bring patients and physicians advanced implant designs and specialized instrumentation that make orthopaedic surgery and recovery simpler, faster and more effective. We support surgeons with the technology and services they need as they develop new surgical techniques.

Stryker is one of four leading competitors globally for joint replacement and trauma products; the other three being Zimmer Biomet Holdings, Inc. (Zimmer), DePuy Synthes (companies of Johnson & Johnson) and Smith & Nephew plc (Smith & Nephew).

## Composition of Net Sales

|                        | 2015    |     |   | 2014    |     |   | 2013    |     |   |
|------------------------|---------|-----|---|---------|-----|---|---------|-----|---|
| Knees                  | \$1,403 | 33  | % | \$1,396 | 34  | % | \$1,371 | 35  | % |
| Hips                   | 1,263   | 30  |   | 1,291   | 31  |   | 1,272   | 32  |   |
| Trauma and Extremities | 1,291   | 31  |   | 1,230   | 30  |   | 1,116   | 28  |   |
| Other                  | 266     | 6   |   | 236     | 5   |   | 190     | 5   |   |
| Total                  | \$4,223 | 100 | % | \$4,153 | 100 | % | \$3,949 | 100 | % |

In 2015 we received clearance by the Food and Drug Administration (FDA) for our Mako total knee application. This expands our Mako product offerings of partial knee and total hip applications to provide a comprehensive solution in the robotic arm-assisted reconstructive surgery line.

In 2014 we acquired certain assets of Small Bone Innovations, Inc. (SBI). SBI products are designed and promoted for upper and lower extremity small bone indications, with a focus on small joint replacement.

In 2012 we voluntarily recalled our Rejuvenate and ABG II Modular-Neck hip stems and terminated global distribution of these hip products. In November 2014 we entered into a settlement agreement to compensate eligible United States patients who had surgery to replace their Rejuvenate and ABG II Modular-Neck hip stems, known as a "revision surgery", prior to November 3, 2014. To date we have recorded charges to earnings totaling \$1,824 (\$2,056 before \$232 of insurance recoveries) representing the actuarially determined low end of the range of probable loss to resolve this entire matter globally. In 2015 we made recall-related payments of \$1,202 to eligible United States patients who had revision surgery to replace their Rejuvenate and/or ABG II Modular-Neck hip stem as part of the settlement agreement. See Note 8 to the Consolidated Financial Statements in Item 8 of this report for further information.

#### MedSurg

MedSurg products include surgical equipment and surgical navigation systems (Instruments); endoscopic and communications systems (Endoscopy); patient handling and emergency medical equipment (Medical); and reprocessed and remanufactured medical devices (Sustainability) as well as other medical device products used in a variety of medical specialties.

Stryker is one of five leading competitors globally in Instruments; the other four being Zimmer, Medtronic plc., Johnson & Johnson and ConMed Linvatec, Inc. (a subsidiary of CONMED Corporation). In Endoscopy we compete with Smith & Nephew, ConMed Linvatec, Arthrex, Inc., Karl Storz GmbH & Co., Olympus Optical Co. Ltd and Steris. Our primary competitor in Medical is Hill-Rom Holdings, Inc.

#### Composition of Net Sales

|                | 2015    |     | 2014 |         | 2013 |   |         |     |   |
|----------------|---------|-----|------|---------|------|---|---------|-----|---|
| Instruments    | \$1,466 | 38  | %    | \$1,424 | 38   | % | \$1,269 | 37  | % |
| Endoscopy      | 1,390   | 36  |      | 1,382   | 37   |   | 1,222   | 36  |   |
| Medical        | 823     | 21  |      | 766     | 20   |   | 710     | 21  |   |
| Sustainability | 216     | 5   |      | 209     | 5    |   | 213     | 6   |   |
| Total          | \$3,895 | 100 | %    | \$3,781 | 100  | % | \$3,414 | 100 | % |

In 2015 we acquired CHG Hospital Beds, Inc. ("CHG"). CHG designs, manufactures and markets low-height hospital beds and related accessories.

In 2015 Instruments launched the Signature Drill Portfolio, the next generation neurosurgical high speed drill platform. The Signature Drill Portfolio allows surgeons to customize their preferences from three new motors, four new attachment lines, I.D. Touch™ Software, tunable drive technology, new cutting accessories, and a variety of user preferences to configure their Signature custom-fit drill. Endoscopy launched the 1588 AIM Platform which is the first visualization system to seamlessly integrate five unique imaging modalities into one platform designed to enhance visualization of patient anatomy across multiple surgical specialties. Medical launched the TruRize clinical chair which is designed to promote early patient mobility and safe patient handling.

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In 2014 we acquired Berchtold Holding, AG (Berchtold). Berchtold sells surgical tables, equipment booms and surgical lighting systems. In 2014 we acquired Patient Safety Technologies, Inc. (PST). PST's proprietary Safety-Sponge® System and SurgiCount 360™ compliance software helps to prevent Retained Foreign Objects in the operating room. Other acquisitions in 2014 include the acquisition of Pivot Medical, Inc. (Pivot). Pivot develops and sells innovative products for hip arthroscopy.

## Neurotechnology and Spine

Neurotechnology and Spine products include both neurosurgical and neurovascular devices. Our neurotechnology offering includes products used for minimally invasive endovascular techniques; a comprehensive line of products for traditional brain and open skull base surgical procedures; orthobiologic and biosurgery products, including synthetic bone grafts and vertebral augmentation products; and minimally invasive products for the treatment of acute ischemic and hemorrhagic stroke. Our spinal implant offering includes cervical, thoracolumbar and interbody systems used in spinal injury, deformity and degenerative therapies.

Stryker is one of five leading competitors globally in Neurotechnology; the other four being Medtronic, Johnson & Johnson, Terumo Corporation, and Penumbra, Inc. Stryker is one of five leading competitors globally in Spine; the other four being MedTronic Sofamor Danek, Inc. (a subsidiary of Medtronic), DePuy Synthes, Nuvasive, Inc. and Globus Medical, Inc.

## Composition of Net Sales

|                 | 2015    |     | 2014 |         | 2013 |   |         |     |   |
|-----------------|---------|-----|------|---------|------|---|---------|-----|---|
| Neurotechnology | \$1,088 | 60  | %    | \$1,001 | 57   | % | \$915   | 55  | % |
| Spine           | 740     | 40  |      | 740     | 43   |   | 743     | 45  |   |
| Total           | \$1,828 | 100 | %    | \$1,741 | 100  | % | \$1,658 | 100 | % |

In 2015 the New England Journal of Medicine released results of a study finding that intra-arterial treatment to remove stroke-causing blood clots provides better outcomes than using a clot dissolving drug. One of the devices used in this study was our Trevo™ Retriever. Medical professionals in the field believe that the study's results will change the practice of acute stroke treatments. Stryker's Trevo™ Retriever is a leading device in the market that allows physicians to visualize blood clot interaction during treatment.

## Geographic Areas

In 2015 approximately 71.5% of our revenues were generated from customers in the United States. Additional geographic information is included under "Results of Operations" in Item 7 of this report and Note 13 to the Consolidated Financial Statements in Item 8 of this report.

## Raw Materials and Inventory

Raw materials essential to our business are generally readily available from multiple sources. Substantially all products we manufacture are stocked in inventory, while certain MedSurg products are assembled to order. The dollar amount of backlog orders at any given time is not considered material to an understanding of our business taken as a whole.

## Patents and Trademarks

Patents and trademarks are significant to our business to the extent that a product or an attribute of a product represents a unique design or process. Patent protection of such products restricts competitors from duplicating these unique designs and features. We seek to obtain patent protection on our products whenever appropriate for protecting our competitive advantage. On December 31, 2015 we owned approximately 1,884 United States patents and approximately 3,014 international patents.

## Seasonality

Our business is generally not seasonal in nature; however, the number of orthopaedic implant surgeries is typically lower during the summer months, and sales of capital equipment are generally higher in the fourth quarter.

## Competition

In all of our product lines we compete with local and global companies. Competition exists in all product lines without regard to the number and size of the competing companies involved. The development of new and innovative products is important to our success in all areas of our business and competition in research, involving the development and the

improvement of new and existing products and processes, is particularly significant. The competitive environment requires substantial investments in continuing research and in maintaining sales forces.

The principal factors that we believe differentiate us in the highly competitive product categories in which we operate and enable us to compete effectively include our commitment to innovation and quality, service and reputation. We believe that our competitive position in the future will depend to a large degree on our ability to develop new products and make improvements to existing products.

#### Product Development

Most of our products and product improvements have been developed internally at research facilities in the United States, France, Germany, India, Ireland, Puerto Rico and Switzerland. We also invest through acquisitions in technologies developed by third parties that have the potential to expand the markets in which we operate. We maintain close working relationships with physicians and medical personnel in hospitals and universities who assist us in product development efforts. The total costs of research, development and engineering activities were \$625, \$614, and \$536 in 2015, 2014 and 2013.

#### Regulation

Our businesses are subject to varying degrees of governmental regulation in the countries in which we operate, and the general trend is toward increasingly stringent regulation.

In the United States the Medical Device Amendments of 1976 to the Federal Food, Drug and Cosmetic Act and its subsequent amendments, and the regulations issued and proposed thereunder, provide for regulation by the FDA of the design, manufacture and marketing of medical devices, including most of our products. Many of our new products fall into FDA classifications that require notification submitted as a 510(k) and review by the FDA before we begin marketing them. Certain of our products require extensive clinical testing, consisting of safety and efficacy studies, followed by pre-market approval (PMA) applications for specific surgical indications.

The FDA's Quality System regulations set forth standards for our product design and manufacturing processes, require the maintenance of certain records and provide for inspections of our facilities by the FDA. There are also certain requirements of state, local and foreign governments that must be complied with in the manufacture and marketing of our products.

The member states of the European Union (EU) have adopted the European Medical Device Directives that form a single set of medical device regulations for all EU member countries. These regulations require companies that wish to manufacture and distribute medical devices in EU member countries to meet certain quality system requirements and obtain CE marking for their products. We have authorization to apply the CE marking to substantially all of our products. In addition, we comply with the



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unique regulatory requirements of each of the countries in Europe and other countries in which we market our products.

Initiatives sponsored by government agencies, legislative bodies and the private sector to limit the growth of healthcare expenses generally and hospital costs in particular, including price regulation and competitive pricing, are ongoing in markets where we do business. It is not possible to predict at this time the long-term impact of such cost containment measures on our future business. In addition, business practices in the healthcare industry are scrutinized, particularly in the United States, by federal and state government agencies, and resulting investigations and prosecutions carry the risk of significant civil and criminal penalties.

#### Employees

On December 31, 2015 we had approximately 27,000 employees globally. Certain international employees are covered by collective bargaining agreements. We believe that we maintain positive relationships with our employees globally.

#### Executive Officers on January 31, 2016

| Name                  | Age |   | First Became an Executive Officer |
|-----------------------|-----|---|-----------------------------------|
| Kevin A. Lobo         | 50  | Chairman and Chief Executive Officer                                  | 2011                              |
| Yin C. Becker         | 52  | Vice President of Communication and Public Affairs                    | 2016                              |
| William E. Berry Jr.  | 50  | Vice President, Corporate Controller and Principal Accounting Officer | 2014                              |
| Lonny J. Carpenter    | 54  | Group President, Global Quality and Business Operations               | 2008                              |
| M. Kathryn Fink       | 46  | Vice President, Global Human Resources                                | 2016                              |
| David K. Floyd        | 55  | Group President, Orthopaedics   | 2012                              |
| Michael D. Hutchinson | 45  | General Counsel   | 2014                              |
| William R. Jellison   | 58  | Vice President and Chief Financial Officer                            | 2013                              |
| Katherine A. Owen     | 45  | Vice President, Strategy and Investor Relations                       | 2007                              |
| Bijoy S.N. Sagar      | 47  | Vice President, Chief Information Officer                             | 2014                              |
| Timothy J. Scannell   | 51  | Group President, MedSurg and Neurotechnology                          | 2008                              |

Each of our executive officers was elected by our Board of Directors to serve in the office indicated until the first meeting of the Board of Directors following the annual meeting of shareholders in 2016 or until a successor is chosen and qualified or until his or her resignation or removal. Each of our executive officers has held the position above or has served Stryker in various executive or administrative capacities for at least five years, except for Mr. Lobo, Mr. Berry, Mr. Floyd, Ms. Fink, Mr. Jellison and Mr. Sagar. Prior to joining Stryker in April 2011, Mr. Lobo held a variety of senior level leadership roles for the previous nine years at Johnson & Johnson, most recently as Worldwide President of Ethicon Endo-Surgery. Prior to joining Stryker in August 2011, Mr. Berry served for two years as Assistant Corporate Controller for Whirlpool Corporation, the world's leading manufacturer and marketer of major home appliances, and before that held a variety of senior finance roles at Delphi Automotive and Federal Mogul Corporation, both global automotive parts manufacturers. Mr. Floyd was the Chief Executive Officer for OrthoWorx and held a variety of senior level leadership roles with DePuy Synthes, Abbott Spine, AxioMed Spine, and

Centerpulse Orthopaedics. Prior to joining Stryker in October 2013, Ms. Fink held a variety of senior level human resources roles for the previous six years at Johnson & Johnson, most recently as the Worldwide Vice President, Human Resources of Ethicon. While at Stryker, Ms. Fink held two different senior level Human Resource roles. Prior to joining Stryker in April 2013, Mr. Jellison was Senior Vice President and Chief Financial Officer at Dentsply International, the world's largest manufacturer of professional dental products, and before that held a variety of senior level leadership roles over a 15-year period at Dentsply. Prior to joining Stryker in May 2014, Mr. Sagar served as the

Chief Information officer for Merck Millipore, and before that as Global Head of Information Systems and a member of the divisional board for the chemicals division of Merck KGaA. Prior to joining Stryker in November 2012, On December 31, 2015 Ramesh Subrahmanian stepped down from his role as International Group President. On January 26, 2016 we announced that Mr. Jellison has elected to retire from his role as Vice President, Chief Financial Officer effective April 1, 2016. Glenn S. Boehnlein, who has served as Group Vice President, Chief Financial Officer for MedSurg & Neurotechnology since 2011, has been promoted to Vice President, Chief Financial Officer effective April 1, 2016. Before his role as Group Vice President, Chief Financial Officer for MedSurg & Neurotechnology, Mr. Boehnlein held a variety of senior finance roles in the MedSurg & Neurotechnology group.

#### Available Information

Our main corporate website address is [www.stryker.com](http://www.stryker.com). Copies of our Quarterly Reports on Form 10-Q, Annual Reports on Form 10-K and Current Reports on Form 8-K filed or furnished to the United States Securities and Exchange Commission (SEC) will be provided without charge to any shareholder submitting a written request to our Corporate Secretary at our principal executive offices. All of our SEC filings are also available free of charge on our website within the "For Investors - SEC Filings & Ownership Reports" link as soon as reasonably practicable after having been electronically filed or furnished to the SEC. All SEC filings are also available at the SEC's website at [www.sec.gov](http://www.sec.gov).

#### ITEM 1A. RISK FACTORS.

This report contains statements referring to us that are not historical facts and are considered "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements, which are intended to take advantage of the "safe harbor" provisions of the Reform Act, are based on current projections about operations, industry conditions, financial condition and liquidity. Words that identify forward-looking statements include words such as "may," "could," "will," "should," "possible," "plan," "predict," "forecast," "potential," "anticipate," "estimate," "expect," "project," "intend," "believe," "may impact," "on track," and words and terms of similar substance used in connection with any discussion of future operating or financial performance, an acquisition or our businesses. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. Those statements are not guarantees and are subject to risks, uncertainties and assumptions that are difficult to predict. Therefore, actual results could differ materially and adversely from these forward-looking statements. Some important factors that could cause our actual results to differ from our expectations in any forward-looking statements include the risks discussed below.

Our operations and financial results are subject to various risks and uncertainties that could adversely affect our business, cash flows, financial condition and results of operations. Additional risks and

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uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business, cash flows, financial condition or results of operations.

**LEGAL AND REGULATORY RISKS**

The impact of United States healthcare reform legislation on our business remains uncertain: In 2010 federal legislation to reform the United States healthcare system was enacted into law. The legislation is far-reaching and is intended to expand access to health insurance coverage and improve the quality and reduce the costs of healthcare over time. We expect the law will have a significant impact upon various aspects of our business operations. Among other things, the law imposed a 2.3 percent excise tax on medical devices that applies only to United States sales, which are a majority of our medical device products sales; however, in 2015 Congress enacted legislation that suspends the excise tax for 2016 and 2017. Other provisions of this legislation, including Medicare provisions aimed at improving quality and decreasing costs, comparative effectiveness research, an independent payment advisory board, and pilot programs to evaluate alternative payment methodologies, could meaningfully change the way healthcare is developed and delivered. Further, we cannot predict what other healthcare programs and regulations will be ultimately implemented at the federal or state level or the effect of any future legislation or regulation in the United States on our business and results of operations.

We may be adversely affected by product liability claims, unfavorable court decisions or legal settlements: We are exposed to potential product liability risks that are inherent in the design, manufacture and marketing of medical devices, many of which are intended to be implanted in the human body for long periods of time or indefinitely. We are currently defendants in a number of product liability matters, including those relating to our Rejuvenate and ABGII Modular-Neck hip stems discussed in Note 8 to the Consolidated Financial Statements in Item 8 of this report. These matters are subject to many uncertainties and outcomes are not predictable. In addition, we may incur significant legal expenses regardless of whether we are found to be liable. We are self-insured for product liability-related claims and expenses. The ultimate cost to us with respect to product liability claims could be materially different than the amount of the current estimates and accruals and could have a material adverse effect on our financial position, results of operations and cash flows.

Intellectual property litigation and infringement claims could cause us to incur significant expenses or prevent us from selling certain of our products: The medical device industry is characterized by extensive intellectual property litigation and, from time to time, we are the subject of claims of potential infringement or misappropriation. Regardless of outcome, such claims are expensive to defend and divert the time and effort of management and operating personnel from other business issues. A successful claim or claims of patent or other intellectual property infringement against us could result in payment of significant monetary damages and/or royalty payments or negatively impact our ability to sell current or future products in the affected category.

Dependence on patent and other proprietary rights and failing to protect such rights or to be successful in litigation related to such rights may impact offerings in our product portfolios: Our long-term success largely depends on our ability to market technologically competitive products. If we fail to obtain or maintain adequate intellectual property protection, it could allow others to sell products that directly compete with proprietary features in our product portfolio. Also, our issued patents are subject to claims concerning priority, scope and other issues, and currently pending

or future patent applications may not result in issued patents.

We are subject to extensive governmental regulation relating to the manufacturing, labeling and marketing of our products: Substantially all of our products are subject to regulation by the FDA and other governmental authorities in the United States and internationally. The process of obtaining regulatory approvals to market a medical device can be costly and time consuming and approvals might not be granted timely for future products, if at all. We have ongoing responsibilities under FDA regulations with respect to our products and facilities and are subject to periodic inspections by the FDA and others to determine compliance with the quality system and medical device reporting regulations and other requirements. If we fail to fully comply with applicable regulatory requirements, we may be subject to a range of sanctions, including warning letters, product recalls, the suspension of product manufacturing, monetary fines and criminal prosecution.

We are subject to federal, state and foreign healthcare regulations, including fraud and abuse laws, as well as anti-bribery laws, and could face substantial penalties if we fail to fully comply with such regulations and laws: Our relationships with healthcare professionals, such as physicians, hospitals and those that may market our products, are subject to scrutiny under various state and federal laws often referred to collectively as healthcare fraud and abuse laws. In addition, the United States and foreign government regulators have increased the enforcement of the Foreign Corrupt Practices Act and other anti-bribery laws. These laws are broad in scope and are subject to evolving interpretation, which could require us to incur substantial costs to monitor compliance or to alter our practices if we are found not to be in compliance. We also must comply with a variety of other laws that protect the privacy of individually identifiable healthcare information and impose extensive tracking and reporting related to all transfers of value provided to certain healthcare professionals. Violations of these laws may be punishable by criminal or civil sanctions, including substantial fines, imprisonment and exclusion from participation in governmental healthcare programs.

#### MARKET RISKS

Macroeconomic developments could negatively affect our ability to conduct business in affected regions: Financial difficulties experienced by our customers, distributors, and suppliers could result in product delays and inventory issues; risks to accounts receivable could also include delays in collection and greater bad debt expense. Exposure to exchange rate fluctuations on cross border transactions and translation of local currency results into United States dollars: We report our financial results in United States Dollars and approximately 30% of our revenues are denominated in foreign currencies, including the Euro, the British Pound, and the Japanese Yen. Cross border transactions with external parties and intercompany relationships result in increased exposure to foreign currency exchange effects. Our results of operations and, in some cases, cash flows, have been and may in the future be adversely affected by movements in foreign currency exchange rates. While we implement currency hedges to partially reduce our exposure to changes in foreign currency exchange rates; our hedging strategies may not be successful, and our unhedged exposures continue to be subject to currency fluctuations. In addition, the weakening or strengthening of the United States dollar results in favorable or unfavorable translation effects when the results of our foreign locations are translated into United States dollars for inclusion in our consolidated financial statements and results.

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Additional capital that we may require in the future may not be available to us, or only available to us on unfavorable terms: Our future capital requirements will depend on many factors, including operating requirements, current and future acquisitions and the need to refinance existing debt. Our ability to issue additional debt or enter into other financing arrangements on acceptable terms could be adversely affected by our debt levels, unfavorable changes in economic conditions generally or uncertainties that affect the capital markets. Changes in credit ratings issued by nationally recognized credit rating agencies could also adversely affect our access to and cost of financing. Higher borrowing costs or the inability to access capital markets could adversely affect our ability to support future growth and operating requirements and, as a result, our business, financial condition and results of operations could be adversely affected.

**BUSINESS AND OPERATIONAL RISKS**

Cost containment measures in the United States and other countries resulting in pricing pressures could have a negative impact on our future operating results: Initiatives sponsored by government agencies, legislative bodies and the private sector to limit the growth of healthcare costs, including price regulation and competitive pricing, are ongoing in markets where we do business. Pricing pressure has also increased due to continued consolidation among healthcare providers, trends toward managed care, the shift towards governments becoming the primary payers of healthcare expenses and government laws and regulations relating to sales and promotion, reimbursement and pricing generally. Reductions in reimbursement levels or coverage for our products or other cost containment measures, including any that reduce medical procedure volumes, could unfavorably affect our future operating results.

We may be unable to effectively develop and market products against the products of our competitors in a highly competitive industry: Our present or future products could be rendered obsolete or uneconomical by technological advances by our competitors. Competitive factors include price, customer service, technology, innovation, quality, reputation and reliability. Our competition may respond more quickly to new or emerging technologies, undertake more extensive marketing campaigns, have greater financial, marketing and other resources or be more successful in attracting potential customers, employees and strategic partners. Given these factors, we cannot guarantee that we will be able to continue our level of success in the industry.

Competition in the development and improvement of new and existing products is particularly significant and results from time to time in product obsolescence: The markets in which we operate are highly competitive, and new products and surgical procedures are introduced on an ongoing basis. Such marketplace changes may cause some of our products to become obsolete. If actual product life cycles, product demand or acceptance of new product introductions are less favorable than projected by management, a higher level of inventory write downs may result.

We may be unable to maintain adequate working relationships with healthcare professionals: We seek to maintain close working relationships with respected physicians and medical personnel in hospitals and universities who assist in product research and development. We rely on these professionals to assist us in the development of proprietary products and product improvements to complement and expand our existing product lines. If we are unable to maintain these relationships, our ability to develop, market and sell new and improved products could decrease.

We are subject to additional risks associated with our extensive international operations: We develop, manufacture

and distribute our products globally. Our international operations are subject to a number of additional risks and potential costs, including changes in foreign medical reimbursement policies and programs, unexpected changes in foreign regulatory requirements, differing local product preferences and product requirements, diminished protection of intellectual property in some countries, trade protection measures and import or export licensing requirements, difficulty in staffing and managing foreign operations, political and economic instability. Our results of operations and/or financial condition could be adversely impacted if we are unable to successfully manage these and other risks of international operations in an increasingly volatile environment.

We may be unable to capitalize on previous or future acquisitions: In addition to internally developed products, we rely upon investment in new technologies through acquisitions. Investments in medical technology are inherently risky, and we cannot guarantee that any acquisition will be successful or will not have a material unfavorable impact on us. These risks include the activities required to integrate new businesses, which may result in the need to allocate more resources to integration and product development activities than originally anticipated, diversion of management

time, which could adversely affect management's ability to focus on other projects, the inability to realize the expected benefits, savings or synergies from the acquisition, the loss of key personnel of the acquired company and exposure to unexpected liabilities of the acquired company. In addition, we cannot be certain that the businesses we acquire will become profitable or remain so, which may result in unexpected impairment charges.

We may record future goodwill impairment charges related to one or more of our business units, which could materially adversely impact our results of operations: We perform our annual impairment test for goodwill in the fourth quarter of each year, or more frequently if indicators are present or changes in circumstances suggest that impairment may exist. In evaluating the potential for impairment we make assumptions regarding revenue projections, growth rates, cash flows, tax rates and discount rates. These assumptions are uncertain and by nature may vary from actual results. A significant reduction in the estimated fair values could result in impairment charges that could materially affect our results of operations.

Our results of operations could be negatively impacted by future changes in the allocation of income to each of the income tax jurisdictions in which we operate: We operate in multiple income tax jurisdictions both in the United States and internationally. Accordingly, our management must determine the appropriate allocation of income to each jurisdiction based on current interpretations of complex income tax regulations. Income tax authorities regularly perform audits of our income tax filings. Income tax audits associated with the allocation of income and other complex issues, including inventory transfer pricing and cost sharing, product royalty and foreign branch arrangements, may require an extended period of time to resolve and may result in significant income tax adjustments. If changes to the income allocation are required between jurisdictions with different income tax rates, the related adjustments could have a material unfavorable impact on our results of operations.

Failure of a key information technology system, process or site and a breach of information security, including a cybersecurity breach or failure of one or more key information technology systems, networks, processes, associated sites or service providers could have a material adverse impact on our business or reputation: We rely extensively on information technology (IT) systems to conduct business. These systems include, but are not limited to, ordering and managing materials

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from suppliers, converting materials to finished products, shipping products to customers, processing transactions, summarizing and reporting results of operations, complying with regulatory, legal or tax requirements, providing data security and other processes necessary to manage our business. In addition, our reliance on networks and services, including internet sites, data hosting and processing facilities and tools and other hardware, software and technical applications and platforms, some of which are managed, hosted, provided and/or used by third-parties or their vendors, to assist in conducting our business. Numerous and evolving cybersecurity threats, including advanced persistent threats, pose a potential risk to the security of our IT systems, networks and services, as well as the confidentiality, availability and integrity of our data and our responsibilities to governments. We have made investments seeking to address these threats, including monitoring of networks and systems, hiring of experts, employee training and security policies for employees and third-party providers; however, because the techniques used in these attacks change frequently and may be difficult to detect for periods of time, we may face difficulties in anticipating and implementing adequate preventative measures. If the IT systems are damaged or cease to function properly due to any number of causes, networks or service providers we rely upon fail to function properly, or if we or one of our third-party providers suffer a loss or disclosure of our business or stakeholder information, due to any number of causes, ranging from catastrophic events or power outages to improper data handling or security breaches, and our business continuity plans do not effectively address these failures on a timely basis, we may be exposed to reputational, competitive and business harm as well as litigation and regulatory action. The costs and operational consequences of interruptions in our operations and responding to breaches and implementing remediation measures could be significant.

We may be unable to attract and retain key employees: Our sales, technical and other key personnel play an integral role in the development, marketing and selling of new and existing products. If we are unable to recruit, hire, develop and retain a talented, competitive work force, we may not be able to meet our strategic business objectives.

An inability to successfully manage the implementation of a new global enterprise resource planning ("ERP") system could adversely affect our operations and operating results: We are in the process of implementing a new global ERP system. This system will replace many of our existing operating and financial systems. Such an implementation is a major undertaking both financially and from a management and personnel perspective. Should the system not be implemented successfully, or if the system does not perform in a satisfactory manner, it could be disruptive and adversely affect our operations and results of operations, including our ability to report accurate and timely financial results.

## ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

## ITEM 2. PROPERTIES.

## Principal Manufacturing Locations on December 31, 2015

| Location               | Segment | Approximate Square Feet | Owned/<br>Leased |
|------------------------|---------|-------------------------|------------------|
| Portage, Michigan      | M       | 1,144,000               | Owned            |
| Changzhou, China       | O, NS   | 889,000                 | Owned            |
| Mahwah, New Jersey     | O       | 531,000                 | Owned            |
| Kayseri, Turkey        | M       | 259,000                 | Owned            |
| Tuttlingen, Germany    | M       | 230,000                 | Leased           |
| Arroyo, Puerto Rico    | M       | 220,000                 | Leased           |
| Kiel, Germany          | O       | 185,000                 | Owned            |
| San Jose, California   | M       | 185,000                 | Leased           |
| Fremont, California    | M, NS   | 168,000                 | Leased           |
| Suzhou, China          | O, NS   | 160,000                 | Owned            |
| Carrigtwohill, Ireland | M, O    | 154,000                 | Owned            |
| Selzach, Switzerland   | O       | 138,000                 | Owned            |
| Limerick, Ireland      | O       | 130,000                 | Owned            |

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|                            |       |         |        |
|----------------------------|-------|---------|--------|
| Freiburg, Germany          | O     | 123,000 | Owned  |
| Lakeland, Florida          | M     | 119,000 | Leased |
| Carrigtwohill, Ireland     | NS    | 110,000 | Leased |
| Flower Mound, Texas        | M     | 108,000 | Leased |
| Malvern, Pennsylvania      | O     | 107,000 | Leased |
| Phoenix, Arizona           | M     | 100,000 | Leased |
| Cestas, France             | NS    | 91,000  | Owned  |
| Neuchatel, Switzerland     | NS    | 88,000  | Owned  |
| Ft. Lauderdale, Florida    | O, NS | 84,000  | Owned  |
| Limerick, Ireland          | O     | 78,000  | Leased |
| Ontario, Canada            | M     | 74,000  | Leased |
| Mountain View, California  | M, NS | 62,000  | Leased |
| Cestas, France             | NS    | 51,000  | Leased |
| Charleston, South Carolina | M     | 51,000  | Leased |
| Freiburg, Germany          | M, O  | 34,000  | Leased |
| Stetten, Germany           | O     | 33,000  | Owned  |
| Rennes, France             | O     | 31,000  | Leased |
| West Valley, Utah          | O, NS | 29,000  | Leased |

O = Orthopaedics M = MedSurg NS = Neurotechnology and Spine

Our corporate headquarters is located in Kalamazoo, Michigan, in a 75,000 square foot owned facility. In addition, we maintain administrative and sales offices and warehousing and distribution facilities in other locations domestically and globally. We believe that our properties are suitable and adequate for the manufacture and distribution of our products.

ITEM 3. LEGAL PROCEEDINGS.

We are involved in various proceedings, legal actions and claims arising in the normal course of business, including proceedings related to product, labor and intellectual property, and other matters that are more fully described in Note 8 to the Consolidated Financial Statements in Item 8 of this report; this information is incorporated herein by reference.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.



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## PART II

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

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

## Quarterly Stock Price and Dividend Information

|  |         |         |          |          |
|--|---------|---------|----------|----------|
| 2015 Quarter                                 | Mar 31  | Jun 30  | Sep 30   | Dec 31   |
| Dividends declared per share of common stock | \$0.345 | \$0.345 | \$0.345  | \$0.380  |
| Market price of common stock:                |         |         |          |          |
| High   | \$96.18 | \$97.94 | \$105.34 | \$100.51 |
| Low  | \$89.81 | \$90.19 | \$91.73  | \$90.30  |
| 2014 Quarter                                 | Mar 31  | Jun 30  | Sep 30   | Dec 31   |
| Dividends declared per share of common stock | \$0.305 | \$0.305 | \$0.305  | \$0.345  |
| Market price of common stock:                |         |         |          |          |
| High   | \$83.86 | \$86.93 | \$85.91  | \$98.24  |
| Low  | \$74.02 | \$75.78 | \$78.91  | \$77.87  |

Our Board of Directors considers payment of cash dividends at each of its quarterly meetings. On January 31, 2016 there were 3,116 shareholders of record of our common stock.

In 2015 we repurchased 7.4 million shares at a cost of \$700 under our repurchase programs. The manner, timing and amount of purchases is determined by management based on an evaluation of market conditions, stock price and other factors and is subject to regulatory considerations. Purchases are made from time to time in the open market, in privately negotiated transactions or otherwise. On December 31, 2015 the total dollar value of shares that could be purchased under our authorized repurchase programs was \$1,883.

Our repurchase program activity for the three months ended December 31, 2015 was:

| Period               | Total Number of Shares Purchased | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Plan | Maximum Dollar Value of Shares that may yet be Purchased Under the Plan |
|----------------------|----------------------------------|------------------------------|---|---|
| 10/1/2015-10/31/2015 | 0.9                              | \$96.24                      | 0.9   | \$2,052   |
| 11/1/2015-11/30/2015 | 0.8                              | 96.49                        | 0.8   | 1,974   |
| 12/1/2015-12/31/2015 | 1.0                              | 93.78                        | 1.0   | \$1,883   |
| Total                | 2.7                              | \$95.60                      | 2.7   |   |

The following graph compares our total returns (including reinvestments of dividends) against the Standard & Poor's (S&P) 500 Index and the S&P 500 Health Care Index. The graph assumes \$100 (not in millions) invested on December 31, 2010 in our common stock and each of the indices.

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| Company / Index           | 2010     | 2011     | 2012     | 2013     | 2014     | 2015     |
|---------------------------|----------|----------|----------|----------|----------|----------|
| Stryker Corporation       | \$100.00 | \$93.88  | \$105.24 | \$146.59 | \$186.76 | \$186.80 |
| S&P 500 Index             | \$100.00 | \$102.11 | \$118.45 | \$156.82 | \$178.29 | \$180.75 |
| S&P 500 Health Care Index | \$100.00 | \$112.73 | \$132.90 | \$188.00 | \$235.63 | \$251.87 |

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Dollar amounts in millions except per share amounts or as otherwise specified.

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## ITEM 6. SELECTED FINANCIAL DATA.

| CONSOLIDATED OPERATIONS                        | 2015    | 2014    | 2013    | 2012    | 2011    |
|--|---------|---------|---------|---------|---------|
| Net sales                                      | \$9,946 | \$9,675 | \$9,021 | \$8,657 | \$8,307 |
| Cost of sales                                  | 3,344   | 3,319   | 3,002   | 2,806   | 2,834   |
| Gross profit                                   | \$6,602 | \$6,356 | \$6,019 | \$5,851 | \$5,473 |
| Research, development and engineering expenses | 625     | 614     | 536     | 471     | 462     |
| Selling, general and administrative expenses   | 3,610   | 3,547   | 3,467   | 3,342   | 3,203   |
| Recall charges, net of insurance proceeds      | 296     | 761     | 622     | 174     | —       |
| Intangible asset amortization                  | 210     | 188     | 138     | 123     | 122     |
| Total operating expenses                       | \$4,741 | \$5,110 | \$4,763 | \$4,110 | \$3,787 |
| Operating income                               | 1,861   | 1,246   | 1,256   | 1,741   | 1,686   |
| Other income (expense), net                    | (126 )  | (86 )   | (44 )   | (36 )   | —       |
| Earnings before income taxes                   | \$1,735 | \$1,160 | \$1,212 | \$1,705 | \$1,686 |
| Income taxes                                   | 296     | 645     | 206     | 407     | 341     |
| Net earnings                                   | \$1,439 | \$515   | \$1,006 | \$1,298 | \$1,345 |

## PER SHARE DATA

## Net earnings per share of common stock:

|                                       |        |        |        |        |        |
|---------------------------------------|--------|--------|--------|--------|--------|
| Basic                                 | \$3.82 | \$1.36 | \$2.66 | \$3.41 | \$3.48 |
| Diluted                               | \$3.78 | \$1.34 | \$2.63 | \$3.39 | \$3.45 |
| Dividends per share of common stock:  |        |        |        |        |        |
| Declared                              | \$1.42 | \$1.26 | \$1.10 | \$0.90 | \$0.75 |
| Paid                                  | \$1.34 | \$1.22 | \$1.06 | \$0.85 | \$0.72 |
| Average number of shares outstanding: |        |        |        |        |        |
| Basic                                 | 376.6  | 378.5  | 378.6  | 380.6  | 386.5  |
| Diluted                               | 380.9  | 382.8  | 382.1  | 383.0  | 389.5  |

## CONSOLIDATED FINANCIAL POSITION

|  |         |         |         |         |         |
|--|---------|---------|---------|---------|---------|
| Cash, cash equivalents and current marketable securities | \$4,079 | \$5,000 | \$3,980 | \$4,285 | \$3,418 |
| Accounts receivable, less allowance                      | 1,662   | 1,572   | 1,518   | 1,430   | 1,417   |
| Inventories  | 1,639   | 1,588   | 1,422   | 1,265   | 1,283   |
| Property, plant and equipment, net                       | 1,199   | 1,098   | 1,081   | 948     | 888     |
| Capital expenditures                                     | 270     | 233     | 195     | 210     | 226     |
| Depreciation and amortization                            | 590     | 586     | 511     | 486     | 481     |
| Total assets*  | 16,247  | 17,279  | 15,399  | 13,035  | 11,978  |
| Accounts payable   | 410     | 329     | 314     | 288     | 345     |
| Total debt   | 4,022   | 3,973   | 2,764   | 1,762   | 1,768   |
| Shareholders' equity                                     | 8,511   | 8,595   | 9,047   | 8,597   | 7,683   |
| Net cash provided by operating activities                | \$899   | \$1,782 | \$1,886 | \$1,657 | \$1,434 |

## OTHER DATA

|                                  |        |        |        |        |        |
|----------------------------------|--------|--------|--------|--------|--------|
| Number of shareholders of record | 3,118  | 3,305  | 3,612  | 4,258  | 4,508  |
| Approximate number of employees  | 27,000 | 26,000 | 25,000 | 22,000 | 21,000 |

\* Certain prior year amounts have been reclassified to comply with Accounting Standards Update (ASU) 2015-17 Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes. ASU 2015-17 was adopted in 2015.

Dollar amounts in millions except per share amounts or as otherwise specified.

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

ABOUT STRYKER

Stryker Corporation is a global leader in medical technology with 2015 revenues of \$9,946 and net earnings of \$1,439. We offer a diverse array of innovative medical technologies, including reconstructive, medical and surgical, and neurotechnology and spine products to help people lead more active and more satisfying lives.

In the United States most of our products are marketed directly to doctors, hospitals and other healthcare facilities. We generally maintain separate dedicated sales forces for each of our principal product lines to provide focus and a high level of expertise to each medical specialty served. Our products are sold in approximately 100 countries through company-owned sales subsidiaries and branches as well as third-party dealers and distributors. Our business is generally not seasonal in nature; however, the number of orthopaedic implant surgeries is typically lower during the summer months and sales of capital equipment are generally higher in the fourth quarter.

Making healthcare better is at the heart of what we do. We do this by collaborating with our customers to develop innovative products and services that ultimately improve patients' lives. We express this through our mission statement:

"Together with our customers,  
we are driven to make healthcare better."

We believe our success in the highly competitive product categories in which we operate depends on our ability to develop new products and make improvements to existing products. We are committed to internal innovation to develop products and services that improve outcomes and deliver greater cost savings and efficiencies and to augment our efforts with focused acquisitions. Our success further depends on the ability of our people to execute effectively, every day.

Our goal is to achieve sales growth at the high-end of the medical technology industry (MedTech) industry and maintain our capital allocation strategy that prioritizes:

1. Acquisitions
2. Dividends
3. Share repurchases

Overview of 2015

In 2015 we achieved sales growth of 2.8% in line with our ongoing goal to grow organic sales at the high-end of MedTech. Excluding the impact of acquisitions, sales grew 6.1% in constant currency. We reported net earnings per diluted share of \$3.78 in 2015 and achieved an 8.2% growth in adjusted net earnings per diluted share (See page 12 for a reconciliation of reported net earnings per diluted share to adjusted net earnings per diluted share). We continued our capital allocation strategy by investing \$153 in acquisitions, paying \$521 in dividends to our shareholders and using \$700 for share repurchases.

In 2015 we acquired CHG Hospital Beds, Inc. ("CHG"). CHG designs, manufactures and markets low-height hospital beds and related accessories.

Recent Developments

On January 26, 2016 we announced that William R. Jellison has elected to retire from his role as Vice President, Chief Financial Officer effective April 1, 2016. Glenn S. Boehnlein, who currently serves as Group Vice President, Chief Financial Officer for MedSurg & Neurotechnology, has been promoted to Vice President, Chief Financial Officer effective April 1, 2016.

On February 1, 2016 we entered into a definitive agreement to acquire Sage Products, LLC (Sage) in an all cash transaction for \$2,775. Sage develops, manufactures and distributes disposable products targeted at reducing "Never Events," primarily in the intensive care unit and MedSurg hospital unit setting. Sage's products include solutions for oral care, skin preparation and protection, patient cleaning and hygiene, turning and positioning devices and heel care boots. This transaction is expected to close during the second quarter of 2016.

## RESULTS OF OPERATIONS

|  | 2015    | % Net Sales | 2014     | % Net Sales | 2013     | % Net Sales | Percentage Change |           |   |
|--|---------|-------------|----------|-------------|----------|-------------|-------------------|-----------|---|
|  |         |             |          |             |          |             | 2015/2014         | 2014/2013 |   |
| Net sales                                      | \$9,946 | 100.0       | %\$9,675 | 100.0       | %\$9,021 | 100.0       | % 2.8             | %7.3      | % |
| Gross profit                                   | 6,602   | 66.4        | 6,356    | 65.7        | 6,019    | 66.7        | 3.9               | 5.6       |   |
| Research, development and engineering expenses | 625     | 6.3         | 614      | 6.3         | 536      | 5.9         | 1.8               | 14.6      |   |
| Selling, general and administrative expenses   | 3,610   | 36.3        | 3,547    | 36.7        | 3,467    | 38.4        | 1.8               | 2.3       |   |
| Recall charges, net of insurance proceeds      | 296     | 3.0         | 761      | 7.9         | 622      | 6.9         | (61.1 )           | 22.3      |   |
| Intangibles amortization                       | 210     | 2.1         | 188      | 1.9         | 138      | 1.5         | 11.7              | 36.2      |   |
| Other income (expense), net                    | (126)   | (1.3 )      | (86)     | (0.9 )      | (44)     | (0.5 )      | 46.5              | 95.5      |   |
| Income taxes                                   | 296     |             | 645      |             | 206      |             | (54.1 )           | 213.1     |   |
| Net earnings                                   | \$1,439 | 14.5        | %\$515   | 5.3         | %\$1,006 | 11.2        | % 179.4           | %(48.8 )  | % |
| Net earnings per diluted share                 | \$3.78  |             | \$1.34   |             | \$2.63   |             | 182.1             | %(49.0 )  | % |
| Adjusted net earnings per diluted share        | \$5.12  |             | \$4.73   |             | \$4.49   |             | 8.2               | %5.3      | % |

See "Non-GAAP Financial Measures" on page 12 for a discussion of non-GAAP financial measures used in this report.

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| Geographic and Segment Net Sales |         |         |         | Percentage Change |                   | 2015/2014 |                   | 2014/2013 |  |
|----------------------------------|---------|---------|---------|-------------------|-------------------|-----------|-------------------|-----------|--|
|                                  | 2015    | 2014    | 2013    | Reported          | Constant Currency | Reported  | Constant Currency |           |  |
| Geographic net sales:            |         |         |         |                   |                   |           |                   |           |  |
| United States                    | \$7,116 | \$6,558 | \$5,984 | 8.5               | % 8.5             | % 9.6     | % 9.6             | %         |  |
| International                    | 2,830   | 3,117   | 3,037   | (9.2)             | ) 3.7             | 2.6       | 5.7               |           |  |
| Total net sales                  | \$9,946 | \$9,675 | \$9,021 | 2.8               | % 7.0             | % 7.3     | % 8.3             | %         |  |
| Segment net sales:               |         |         |         |                   |                   |           |                   |           |  |
| Orthopaedics                     | \$4,223 | \$4,153 | \$3,949 | 1.7               | % 6.7             | % 5.2     | % 6.3             | %         |  |
| MedSurg                          | 3,895   | 3,781   | 3,414   | 3.0               | 6.2               | 10.8      | 11.7              |           |  |
| Neurotechnology and Spine        | 1,828   | 1,741   | 1,658   | 5.0               | 9.5               | 5.0       | 6.2               |           |  |
| Total net sales                  | \$9,946 | \$9,675 | \$9,021 | 2.8               | % 7.0             | % 7.3     | % 8.3             | %         |  |

Consolidated Net Sales

Consolidated net sales in 2015 increased 2.8% as reported and 7.0% in constant currency, as foreign currency exchange rates negatively impacted net sales by 4.2%. Excluding the 0.9% impact of acquisitions, net sales increased 6.1% in constant currency, including 7.6% from increased unit volume and product mix partially offset by 1.6% lower prices. The increase was led primarily by higher product shipments of neurotechnology, trauma and extremities, medical and instruments.

Consolidated net sales in 2014 increased 7.3% as reported and 8.3% in constant currency, as foreign currency exchange rates negatively impacted net sales by 1.0%. Excluding the 2.5% impact of acquisitions, net sales increased 5.8% in constant currency, including 7.8% from increased unit volume and product mix partially offset by 2.0% lower prices. The increase was led primarily by higher product shipments of instruments, trauma and extremities, endoscopy, neurotechnology and medical.

Supplemental Geographical Net Sales Growth Information

|                           |         |         | Percentage Change |                   |                           |                           |                   |      | Percentage Change |             |                   |                           |                           |                   |        |
|---------------------------|---------|---------|-------------------|-------------------|---------------------------|---------------------------|-------------------|------|-------------------|-------------|-------------------|---------------------------|---------------------------|-------------------|--------|
|                           | 2015    | 2014    | As Reported       | Constant Currency | United States As Reported | International As Reported | Constant Currency | 2014 | 2013              | As Reported | Constant Currency | United States As Reported | International As Reported | Constant Currency |        |
| Orthopaedics              |         |         |                   |                   |                           |                           |                   |      |                   |             |                   |                           |                           |                   |        |
| Knees                     | \$1,403 | \$1,396 | 0.5               | % 4.6             | % 4.9                     | (9.6)                     | % 3.9             | %    | \$1,396           | \$1,371     | 1.8               | % 2.7                     | % 4.3                     | (3.5)             | (0.7)  |
| Hips                      | 1,263   | 1,291   | (2.1)             | 3.1               | 6.3                       | (13.6)                    | (1.1)             |      | 1,291             | 1,272       | 1.5               | 2.7                       | 6.1                       | (4.2)             | (1.4)  |
| Trauma and Extremities    | 1,291   | 1,230   | 4.9               | 10.8              | 16.1                      | (8.7)                     | 4.4               |      | 1,230             | 1,116       | 10.2              | 11.4                      | 14.8                      | 5.1               | 7.7    |
| Other                     | 266     | 236     | 13.0              | 16.4              | 18.2                      | (5.0)                     | 10.2              |      | 236               | 190         | 24.0              | 25.2                      | 37.4                      | (7.6)             | (3.7)  |
| Total                     | \$4,223 | \$4,153 | 1.7               | % 6.7             | % 9.2                     | (10.5)                    | % 2.5             | %    | \$4,153           | \$3,949     | 5.2               | % 6.3                     | % 9.4                     | (1.1)             | 1.7    |
| MedSurg                   |         |         |                   |                   |                           |                           |                   |      |                   |             |                   |                           |                           |                   |        |
| Instruments               | \$1,466 | \$1,424 | 2.9               | % 6.5             | % 7.2                     | (9.1)                     | % 4.5             | %    | \$1,424           | \$1,269     | 12.2              | % 13.1                    | % 14.8                    | % 5.7             | % 8.8  |
| Endoscopy                 | 1,390   | 1,382   | 0.5               | 3.9               | 5.3                       | (11.5)                    | 0.4               |      | 1,382             | 1,222       | 13.1              | 14.2                      | 13.3                      | 12.6              | 16.2   |
| Medical                   | 823     | 766     | 7.5               | 10.4              | 9.2                       | 0.5                       | 15.1              |      | 766               | 710         | 7.9               | 8.8                       | 9.3                       | 2.2               | 6.7    |
| Sustainability            | 216     | 209     | 3.4               | 3.5               | 3.5                       | (10.7)                    | 3.3               |      | 209               | 213         | (1.9)             | (1.9)                     | (1.8)                     | nm                | nm     |
| Total                     | \$3,895 | \$3,781 | 3.0               | % 6.2             | % 6.7                     | (8.6)                     | % 4.4             | %    | \$3,781           | \$3,414     | 10.8              | % 11.7                    | % 11.7                    | % 7.9             | % 11.5 |
| Neurotechnology and Spine |         |         |                   |                   |                           |                           |                   |      |                   |             |                   |                           |                           |                   |        |
| Neurotechnology           | \$1,088 | \$1,001 | 8.6               | % 14.2            | % 15.6                    | (2.3)                     | % 11.9            | %    | \$1,001           | \$915       | 9.4               | % 10.9                    | % 11.2                    | % 6.7             | % 10.4 |
| Spine                     | 740     | 740     | 0.2               | 3.2               | 6.6                       | (14.7)                    | (4.7)             |      | 740               | 743         | (0.4)             | 0.3                       | (1.6)                     | 2.5               | 5.2    |

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|       |         |         |     |      |       |       |      |   |         |         |     |      |      |      |      |   |
|-------|---------|---------|-----|------|-------|-------|------|---|---------|---------|-----|------|------|------|------|---|
| Total | \$1,828 | \$1,741 | 5.0 | %9.5 | %11.5 | (6.8) | %5.9 | % | \$1,741 | \$1,658 | 5.0 | %6.2 | %5.0 | %5.1 | %8.5 | % |
|-------|---------|---------|-----|------|-------|-------|------|---|---------|---------|-----|------|------|------|------|---|

nm = not meaningful

Orthopaedics Net Sales

Orthopaedics net sales in 2015 increased 1.7% as reported and 6.7% in constant currency, as foreign currency exchange rates negatively impacted net sales by 5.0%. Excluding the 0.5% impact of acquisitions, net sales increased 6.1% in constant currency, including 8.6% from increased unit volume and changes in product mix, partially offset by 2.4% lower prices. The increase was led primarily by higher shipments of trauma and extremities products.

Orthopaedics net sales in 2014 increased 5.2% as reported and 6.3% in constant currency, as net sales were negatively impacted by 1.1% due to the impact of foreign currency exchange rates. Excluding the 3.0% impact of acquisitions, net sales increased 3.2% in constant currency, including 6.2% from increased unit volume and changes in product mix, partially offset by 2.9% lower prices. The increase was led primarily by higher shipments of trauma and extremities products.

MedSurg Net Sales

MedSurg net sales in 2015 increased 3.0% as reported and 6.2% in constant currency, as foreign currency exchange rates negatively impacted net sales by 3.2%. Excluding the 1.7% impact of acquisitions, net sales increased 4.5% in constant currency, including 4.8% from increased unit volume and changes in product mix, partially offset by 0.3% lower prices. The increase was led primarily by higher shipments of medical and instruments products. MedSurg net sales in 2014 increased 10.8% as reported and 11.7% in constant currency, as net sales were negatively impacted by 0.9% due to the impact of foreign currency exchange rates. Excluding the 3.0% impact of acquisitions, net sales increased 8.7% in constant currency, including 9.5% from increased unit volume and changes in product mix, partially offset by 0.8% lower prices. The increase was led primarily by higher shipments of our instrument



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and medical products partially offset by lower shipments of sustainability products.

## Neurotechnology and Spine Net Sales

Neurotechnology and Spine net sales in 2015 increased 5.0% as reported and 9.5% in constant currency, as foreign currency exchange rates negatively impacted net sales by 4.5%. Excluding the 0.1% impact of acquisitions, net sales in constant currency increased 9.4%, including 11.6% from increased unit volume and changes in product mix, partially offset by 2.3% lower prices. The increase was led primarily by higher shipments of neurotechnology products. Neurotechnology and Spine net sales in 2014 increased 5.0% as reported and 6.2% in constant currency as net sales were negatively impacted by 1.2% due to the impact of foreign currency exchange rates. Excluding the 0.5% impact of acquisitions, net sales increased 5.7% in constant currency, including 8.1% from increased unit volume and changes in product mix, partially offset by 2.4% lower prices. The increase was led primarily by higher shipments of neurotechnology products.

## Gross Profit

Gross profit in 2015 increased to 66.4% from 65.7% in 2014, primarily due to product mix and the favorable impact of foreign currency exchange rates offset by decreases in the selling price of our products. Gross Profit decreased to 65.7% in 2014 compared to 66.7% in 2013, primarily due to decreases in the selling prices of our products, unfavorable product mix and the unfavorable impact of foreign currency exchange rates.

## Gross Profit Adjustments

|                                    | 2015    |             | 2014    |             | 2013    |             |
|------------------------------------|---------|-------------|---------|-------------|---------|-------------|
|                                    | \$      | % Net Sales | \$      | % Net Sales | \$      | % Net Sales |
| AS REPORTED                        | \$6,602 | 66.4 %      | \$6,356 | 65.7 %      | \$6,019 | 66.7 %      |
| Inventory stepped up to fair value | 7       | 0.1         | 27      | 0.3         | 28      | 0.3         |
| Restructuring-related charges      | 7       | —           | 1       | —           | 11      | 0.1         |
| Regulatory and legal matters       | —       | —           | —       | —           | 7       | 0.1         |
| ADJUSTED                           | \$6,616 | 66.5 %      | \$6,384 | 66.0 %      | \$6,065 | 67.2 %      |

## Research, Development and Engineering Expenses

Research, development and engineering expenses represented 6.3% of net sales in 2015 and 2014 compared to 5.9% in 2013. The increased spending levels in 2015 and 2014 were driven by the timing of projects and investments in new technologies.

## Selling, General and Administrative Expenses

Selling, general and administrative expenses as a percentage of net sales in 2015 decreased to 36.3% from 36.7% in 2014 and 38.4% in 2013. Excluding the adjustments in the table below, selling, general and administrative expenses increased in 2015 due to increased expenses related to our European regional headquarters, higher compensation costs, due in part to sales performance-related commissions, partially offset by disciplined expense management.

## Selling, General and Administrative Adjustments

|                                     | 2015    |             | 2014    |             | 2013    |             |
|-------------------------------------|---------|-------------|---------|-------------|---------|-------------|
|                                     | \$      | % Net Sales | \$      | % Net Sales | \$      | % Net Sales |
| AS REPORTED                         | \$3,610 | 36.3 %      | \$3,547 | 36.7 %      | \$3,467 | 38.4 %      |
| Acquisition and integration-related | (28)    | (0.3)       | (75)    | (0.8)       | (70)    | (0.7)       |
| Restructuring-related charges       | (125)   | (1.2)       | (116)   | (1.2)       | (52)    | (0.6)       |
| Regulatory and legal matters        | 53      | 0.5         | —       | —           | (62)    | (0.7)       |

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|           |         |        |         |        |         |        |
|-----------|---------|--------|---------|--------|---------|--------|
| Donations | —       | —      | —       | —      | (25)    | (0.3)  |
| ADJUSTED  | \$3,510 | 35.3 % | \$3,356 | 34.7 % | \$3,258 | 36.1 % |

Recall Charges, Net of Insurance Proceeds

Recall charges, net of insurance proceeds, were due to the previously disclosed Rejuvenate and ABG II voluntary recall and other recall matters and were \$296, \$761 and \$622 in 2015, 2014 and 2013. We received \$53 and \$179 of insurance proceeds in 2015 and 2014. Refer to Note 8 in the Notes to the Consolidated Financial Statements for further information.

Intangibles Amortization

Intangibles amortization was \$210, \$188 and \$138 in 2015, 2014 and 2013. The increases were due to acquisitions.

Other Income (Expense), Net

Other income (expense), net was (\$126), (\$86) and (\$44) in 2015, 2014 and 2013. The increase in other expense was primarily driven by higher interest costs on income tax reserves and the unfavorable impact of foreign currency exchange rate changes.

Income Taxes

The effective income tax rate on earnings was 17.1%, 55.6% and 17.0% for the 2015, 2014 and 2013. The effective income tax rate for 2014 included the tax impact of the establishment of our European regional headquarters and the planned cash repatriation that was executed in 2015.

Net Earnings

Net earnings in 2015 increased to \$1,439 or \$3.78 per diluted share from \$515 or \$1.34 per diluted share in 2014 and \$1,006 or \$2.63 per diluted share in 2013. The impact of foreign currency exchange rates reduced net earnings per diluted share by approximately \$0.26 and \$0.14 in 2015 and 2014.

Net Earnings Adjustments

|                                     | 2015    |             | 2014    |             | 2013    |             |
|-------------------------------------|---------|-------------|---------|-------------|---------|-------------|
|                                     | \$      | % Net Sales | \$      | % Net Sales | \$      | % Net Sales |
| AS REPORTED                         | \$1,439 | 14.5 %      | \$515   | 5.3 %       | \$1,006 | 11.2 %      |
| Inventory stepped up to fair value  | 4       | —           | 15      | 0.2         | 21      | 0.2         |
| Acquisition and integration-related | 20      | 0.2         | 50      | 0.5         | 51      | 0.6         |
| Amortization of intangible assets   | 147     | 1.5         | 133     | 1.4         | 98      | 1.0         |
| Restructuring-related charges       | 97      | 1.0         | 78      | 0.8         | 46      | 0.5         |
| Rejuvenate and other recall matters | 210     | 2.1         | 628     | 6.5         | 460     | 5.1         |
| Regulatory and legal matters        | (46)    | (0.5)       | —       | —           | 63      | 0.7         |
| Donations                           | —       | —           | —       | —           | 15      | 0.2         |
| Tax matters                         | 78      | 0.8         | 391     | 4.0         | (46)    | (0.5)       |
| ADJUSTED                            | \$1,949 | 19.6 %      | \$1,810 | 18.7 %      | \$1,714 | 19.0 %      |

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## Non-GAAP Financial Measures

We supplement the reporting of our financial information determined under accounting principles generally accepted in the United States (GAAP) with certain non-GAAP financial measures, including percentage sales growth in constant currency; percentage organic sales growth; adjusted gross profit; cost of sales excluding specified items; adjusted selling, general and administrative expenses; adjusted amortization of intangible assets; adjusted operating income; adjusted effective income tax rate; adjusted net earnings; and adjusted net earnings per diluted share (Diluted EPS). We believe that these non-GAAP measures provide meaningful information to assist investors and shareholders in understanding our financial results and assessing our prospects for future performance. Management believes percentage sales growth in constant currency and the other adjusted measures described above are important indicators of our operations because they exclude items that may not be indicative of or are unrelated to our core operating results and provide a baseline for analyzing trends in our underlying businesses. Management uses these non-GAAP financial measures for reviewing the operating results of reportable business segments and analyzing potential future business trends in connection with our budget process and bases certain management incentive compensation on these non-GAAP financial measures.

To measure percentage sales growth in constant currency, we remove the impact of changes in foreign currency exchange rates that affect the comparability and trend of sales. Percentage sales growth in constant currency is calculated by translating current year results at prior year average foreign currency exchange rates. To measure percentage organic sales growth, we remove the impact of changes in foreign currency exchange rates and acquisitions that affect the comparability and trend of sales. Percentage organic sales growth is calculated by translating current year results at prior year average foreign currency exchange rates excluding the impact of acquisitions.

To measure earnings performance on a consistent and comparable basis, we exclude certain items that affect the comparability of operating results and the trend of earnings. These adjustments are irregular in timing, may not be indicative of our past and future performance and are therefore excluded to allow investors to better understand underlying operating trends. The following are

examples of the types of adjustments that may be included in a period:

1. Acquisition and integration related costs. Costs related to integrating recently acquired businesses and specific costs related to the consummation of the acquisition process.
2. Amortization of intangible assets. Periodic amortization expense related to purchased intangible assets.
3. Restructuring-related charges. Costs associated with workforce reductions, facility rationalizations and other restructuring activities.
4. Recall matters. Our best estimate of the minimum of the range of probable loss to resolve certain product recalls.
5. Regulatory and legal matters. Our best estimate of the minimum of the range of probable loss to resolve certain regulatory matters and other legal settlements.
6. Tax matters. Certain significant and discrete tax items and adjustments to interest expense related to the settlement of certain tax matters.

Because non-GAAP financial measures are not standardized, it may not be possible to compare these financial measures with other companies' non-GAAP financial measures having the same or similar names. These adjusted financial measures should not be considered in isolation or as a substitute for reported sales growth, gross profit, cost of sales, selling, general and administrative expenses, amortization of intangible assets, operating income, effective income tax rate, net earnings and net earnings per diluted share, the most directly comparable GAAP financial measures. These non-GAAP financial measures are an additional way of viewing aspects of our operations that, when viewed with our GAAP results and the reconciliations to corresponding GAAP financial measures below provide a more complete understanding of our business. We strongly encourage investors and shareholders to review our financial statements and publicly-filed reports in their entirety and not to rely on any single financial measure.

The following reconciles the non-GAAP financial measures: adjusted gross profit; adjusted selling, general and administrative expense; adjusted operating income; adjusted other income (expense), net; adjusted net earnings; adjusted effective tax rate; and adjusted diluted EPS; with the most directly comparable GAAP financial measures:

## Reconciliation of Non-GAAP Financial Measures to the Most Directly Comparable GAAP Financial Measures

| 2015  | Gross Profit | Selling, General & Administrative Expenses | Intangible Amortization | Operating Income | Net Earnings | Effective Tax Rate | Diluted EPS |
|---|--------------|--|-------------------------|------------------|--------------|--------------------|-------------|
| AS REPORTED                                 | \$6,602      | \$ 3,610                                   | \$ 210                  | \$1,861          | \$1,439      | 17.1               | %\$3.78     |
| Acquisition and integration-related charges |              |  |                         |                  |              |                    |             |
| Inventory stepped up to fair value          | 7            | —  | —                       | 7                | 4            | 0.1                | 0.01        |
| Other acquisition and integration-related   | —            | (28  | ) —                     | 28               | 20           | 0.2                | 0.05        |
| Amortization of intangible assets           | —            | —  | (210                    | ) 210            | 147          | 1.5                | 0.39        |
| Restructuring-related charges               | 7            | (125                                       | ) —                     | 132              | 97           | 0.7                | 0.26        |
| Rejuvenate and other recall matters         | —            | —  | —                       | 296              | 210          | 2.0                | 0.55        |
| Regulatory and legal matters                | —            | 53   | —                       | (53              | )(46         | )0.1               | (0.12       |
| Tax matters                                 | —            | —  | —                       | —                | 78           | (4.4               | ) 0.20      |
| ADJUSTED                                    | \$6,616      | \$ 3,510                                   | \$ —                    | \$2,481          | \$1,949      | 17.3               | %\$5.12     |

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Dollar amounts in millions except per share amounts or as otherwise specified.

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| 2014  | Gross Profit | Selling, General & Administrative Expenses   | Intangible Amortization | Operating Income | Net Earnings | Effective Tax Rate | Diluted EPS |   |
|---|--------------|--|-------------------------|------------------|--------------|--------------------|-------------|---|
| AS REPORTED                                 | \$6,356      | \$ 3,547                                     | \$ 188                  | \$1,246          | \$515        | 55.6               | %\$1.34     |   |
| Acquisition and integration-related charges |              |  |                         |                  |              |                    |             |   |
| Inventory stepped up to fair value          | 27           | —  | —                       | 27               | 15           | 0.5                | 0.04        |   |
| Other acquisition and integration-related   | —            | (75  | ) —                     | 75               | 50           | 0.7                | 0.13        |   |
| Amortization of intangible assets           | —            | —  | (188                    | ) 188            | 133          | 1.1                | 0.35        |   |
| Restructuring-related charges               | 1            | (116   | ) —                     | 117              | 78           | 1.1                | 0.20        |   |
| Rejuvenate and other recall matters         | —            | —  | —                       | 761              | 628          | (3.1               | ) 1.65      |   |
| Tax matters                                 | —            | —  | —                       | —                | 391          | (33.6              | ) 1.02      |   |
| ADJUSTED                                    | \$6,384      | \$ 3,356                                     | \$ —                    | \$2,414          | \$1,810      | 22.3               | %\$4.73     |   |
| 2013  | Gross Profit | Selling, General and Administrative Expenses | Intangible Amortization | Operating Income | Net Earnings | Effective Tax Rate | Diluted EPS |   |
| AS REPORTED                                 | \$6,019      | \$ 3,467                                     | \$ 138                  | \$1,256          | \$1,006      | 17.0               | %\$2.63     |   |
| Acquisition and integration related charges |              |  |                         |                  |              |                    |             |   |
| Inventory stepped up to fair value          | 28           | —  | —                       | 28               | 21           | 0.1                | 0.06        |   |
| Other acquisition and integration related   | —            | (70  | ) —                     | 70               | 51           | 0.3                | 0.13        |   |
| Amortization of intangible assets           | —            | —  | (138                    | ) 138            | 98           | 0.4                | 0.26        |   |
| Restructuring-related charges               | 11           | (52  | ) —                     | 63               | 46           | 0.3                | 0.12        |   |
| Rejuvenate and other recall matters         | —            | —  | —                       | 622              | 460          | 2.0                | 1.20        |   |
| Regulatory and legal matters                | 7            | (62  | ) —                     | 69               | 63           | (0.6               | ) 0.17      |   |
| Donations                                   | —            | (25  | ) —                     | 25               | 15           | 0.3                | 0.04        |   |
| Tax matters                                 | —            | —  | —                       | —                | (46          | ) 2.9              | (0.12       | ) |
| ADJUSTED                                    | \$6,065      | \$ 3,258                                     | \$ —                    | \$2,271          | \$1,714      | 22.7               | %\$4.49     |   |

The weighted-average basic and diluted shares outstanding used in the calculation of non-GAAP Diluted EPS are the same as the weighted-average basic and diluted shares outstanding used in the calculation of the reported Diluted EPS.

FINANCIAL CONDITION AND LIQUIDITY

|   | 2015    | 2014    | 2013     |
|---|---------|---------|----------|
| Net cash provided by operations activities          | \$899   | \$1,782 | \$1,886  |
| Net cash provided by (used in) investing activities | 1,956   | (1,878  | ) (2,217 |
| Net cash (used in) provided financing activities    | (1,141  | ) 629   | 300      |
| Effect of exchange rate changes                     | (130    | ) (77   | ) (25    |
| Change in cash and cash equivalents                 | \$1,584 | \$456   | \$(56    |

We believe our financial condition continues to be of high quality, as evidenced by our ability to generate substantial cash from operations and ready access to capital markets at competitive rates.

Operating cash flow provides the primary source of cash to fund operating needs and capital expenditures. Excess operating cash is used first to fund acquisitions to complement our portfolio of businesses. Other discretionary uses include dividends and share repurchases. As necessary, we may supplement operating cash flow with debt to fund these activities. Our overall cash position shows our strong business results and a global cash management strategy that takes into account liquidity management, economic factors and tax considerations.

#### Operating Activities

Cash provided by operations was \$899, \$1,782, \$1,886 in 2015, 2014 and 2013. The decrease in 2015 was primarily due to recall-related payments associated with the Rejuvenate and ABGII recall settlement agreement and the timing of income tax payments.

The net of accounts receivable, inventory and accounts payable resulted in the consumption of \$231, \$249, and \$165 of cash in 2015, 2014 and 2013. Inventory days on hand for 2015 increased by 5 days from 2014 after increasing eight days in 2014. Accounts receivable days sales outstanding for 2015 increased by one day after decreasing one day in 2014.

#### Investing Activities

Cash provided by investing activities was \$1,956 in 2015 compared to cash used in investing of \$1,878 in 2014 and \$2,217 in 2013. This change is primarily due to the sale of a portion of our marketable securities in 2015 to make recall-related payments discussed above under Operating Activities.

Acquisitions: Acquisitions resulted in cash consumption of \$153, \$916 and \$2,320 in 2015, 2014 and 2013. In 2015 the primary acquisition was CHG, and in 2014 the primary acquisitions were Patient Safety Technologies, Inc., Pivot Medical Inc., Berchtold Holding, AG and Small Bone Innovations, Inc. In 2013 we acquired Trauson Holdings Company Limited and Mako Surgical Corp.

Capital Expenditures: Capital expenditures were \$270, \$233 and \$195 in 2015, 2014 and 2013. Capital expenditures in 2015 were primarily related to acquisition integration support, information technology infrastructure upgrades, capacity expansion, new product introductions, innovation and cost savings.

#### Financing Activities

Dividends Paid: Dividends paid per common share increased 9.8% to \$1.34 per share in 2015 compared to \$1.22 per share in 2014, an increase of 15.1% from 2013. Dividends paid per common share and total dividends paid to common shareholders are included in the following table for 2015, 2014 and 2013.

|   | 2015   | 2014   | 2013   |
|---|--------|--------|--------|
| Dividends paid per common share             | \$1.34 | \$1.22 | \$1.06 |
| Total dividends paid to common shareholders | \$521  | \$462  | \$401  |

Short-Term and Long-Term Debt: We maintain debt levels we consider appropriate after evaluating a number of factors, including cash flow expectations, cash requirements for ongoing operations, investment and financing plans (including acquisitions and share repurchase activities) and overall cost of capital.

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Net proceeds from borrowings were \$48, \$1,159 and \$1,005 in 2015, 2014 and 2013. In 2015 the proceeds were primarily from the public offerings of notes offset by the payment of certain notes due and paid in January 2015. Proceeds in 2014 were primarily from the public offerings of notes and commercial paper. Refer to Note 9 in the Notes to the Consolidated Financial Statements for further information. Total debt was \$4,022 and \$3,973 in 2015 and 2014.

Share Repurchases: The total use of cash for share repurchases was \$700, \$100 and \$317 in 2015, 2014 and 2013. We have decided to suspend our share repurchase program through 2016.

Liquidity

Cash, cash equivalents and marketable securities were \$4,079 and \$5,000 on December 31, 2015 and 2014 and our current assets exceeded current liabilities by \$4,441 and \$4,223 on December 31, 2015 and 2014. We anticipate being able to support our short-term liquidity and operating needs, including recall-related payments related to the Rejuvenate and ABG II recalls, from a variety of sources, including cash from operations, commercial paper and existing credit lines. We have raised funds in the capital markets and may continue to do so from time to time. We have strong short-term and long-term debt ratings that we believe should enable us to refinance our debt as it becomes due. We have existing credit facilities should additional funds be required. On December 31, 2015 we had approximately \$1,236 of borrowing capacity available under our existing credit facilities.

On December 31, 2015 approximately 46% of our consolidated cash, cash equivalents and marketable securities were held in locations outside the United States. In 2014 we announced that we would begin a repatriation program. We completed the program in 2015 and repatriated approximately \$1.8 billion to the United States. Our remaining cash held outside the United States is considered to be indefinitely reinvested. We intend to use this cash to expand operations, either organically or through acquisitions outside the United States.

We continually evaluate our receivables, particularly in Spain, Portugal, Italy and Greece (the Southern European Region). The total net receivables from the Southern European Region were approximately \$132 and \$154 in 2015 and 2014, including approximately \$51 and \$78 of sovereign receivables in 2015 and 2014. We believe that our current reserves related to receivables are adequate and any additional credit risk associated with the Southern European Region is not expected to have a material adverse impact on our financial position or liquidity. We currently do not have any investments in the sovereign debt instruments of the Southern European Region. Any non-sovereign exposure in these countries is considered immaterial.

In 2015 we made recall-related payments of \$1,202 under our United States Rejuvenate and ABG II settlement agreement. Refer to Note 8 in the Notes to the Consolidated Financial Statements for further information.

Guarantees and Other Off-Balance Sheet Arrangements

We do not have guarantees or other off-balance sheet financing arrangements, including variable interest entities, of a magnitude that we believe could have a material impact on our financial condition or liquidity.

CONTRACTUAL OBLIGATIONS AND FORWARD-LOOKING CASH REQUIREMENTS

As further described in Note 8 to the Consolidated Financial Statements, in 2015 we recorded additional charges to earnings totaling \$295 related to the Rejuvenate and ABG II recalls. Based on the information that has been received, the actuarially determined range of probable loss to resolve this matter is estimated

to be approximately \$1,824 (\$2,056 before \$232 of third-party insurance recoveries) to \$2,416. The final outcome of this matter is dependent on many variables that are difficult to predict. The ultimate cost to entirely resolve this matter may be materially different than the amount of the current estimate and could have a material adverse effect on our financial position, results of operations and cash flows. We are not able to reasonably estimate the future periods in which payments will be made.

As further described in Note 12 to the Consolidated Financial Statements, on December 31, 2015 we have recorded a liability for uncertain income tax positions of \$313. Due to uncertainties regarding the ultimate resolution of income tax audits, we are not able to reasonably estimate the future periods in which any income tax payments to settle these uncertain income tax positions will be made.

As further described in Note 11 to the Consolidated Financial Statements, on December 31, 2015 our defined benefit pension plans were underfunded by \$240, of which approximately \$231 related to plans outside the United States. Due

to the rules affecting tax-deductible contributions in the jurisdictions in which the plans are offered and the impact of future plan asset performance, changes in interest rates and potential changes in legislation in the United States and other foreign jurisdictions, we are not able to reasonably estimate beyond 2016 the amounts that may be required to fund defined benefit pension plans.

#### Long-term Contractual Obligations

|  | Payment Period |                  |           |           |               |
|--|----------------|------------------|-----------|-----------|---------------|
|  | Total          | Less than 1 year | 1-3 years | 3-5 years | After 5 years |
| Short-term and long-term debt          | \$4,022        | \$769            | \$600     | \$500     | \$2,153       |
| Unconditional purchase obligations     | 1,020          | 792              | 172       | 55        | 1             |
| Operating leases                       | 263            | 69               | 90        | 48        | 56            |
| Contributions to defined benefit plans | 18             | 18               | —         | —         | —             |
| Other                                  | 93             | 10               | 15        | 2         | 66            |
| Total                                  | \$5,416        | \$1,658          | \$877     | \$605     | \$2,276       |

#### CRITICAL ACCOUNTING POLICIES AND ESTIMATES

In preparing our financial statements in accordance with accounting principles generally accepted in the United States, there are certain accounting policies that may require a choice between acceptable accounting methods or may require substantial judgment or estimation in their application. These include inventory reserves, income taxes, acquisitions, goodwill and intangible assets, and legal and other contingencies. We believe these accounting policies and the others set forth in Note 1 to the Consolidated Financial Statements should be reviewed as they are integral to understanding our results of operations and financial condition.

#### Inventory Reserves

We maintain reserves for excess and obsolete inventory resulting from the potential inability to sell certain products at prices in excess of current carrying costs. We make estimates regarding the future recoverability of the costs of these products and record provisions based on historical experience, expiration of sterilization dates and expected future trends. If actual product life cycles, product demand or acceptance of new product introductions are less favorable than projected by management, additional inventory write downs may be required, which could unfavorably affect future operating results.



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Income Taxes

Our annual tax rate is determined based on our income, statutory tax rates and the tax impacts of items treated differently for tax purposes than for financial reporting purposes. Tax law requires certain items be included in the tax return at different times than the items are reflected in the financial statements. Some of these differences are permanent, such as expenses that are not deductible in our tax return, and some differences are temporary and reverse over time, such as depreciation expense. These temporary differences create deferred tax assets and liabilities.

Deferred tax assets generally represent the tax effect of items that can be used as a tax deduction or credit in future years for which we have already recorded the tax benefit in our income statement. Deferred tax liabilities generally represent tax expense recognized in our financial statements for which payment has been deferred, the tax effect of expenditures for which a deduction has already been taken in our tax return but has not yet been recognized in our financial statements or assets recorded at fair value in business combinations for which there was no corresponding tax basis adjustment.

Inherent in determining our annual tax rate are judgments regarding business plans, tax planning opportunities and expectations about future outcomes. Realization of certain deferred tax assets is dependent upon generating sufficient taxable income in the appropriate jurisdiction prior to the expiration of the carryforward periods. Although realization is not assured, management believes it is more likely than not that our deferred tax assets, net of valuation allowances, will be realized.

We operate in multiple jurisdictions with complex tax policy and regulatory environments. In certain of these jurisdictions, we may take tax positions that management believes are supportable but are potentially subject to successful challenge by the applicable taxing authority. These differences of interpretation with the respective governmental taxing authorities can be impacted by the local economic and fiscal environment. We evaluate our tax positions and establish liabilities in accordance with the applicable accounting guidance on uncertainty in income taxes. We review these tax uncertainties in light of changing facts and circumstances, such as the progress of tax audits, and adjust them accordingly. We have a number of audits in process in various jurisdictions. Although the resolution of these tax positions is uncertain, based on currently available information, we believe that it is more likely than not that the ultimate outcomes will not have a material adverse effect on our financial position, results of operations or cash flows.

Because there are a number of estimates and assumptions inherent in calculating the various components of our tax provision, certain changes or future events, such as changes in tax legislation, geographic mix of earnings, completion of tax audits or earnings repatriation plans, could have an impact on those estimates and our effective tax rate.

Acquisitions, Goodwill and Intangibles, and Long-Lived Assets

We account for acquired businesses using the purchase method of accounting. Under the purchase method, our financial statements include the operations of an acquired business starting from the completion of the acquisition. In addition, the assets acquired and liabilities assumed are recorded on the date of acquisition at their respective estimated fair values, with any excess of the purchase price over the estimated fair values of the net assets acquired recorded as goodwill.

Significant judgment is required in estimating the fair value of intangible assets and in assigning their respective useful lives. Accordingly, we typically obtain the assistance of third-party

valuation specialists for significant items. The fair value estimates are based on available historical information and on future expectations and assumptions deemed reasonable by management but are inherently uncertain. We typically use an income method to estimate the fair value of intangible assets, which is based on forecasts of the expected future cash flows attributable to the respective assets. Significant estimates and assumptions inherent in the valuations reflect a consideration of other marketplace participants and include the amount and timing of future cash flows (including expected growth rates and profitability), the underlying product or technology life cycles, the economic barriers to entry and the discount rate applied to the cash flows. Unanticipated market or macroeconomic events and circumstances may occur that could affect the accuracy or validity of the estimates and assumptions.

Determining the useful life of an intangible asset also requires judgment. With the exception of certain trade names, the majority of our acquired intangible assets (e.g., certain trademarks or brands, customer and distributor

relationships, patents and technologies) are expected to have determinable useful lives. Our assessment as to the useful lives of these intangible assets is based on a number of factors including competitive environment, market share, trademark and/or brand history, underlying product life cycles, operating plans and the macroeconomic environment of the countries in which the trademarks or brands are sold. Our estimates of the useful lives of determinable-lived intangibles are primarily based on these same factors. Determinable-lived intangible assets are amortized to expense over their estimated useful life.

In certain of our acquisitions, we acquire in-process research and development (IPRD) intangible assets. IPRD is considered to be an indefinite-lived intangible asset until such time as the research is completed (at which time it becomes a determinable-lived intangible asset) or determined to have no future use (at which time it is impaired). The value of indefinite-lived intangible assets and goodwill is not amortized but is tested at least annually for impairment. Our impairment testing for goodwill is performed separately from our impairment testing of indefinite-lived intangibles. We perform our annual impairment test for goodwill in the fourth quarter of each year. We consider qualitative indicators of the fair value of a reporting unit when it is unlikely that a reporting unit has impaired goodwill. In certain circumstances, we may also utilize a discounted cash flow analysis that requires certain assumptions and estimates be made regarding market conditions and our future profitability. In those circumstances we test goodwill for impairment by reviewing the book value compared to the fair value at the reporting unit level. We test individual indefinite-lived intangibles by reviewing the individual book values compared to the fair value. We determine the fair value of our reporting units and indefinite-lived intangible assets based on the income approach. Under the income approach, we calculate the fair value of our reporting units and indefinite-lived intangible assets based on the present value of estimated future cash flows. Considerable management judgment is necessary to evaluate the impact of operating and macroeconomic changes and to estimate future cash flows to measure fair value. Assumptions used in our impairment evaluations, such as forecasted growth rates and cost of capital, are consistent with internal projections and operating plans. We believe such assumptions and estimates are also comparable to those that would be used by other marketplace participants.

We did not recognize any impairment charges for goodwill during the years presented, as our annual impairment testing indicated that all reporting unit goodwill fair values exceeded their respective recorded values. Future changes in the judgments, assumptions

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and estimates that are used in our impairment testing for goodwill and indefinite-lived intangible assets, including discount and tax rates and future cash flow projections, could result in significantly different estimates of the fair values. A significant reduction in the estimated fair values could result in impairment charges that could materially affect our financial statements.

We review our other long-lived assets for indicators of impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The evaluation is performed at the lowest level of identifiable cash flows, which is at the individual asset level or the asset group level. The undiscounted cash flows expected to be generated by the related assets are estimated over their useful life based on updated projections. If the evaluation indicates that the carrying amount of the assets may not be recoverable, any potential impairment is measured based upon the fair value of the related assets or asset group as determined by an appropriate market appraisal or other valuation technique. Assets classified as held for sale, if any, are recorded at the lower of carrying amount or fair value less costs to sell.

#### Legal and Other Contingencies

We are involved in various ongoing proceedings, legal actions and claims arising in the normal course of business, including proceedings related to product, labor and intellectual property, and other matters that are more fully described in Note 8 to the Consolidated Financial Statements. The outcomes of these matters will generally not be known for prolonged periods of time. In certain of the legal proceedings, the claimants seek damages, as well as other compensatory and equitable relief, that could result in the payment of significant claims and settlements and/or the imposition of injunctions or other equitable relief. For legal matters for which management has sufficient information to reasonably estimate our future obligations, a liability representing management's best estimate of the probable loss, or the minimum of the range of probable losses when a best estimate within the range is not known, for the resolution of these legal matters is recorded. The estimates are based on consultation with legal counsel, previous settlement experience and settlement strategies. If actual outcomes are less favorable than those projected by management, additional expense may be incurred, which could unfavorably affect future operating results. We are currently self-insured for product liability-related claims and expenses. The ultimate cost to us with respect to product liability claims could be materially different than the amount of the current estimates and accruals and could have a material adverse effect on our financial position, results of operations and cash flows.

#### NEW ACCOUNTING PRONOUNCEMENTS

Refer to Note 1 in the Notes to the Consolidated Financial Statements for further information.

#### OTHER INFORMATION

##### Hedging and Derivative Financial Instruments

We sell our products globally, as a result, our financial results could be significantly affected by factors such as weak economic conditions or changes in foreign currency exchange rates. Our operating results are primarily exposed to changes in exchange rates among the United States dollar; European currencies, in particular the euro, Swiss franc and the British pound; the Japanese yen; the Australian dollar; and the Canadian dollar. We develop and manufacture products in the United States, Canada, Turkey, China, France, Germany, Ireland, Puerto Rico and Switzerland and incur costs in the applicable local currencies. This global deployment of facilities serves to partially mitigate the impact of currency exchange rate changes on our cost of sales.

We enter into designated and non-designated forward currency exchange contracts to mitigate the impact of currency fluctuations on transactions denominated in nonfunctional currencies, thereby limiting risk that would otherwise result from changes in exchange rates. These nonfunctional currency exposures principally relate to intercompany receivables and payables arising from intercompany purchases of manufactured products. The periods of the forward currency exchange contracts correspond to the periods of the exposed transactions, with realized gains and losses included in the measurement and recording of transactions denominated in the nonfunctional currencies. All forward currency exchange contracts are recorded at their fair value each period, with resulting gains (losses) for non-designated forward contracts and any ineffectiveness measured on designated forward currency exchange contracts included in our Consolidated Statements of Earnings. For derivative instruments that are designated and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative is reported as a component of

accumulated other comprehensive income, and reclassified into earnings in the same period during which the hedged transaction affects earnings.

We have designated certain long-term intercompany loans payable and forward exchange contracts as net investment hedges of our investments in certain international subsidiaries that use the Euro as their functional currency. The effective portion of derivatives designated as net investment hedges are recorded at fair value at each balance sheet date and the change in fair value is recorded as a component of other comprehensive income.

The estimated fair value of forward currency exchange contracts represents the measurement of the contracts at month-end spot rates as adjusted by current forward points. A hypothetical 10% change in foreign currencies relative to the United States dollar would change the December 31, 2015 fair value by approximately \$178. We are exposed to credit loss in the event of nonperformance by counterparties on our outstanding forward currency exchange contracts, but we do not anticipate nonperformance by any of our counterparties.

We have certain investments in net assets in international locations that are not hedged. These investments are subject to translation gains and losses due to changes in foreign currency exchange rates. For 2015 the weakening of foreign currencies relative to the United States dollar decreased the value of these investments in net assets and increased the related foreign currency translation adjustment loss in shareholders' equity by (\$390). Refer to Note 3 in the Notes to the Consolidated Financial Statements for further information.

ITEM 7A.

**QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We consider our material area of market risk exposure to be exchange rate risk. Quantitative and qualitative disclosures about exchange rate risk are included in the "Other Information" section of Management's Discussion and Analysis of Financial Condition in Item 7, under the caption "Other Information - Hedging and Derivative Financial Instruments."

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.  
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON CONSOLIDATED  
FINANCIAL STATEMENTS

The Board of Directors and Shareholders of Stryker Corporation:

We have audited the accompanying consolidated balance sheets of Stryker Corporation and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of earnings and comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2015. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Stryker Corporation and subsidiaries at December 31, 2015 and 2014, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Stryker Corporation's internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 11, 2016 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Grand Rapids, Michigan

February 11, 2016

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## Stryker Corporation and Subsidiaries

## CONSOLIDATED STATEMENTS OF EARNINGS

|   | 2015    | 2014    | 2013    |
|---|---------|---------|---------|
| Net sales   | \$9,946 | \$9,675 | \$9,021 |
| Cost of sales   | 3,344   | 3,319   | 3,002   |
| Gross profit  | \$6,602 | \$6,356 | \$6,019 |
| Research, development and engineering expenses  | 625     | 614     | 536     |
| Selling, general and administrative expenses  | 3,610   | 3,547   | 3,467   |
| Recall charges, net of insurance proceeds   | 296     | 761     | 622     |
| Intangible asset amortization   | 210     | 188     | 138     |
| Total operating expenses  | \$4,741 | \$5,110 | \$4,763 |
| Operating income  | 1,861   | 1,246   | 1,256   |
| Other income (expense), net   | (126)   | ) (86)  | ) (44)  |
| Earnings before income taxes  | \$1,735 | \$1,160 | \$1,212 |
| Income taxes  | 296     | 645     | 206     |
| Net earnings  | \$1,439 | \$515   | \$1,006 |
| Net earnings per share of common stock:   |         |         |         |
| Basic net earnings per share of common stock  | \$3.82  | \$1.36  | \$2.66  |
| Diluted net earnings per share of common stock  | \$3.78  | \$1.34  | \$2.63  |
| Weighted-average shares outstanding - in millions:  |         |         |         |
| Basic   | 376.6   | 378.5   | 378.6   |
| Net effect of dilutive employee stock options   | 4.3     | 4.3     | 3.5     |
| Diluted   | 380.9   | 382.8   | 382.1   |
| Anti-dilutive shares excluded from the calculation of net effect of dilutive employee stock options | —       | —       | —       |

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

|   | 2015    | 2014      | 2013    |
|---|---------|-----------|---------|
| Net earnings  | \$1,439 | \$515     | \$1,006 |
| Other comprehensive income, net of tax              |         |           |         |
| Marketable securities                               | (3)     | ) 3       | (4)     |
| Pension plans                                       | 17      | (55)      | ) 20    |
| Unrealized (losses) gains on designated hedges      | (9)     | ) 6       | 7       |
| Financial statement translation                     | (390)   | ) (440)   | ) 80    |
| Total other comprehensive (loss) income, net of tax | \$(385) | ) \$(486) | ) \$103 |
| Comprehensive income                                | \$1,054 | \$29      | \$1,109 |

See accompanying notes to Consolidated Financial Statements.

## STRYKER CORPORATION 2015 Form 10-K

## Stryker Corporation and Subsidiaries

## CONSOLIDATED BALANCE SHEETS

|  | 2015     | 2014     |
|--|----------|----------|
| <b>ASSETS</b>  |          |          |
| Current assets   |          |          |
| Cash and cash equivalents  | \$3,379  | \$1,795  |
| Marketable securities  | 700      | 3,205    |
| Accounts receivable, less allowance of \$61 (\$59 in 2014)                                 | 1,662    | 1,572    |
| Inventories  |          |          |
| Materials and supplies   | 304      | 248      |
| Work in Process  | 103      | 88       |
| Finished Goods   | 1,232    | 1,252    |
| Total inventories  | \$1,639  | \$1,588  |
| Prepaid expenses and other current assets  | 564      | 524      |
| Total current assets   | \$7,944  | \$8,684  |
| Property, plant and equipment  |          |          |
| Land, buildings and improvements   | 687      | 678      |
| Machinery and equipment  | 2,043    | 1,919    |
| Total property, plant and equipment  | 2,730    | 2,597    |
| Less allowance for depreciation  | 1,531    | 1,499    |
| Net property, plant and equipment  | \$1,199  | \$1,098  |
| Other assets   |          |          |
| Goodwill   | 4,136    | 4,186    |
| Other intangibles, net   | 1,794    | 2,018    |
| Other noncurrent assets  | 1,174    | 1,293    |
| Total assets   | \$16,247 | \$17,279 |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>  |          |          |
| Current liabilities  |          |          |
| Accounts payable   | 410      | 329      |
| Accrued compensation   | 637      | 597      |
| Income taxes   | 141      | 333      |
| Dividend payable   | 142      | 131      |
| Accrued recall expenses  | 694      | 1,593    |
| Accrued expenses and other liabilities   | 710      | 751      |
| Current maturities of debt   | 769      | 727      |
| Total current liabilities  | \$3,503  | \$4,461  |
| Long-term debt, excluding current maturities   | 3,253    | 3,246    |
| Other noncurrent liabilities   | 980      | 977      |
| Shareholders' equity   |          |          |
| Common stock, \$0.10 par value:  |          |          |
| Authorized: 1 billion shares, outstanding: 373 million shares (378 million shares in 2014) | 37       | 38       |
| Additional paid-in capital   | 1,321    | 1,252    |
| Retained earnings  | 7,792    | 7,559    |
| Accumulated other comprehensive income   | (639)    | (254)    |
| Total shareholders' equity   | \$8,511  | \$8,595  |
| Total liabilities & shareholders' equity   | \$16,247 | \$17,279 |

See accompanying notes to Consolidated Financial Statements.

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Dollar amounts in millions except per share amounts or as otherwise specified.

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## Stryker Corporation and Subsidiaries

## CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

|   | Common<br>Stock | Additional<br>Paid-In<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Total   |
|---|-----------------|----------------------------------|----------------------|--|---------|
| 2012  | \$38            | \$1,098                          | \$7,332              | \$129  | \$8,597 |
| Net earnings  |                 |                                  | 1,006                |  | 1,006   |
| Other comprehensive income  |                 |                                  |                      | 103  | 103     |
| Issuance of 2.1 million shares of common stock under stock option and benefit plans, including \$6 excess income tax benefit  |                 | (1 )                             |                      |  | (1 )    |
| Repurchase and retirement of 4.8 million shares of common stock   |                 | (13 )                            | (304 )               |  | (317 )  |
| Share-based compensation  |                 | 76                               |                      |  | 76      |
| Cash dividends declared of \$1.10 per share of common stock   |                 |                                  | (417 )               |  | (417 )  |
| 2013  | \$38            | \$1,160                          | \$7,617              | \$232  | \$9,047 |
| Net earnings  |                 |                                  | 515                  |  | 515     |
| Other comprehensive loss  |                 |                                  |                      | (486 )   | (486 )  |
| Issuance of 2.2 million shares of common stock under stock option and benefit plans, including \$21 excess income tax benefit |                 | 19                               |                      |  | 19      |
| Repurchase and retirement of 1.3 million shares of common stock   |                 | (4 )                             | (96 )                |  | (100 )  |
| Share-based compensation  |                 | 77                               |                      |  | 77      |
| Cash dividends declared of \$1.26 per share of common stock   |                 |                                  | (477 )               |  | (477 )  |
| 2014  | \$38            | \$1,252                          | \$7,559              | \$(254 )   | \$8,595 |
| Net earnings  |                 |                                  | 1,439                |  | 1,439   |
| Other comprehensive loss  |                 |                                  |                      | (385 )   | (385 )  |
| Issuance of 1.8 million shares of common stock under stock option and benefit plans, including \$26 excess income tax benefit |                 | 8                                |                      |  | 8       |
| Repurchase and retirement of 7.4 million shares of common stock   | (1 )            | (25 )                            | (674 )               |  | (700 )  |
| Share-based compensation  |                 | 86                               |                      |  | 86      |
| Cash dividends declared of \$1.415 per share of common stock  |                 |                                  | (532 )               |  | (532 )  |
| 2015  | \$37            | \$1,321                          | \$7,792              | \$(639 )   | \$8,511 |

See accompanying notes to Consolidated Financial Statements.

## STRYKER CORPORATION 2015 Form 10-K

## Stryker Corporation and Subsidiaries

## CONSOLIDATED STATEMENTS OF CASH FLOWS

|   | 2015      | 2014      | 2013      |
|---|-----------|-----------|-----------|
| Operating activities  |           |           |           |
| Net earnings  | \$1,439   | \$515     | \$1,006   |
| Adjustments to reconcile net earnings to net cash provided by operating activities: |           |           |           |
| Depreciation  | 187       | 190       | 169       |
| Amortization of intangible assets   | 210       | 188       | 138       |
| Share-based compensation  | 86        | 77        | 76        |
| Gross recall charges  | 349       | 940       | 622       |
| Sale of inventory stepped up to fair value at acquisition                           | 7         | 27        | 28        |
| Deferred income tax benefit   | 87        | 60        | 23        |
| Changes in operating assets and liabilities:  |           |           |           |
| Accounts receivable   | (151)     | (89)      | (89)      |
| Inventories   | (115)     | (173)     | (77)      |
| Accounts payable  | 35        | 13        | 1         |
| Accrued expenses and other liabilities  | 73        | 92        | 41        |
| Recall-related payments   | (1,206)   | (98)      | (6)       |
| Income taxes  | (290)     | 133       | (124)     |
| Other   | 188       | (93)      | 78        |
| Net cash provided by operating activities   | \$899     | \$1,782   | \$1,886   |
| Investing activities  |           |           |           |
| Acquisitions, net of cash acquired  | (153)     | (916)     | (2,320)   |
| Purchases of marketable securities  | (1,715)   | (4,365)   | (4,558)   |
| Proceeds from sales of marketable securities  | 4,094     | 3,636     | 4,856     |
| Purchases of property, plant and equipment  | (270)     | (233)     | (195)     |
| Net cash provided by (used in) investing activities                                 | \$1,956   | \$(1,878) | \$(2,217) |
| Financing activities  |           |           |           |
| Proceeds from borrowings  | 1,576     | 1,601     | 369       |
| Payments on borrowings  | (2,272)   | (1,428)   | (355)     |
| Proceeds from issuance of long-term debt, net                                       | 744       | 986       | 991       |
| Dividends paid  | (521)     | (462)     | (401)     |
| Repurchase of common stock  | (700)     | (100)     | (317)     |
| Other financing   | 32        | 32        | 13        |
| Net cash (used in) provided by financing activities                                 | \$(1,141) | \$629     | \$300     |
| Effect of exchange rate changes on cash and cash equivalents                        | (130)     | (77)      | (25)      |
| Change in cash and cash equivalents   | \$1,584   | \$456     | \$(56)    |
| Cash and cash equivalents at beginning of year                                      | 1,795     | 1,339     | 1,395     |
| Cash and cash equivalents at end of year  | \$3,379   | \$1,795   | \$1,339   |
| Supplemental cash flow disclosure:  |           |           |           |
| Cash paid for income taxes, net of refunds  | \$497     | \$437     | \$321     |
| Cash paid for interest on debt  | \$101     | \$102     | \$88      |

See accompanying notes to Consolidated Financial Statements.

Dollar amounts in millions except per share amounts or as otherwise specified.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

**Nature of Operations:** Stryker Corporation (the "Company," "we," "us," or "our") is a global leader in medical technology. Our products include implants used in joint replacement and trauma surgeries; surgical equipment and surgical navigation systems; endoscopic and communications systems; patient handling and emergency medical equipment; neurosurgical, neurovascular and spinal devices; as well as other medical device products used in a variety of medical specialties.

**Basis of Presentation and Consolidation:** The Consolidated Financial Statements include the Company and its subsidiaries. All significant intercompany accounts and transactions are eliminated in consolidation. We have no material interests in variable interest entities and none that require consolidation. Certain prior year amounts have been reclassified to conform with the presentation of our Consolidated Financial Statements and in Note 13 for 2015.

**Use of Estimates:** The preparation of financial statements in conformity with accounting principles generally accepted in the United States (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Revenue Recognition:** Sales are recognized when revenue is realized or realizable and has been earned. Our policy is to recognize revenue when title to the product, ownership and risk of loss transfer to the customer, which can be on the date of shipment, the date of receipt by the customer or, for most orthopaedics products, when we receive appropriate notification that the product has been used or implanted. A provision for estimated sales returns, discounts, rebates and other sales incentives is recorded as a reduction of net sales in the same period that the revenue is recognized. Shipping and handling costs charged to customers are included in net sales.

**Cost of Sales:** Cost of sales is primarily comprised of direct materials and supplies consumed in the manufacture of product, as well as manufacturing labor, depreciation expense and direct overhead expense necessary to acquire and convert the purchased materials and supplies into finished product. Cost of sales also includes the cost to distribute products to customers, inbound freight costs, warehousing costs and other shipping and handling activity.

**Research, Development and Engineering Expenses:** Research and development costs are charged to expense as incurred. Costs include research, development and engineering activities relating to the development of new products, improvement of existing products, technical support of products and compliance with governmental regulations for the protection of customers and patients. Costs primarily consist of salaries, wages, consulting and depreciation and maintenance of research facilities and equipment.

**Selling, General and Administrative Expenses:** Selling, general and administrative expense is primarily comprised of selling expenses, marketing expenses, administrative and other indirect overhead costs, amortization of loaner instrumentation, depreciation and amortization expense of non-manufacturing assets and other miscellaneous operating items.

**Currency Translation:** Financial statements of subsidiaries outside the United States generally are measured using the local

currency as the functional currency. Adjustments to translate those statements into United States dollars are recorded in other comprehensive income (OCI). Transactional exchange gains and losses are included in earnings.

**Cash Equivalents:** Highly liquid investments with remaining stated maturities of three months or less when purchased are considered cash equivalents and recorded at cost.

**Marketable Securities:** Marketable securities consist of marketable debt securities, certificates of deposit and mutual funds. Mutual funds are acquired to offset changes in certain liabilities related to deferred compensation arrangements and are expected to be used to settle these liabilities. Pursuant to our investment policy, all individual marketable security investments must have a minimum credit quality of single A (Standard & Poor's and Fitch) and A2 (Moody's

Corporation) at the time of acquisition, while the overall portfolio of marketable securities must maintain a minimum average credit quality of double A (Standard & Poor's and Fitch) or Aa (Moody's Corporation). In the event of a rating downgrade below the minimum credit quality subsequent to purchase, the marketable security investment is evaluated to determine the appropriate action to take to minimize the overall risk to our marketable security investment portfolio. Our marketable securities are classified as available-for-sale and trading securities.

**Accounts Receivable:** Accounts receivable consists of trade and other miscellaneous receivables. An allowance is maintained for doubtful accounts for estimated losses in the collection of accounts receivable. Estimates are made regarding the ability of customers to make required payments based on historical credit experience and expected future trends. Accounts receivable are written off when all reasonable collection efforts are exhausted.

**Inventories:** Inventories are stated at the lower of cost or market, with cost generally determined using the first-in, first-out (FIFO) cost method. For excess and obsolete inventory resulting from the potential inability to sell specific products at prices in excess of current carrying costs, reserves are maintained to reduce current carrying cost to market prices.

**Financial Instruments:** Our financial instruments consist of cash, cash equivalents, marketable securities, accounts receivable, other investments, accounts payable, debt and foreign currency exchange contracts. With the exception of our long-term debt, which is discussed in further detail in Note 9, our estimates of fair value for financial instruments approximate their carrying amounts on December 31, 2015 and 2014.

All marketable securities are recognized at fair value. Adjustments to the fair value of marketable securities that are classified as available-for-sale are recorded as increases or decreases, net of income taxes, within accumulated other comprehensive income (AOCI) in shareholders' equity and adjustments to the fair value of marketable securities that are classified as trading are recorded in earnings. The amortized cost of marketable debt securities is adjusted for amortization of premiums and discounts to maturity computed under the effective interest method. Such amortization and interest and realized gains and losses are included in other income (expense), net. The cost of securities sold is determined by the specific identification method.

We review declines in the fair value of our investments classified as available-for-sale to determine whether the decline in fair value is an other-than-temporary impairment. The resulting losses from other-than-temporary impairments of available-for-sale marketable securities are included in earnings.

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Derivatives: All derivatives are recognized at fair value and reported on a gross basis. We enter into forward currency exchange contracts to mitigate the impact of currency fluctuations on transactions denominated in nonfunctional currencies, thereby limiting our risk that would otherwise result from changes in exchange rates. These nonfunctional currency exposures principally relate to intercompany receivables and payables arising from intercompany purchases of manufactured products. The periods of the forward currency exchange contracts correspond to the periods of the exposed transactions, with realized gains and losses included in the measurement and recording of transactions denominated in the nonfunctional currencies. All forward currency exchange contracts are recorded at their fair value each period, with resulting gains (losses) included in earnings.

Forward currency exchange contracts designated as cash flow hedges are designed to hedge the variability of cash flows associated with forecasted transactions denominated in a foreign currency that will take place in the future. Changes in value of derivatives designated as cash flow hedges are recorded in AOCI on the consolidated balance sheets until earnings are affected by the variability of the underlying cash flows. At that time, the applicable amount of gain or loss from the derivative instrument that is deferred in shareholders' equity is reclassified into earnings and is included in other income (expense), net or cost of goods sold in the consolidated statements of earnings, depending on the underlying transaction that is being hedged. We report our derivative instruments on a gross basis.

Interest rate derivative instruments designated as fair value hedges are being used to manage the exposure to interest rate movements and to reduce borrowing costs by converting fixed-rate debt into floating-rate debt. Under these agreements, we agree to exchange, at specified intervals, the difference between fixed and floating interest amounts calculated by reference to an agreed-upon notional principal amount.

For derivative instruments designated as net investment hedges of our foreign operations, the gain or loss is recorded in the cumulative translation adjustment within AOCI together with the offsetting loss or gain of the hedged exposure of the underlying foreign operations. Any ineffective portion of the net investment hedges is reported in earnings during the period of change. Hedge effectiveness for equity forward contracts and foreign exchange net investment hedge forward contracts is assessed by comparing changes in fair value due to changes in spot rates for both the derivative and the hedged item.

Property, Plant and Equipment: Property, plant and equipment is stated at cost. Depreciation is generally computed by the straight-line method over the estimated useful lives of three to 30 years for buildings and improvements and three to ten years for machinery and equipment.

Goodwill and Other Intangible Assets: Goodwill represents the excess of purchase price over fair value of tangible net assets of acquired businesses at the acquisition date, after amounts allocated to other identifiable intangible assets.

Factors that contribute to the recognition of goodwill include synergies that are specific to our business and not available to other market participants and are expected to increase revenues and profits; acquisition of a talented workforce; cost savings opportunities; the strategic benefit of expanding our presence in core and adjacent markets; and diversifying our product portfolio.

The fair values of other identifiable intangible assets are primarily determined using the income approach. Other intangible assets include, but are not limited to, developed technology, customer and distributor relationships (which reflect expected continued customer

or distributor patronage) and trademarks and patents. Intangible assets with determinable useful lives are amortized on a straight-line basis over their estimated useful lives of four to 40 years. Certain acquired trade names are considered to have indefinite lives and are not amortized, but are assessed annually for potential impairment as described below. In certain of our acquisitions, we acquire in-process research and development (IPRD) which are indefinite-lived intangible assets. IPRD where research has been completed becomes a determinable-lived intangible asset and IPRD determined to have no future use becomes impaired.

Goodwill, Intangibles and Long-Lived Asset Impairment Tests: We perform our annual impairment test for goodwill in the fourth quarter of each year. We consider qualitative indicators of the fair value of a reporting unit when it is unlikely that a reporting unit has impaired goodwill. In certain circumstances, we may also utilize a discounted cash flow analysis that requires certain assumptions and estimates be made regarding market conditions and our future profitability. Indefinite-lived intangible assets are also tested at least annually for impairment by comparing the

individual carrying values to the fair value.

We review long-lived assets for indicators of impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The evaluation is performed at the lowest level of identifiable cash flows. Undiscounted cash flows expected to be generated by the related assets are estimated over the asset's useful life based on updated projections. If the evaluation indicates that the carrying amount of the asset may not be recoverable, any potential impairment is measured based upon the fair value of the related asset or asset group as determined by an appropriate market appraisal or other valuation technique. Assets classified as held for sale are recorded at the lower of carrying amount or fair value less costs to sell.

**Share-Based Compensation:** We use share based compensation in the form of stock options, restricted stock units (RSUs) and performance-based restricted stock units (PSUs). Compensation expense is recognized in the Consolidated Statements of Earnings based on the estimated fair value of the awards on the grant date. Compensation expense recognized reflects an estimate of the number of awards expected to vest after taking into consideration an estimate of award forfeitures based on actual experience and is recognized on a straight-line basis over the requisite service period, which is generally the period required to obtain full vesting. Management expectations related to the achievement of performance goals associated with PSU grants is assessed regularly and that assessment is used to determine whether PSU grants are expected to vest. If performance-based milestones related to PSU grants are not met or not expected to be met, any compensation expense recognized to date associated with grants that are not expected to vest will be reversed.

**Income Taxes:** Deferred income tax assets and liabilities are determined based on differences between financial reporting and income tax bases of assets and liabilities and are measured using the enacted income tax rates in effect for the years in which the differences are expected to reverse. Deferred income tax benefits generally represent the change in net deferred income tax assets and liabilities during the year. Other amounts result from adjustments related to acquisitions and foreign currency as appropriate.

We operate in multiple income tax jurisdictions both within the United States and internationally. Accordingly, management must determine the appropriate allocation of income to each of these jurisdictions based on current interpretations of complex income tax

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regulations. Income tax authorities in these jurisdictions regularly perform audits of our income tax filings. Income tax audits associated with the allocation of this income and other complex issues, including inventory transfer pricing and cost sharing, product royalty and foreign branch arrangements, may require an extended period of time to resolve and may result in significant income tax adjustments if changes to the income allocation are required between jurisdictions with different income tax rates.

## New Accounting Pronouncements Not Yet Adopted

In April 2015 the FASB issued ASU 2015-03, Interest - Imputation of Interest: Simplifying the Presentation of Debt Issuance Costs. This update requires an entity to present debt issuance costs related to a recognized debt liability as a direct deduction from the carrying amount of that debt liability consistent with debt discounts and is effective for financial statements issued for fiscal years beginning after December 15, 2015 and interim periods within those fiscal years. We adopted this standard on January 1, 2016 and do not expect it to have a material impact on the Consolidated Financial Statements.

In May 2014 the FASB issued ASU 2014-09, Revenue from Contracts with Customers. This guidance, which is effective for financial statements issued for fiscal years beginning after December 15, 2017, outlines a single, comprehensive model for accounting for revenue from contracts with customers. We plan to adopt this standard on January 1, 2018. We are still evaluating what impact, if any, that the standard will have on our financial statements.

## NOTE 2 - SUBSEQUENT EVENT

On February 1, 2016 we entered into a definitive agreement to acquire Sage Products, LLC (Sage) in an all cash transaction for \$2,775. Sage develops, manufactures and distributes disposable products targeted at reducing "Never Events," primarily in the intensive care unit and MedSurg hospital unit setting. Sage's products include solutions for oral care, skin preparation and protection, patient cleaning and hygiene, turning and positioning devices and heel care boots. This transaction is expected to close during the second quarter of 2016.

## NOTE 3 - CHANGES IN ACCUMULATED OTHER COMPREHENSIVE INCOME

| 2015                               | Marketable Securities | Pension Plans | Hedges | Financial Statement Translation | Total   |
|------------------------------------|-----------------------|---------------|--------|---------------------------------|---------|
| Beginning                          | \$3                   | \$(136)       | )\$13  | \$(134)                         | \$(254) |
| OCI before reclassifications       | 1                     | 15            | 2      | (362)                           | (344)   |
| Tax (benefit) expense on OCI       | (1)                   | )(4)          | )2     | (28)                            | )(31)   |
| Reclassifications out of AOCI, net |                       |               |        |                                 |         |
| Cost of Sales                      | —                     | 8             | (19)   | )—                              | (11)    |
| Other (income) expense             | (4)                   | )—            | —      | —                               | (4)     |
| Income tax expense (benefit)       | 1                     | (2)           | )6     | —                               | 5       |
| Net current period OCI             | \$(3)                 | )\$17         | \$9    | )(390)                          | )(385)  |
| Ending                             | \$—                   | \$(119)       | )\$4   | \$(524)                         | )(639)  |

| 2014                               | Marketable Securities | Pension Plans | Hedges | Financial Statement Translation | Total  |
|------------------------------------|-----------------------|---------------|--------|---------------------------------|--------|
| Beginning                          | \$—                   | \$(81)        | )\$7   | \$306                           | \$232  |
| OCI before reclassifications       | 12                    | (72)          | )10    | (440)                           | )(490) |
| Tax (benefit) expense on OCI       | (2)                   | )22           | (4)    | )—                              | 16     |
| Reclassifications out of AOCI, net |                       |               |        |                                 |        |
| Cost of Sales                      | —                     | (6)           | )1     | )—                              | (7)    |
| Other (income) expense             | (9)                   | )—            | —      | —                               | (9)    |
| Income tax expense (benefit)       | 2                     | 1             | 1      | —                               | 4      |
| Net current period OCI             | \$3                   | \$(55)        | )\$6   | \$(440)                         | )(486) |
| Ending                             | \$3                   | \$(136)       | )\$13  | \$(134)                         | )(254) |

## NOTE 4 - FAIR VALUE MEASUREMENTS

Financial assets and liabilities carried at fair value are classified and disclosed in one of the following three categories:  
Level 1 Quoted market prices in active markets for identical assets or liabilities.



Level 2           Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3           Unobservable inputs reflecting our assumptions or external inputs from active markets.

When applying fair value principles in the valuation of assets and liabilities, we are required to maximize the use of quoted market prices and minimize the use of unobservable inputs. We calculate the fair value of our Level 1 and Level 2 instruments based on the exchange traded price of similar or identical instruments, where available, or based on other observable inputs taking into account our credit risk and that of our counterparties. Foreign currency exchange contracts and interest rate hedges are included in Level 2 as we use inputs other than quoted prices that are observable for the asset or liability. The Level 2 derivative instruments are primarily valued using standard calculations and models that use readily observable market data as their basis. Our Level 3 liabilities represent milestone payments for acquisitions. The fair value of the liability was estimated using a discounted cash flow technique. Significant unobservable inputs to this technique included our probability assessments of occurrence of triggering events, appropriately discounted considering the uncertainties associated with the obligation. We remeasure our assets and liabilities each reporting period and record the changes in fair value within selling, general and administrative expense and the changes in the time value of money within other income (expense), net.

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|   |         |         |
|---|---------|---------|
|   | 2015    | 2014    |
| Cash and cash equivalents   | \$3,379 | \$1,795 |
| Trading marketable securities                                       | 82      | 80      |
| Level 1 - Assets  | \$3,461 | \$1,875 |
| Available-for-sale marketable securities                            |         |         |
| Corporate and asset-backed debt securities                          | \$214   | \$1,525 |
| Foreign government debt securities                                  | 96      | 726     |
| United States agency debt securities                                | 120     | 382     |
| United States treasury debt securities                              | 264     | 474     |
| Certificates of deposit   | 8       | 110     |
| Other   | —       | 12      |
| Total available-for-sale marketable securities                      | \$702   | \$3,229 |
| Foreign currency exchange forward contracts                         | 69      | 32      |
| Interest rate swap asset  | 15      | 10      |
| Level 2 - Assets  | \$786   | \$3,271 |
| Total assets measured at fair value                                 | \$4,247 | \$5,146 |
| Deferred compensation arrangements                                  | \$82    | \$80    |
| Level 1 - Liabilities   | \$82    | \$80    |
| Foreign currency exchange forward contracts                         | \$10    | \$12    |
| Interest rate swap liability  | 4       | —       |
| Level 2 - Liabilities   | \$14    | \$12    |
| Contingent consideration  |         |         |
| Beginning balance   | \$48    | \$59    |
| Additions   | 11      | —       |
| Losses included in earnings   | —       | 4       |
| Settlements   | (3      | )(15    |
| Balance at the end of the period                                    | \$56    | \$48    |
| Level 3 - Liabilities   | \$56    | \$48    |
| Total liabilities measured at fair value                            | \$152   | \$140   |
| Fair Value of Available for Sale Securities by Contractual Maturity |         |         |
|   | 2015    | 2014    |
| Due in one year or less   | \$588   | \$430   |
| Due after one year through three years                              | \$114   | \$2,505 |
| Due after three years   | \$—     | \$294   |

On December 31, 2015 the aggregate difference between the cost and fair value of available-for-sale marketable securities is not material. Interest receivable of \$2 related to our marketable securities portfolio was recorded in prepaid expenses and other current assets.

While some investments have been downgraded by rating agencies since their initial purchase, less than 1% of our investments in available-for-sale marketable securities had a credit quality rating of less than A2 (Moody's), A (Standard & Poors) and A (Fitch). We do not intend to sell the investments and it is not more likely than not that we will be required to sell the investments before recovery of their amortized cost basis, which may be maturity, we do not consider these investments to have other-than-temporarily impairment on December 31, 2015.

## Securities in a Continuous Unrealized Loss Position

|                            | Number of Investments | Fair Value |
|----------------------------|-----------------------|------------|
| Corporate and Asset-Backed | 98                    | \$117      |
| Foreign Government         | 10                    | 30         |
| United States Agency       | 8                     | 18         |

|                        |     |       |
|------------------------|-----|-------|
| United States Debt     | 15  | 38    |
| Certificate of Deposit | 6   | 4     |
| Total                  | 137 | \$207 |

On December 31, 2015 substantially all our investments with unrealized losses that are not deemed to be other-than-temporarily

impaired have been in a continuous unrealized loss position for less than twelve months and the losses are not considered material.

The total of interest and marketable securities income was \$14, \$28, and \$24 in 2015, 2014, and 2013. The amounts are included in other income (expense), net.

#### NOTE 5 - DERIVATIVE INSTRUMENTS

We use operational and economic hedges, foreign currency exchange forward contracts, net investment hedges and interest rate derivative instruments to manage the impact of currency exchange and interest rate fluctuations on earnings and cash flow. At the inception, the derivative is designated as a cash flow hedge, fair value hedge or is a free standing derivative. We do not enter into derivative instruments for speculative purposes.

##### Non-designated Foreign Exchange Forward Contract Derivatives

Derivative forward contracts are used to offset our exposure to the change in value of specific foreign currency denominated assets and liabilities. These derivatives are not designated as hedges and, therefore, changes in the value of these forward contracts are recognized in earnings, thereby offsetting the current earnings effect of the related changes in value of foreign currency denominated assets and liabilities. The estimated fair value of our forward currency exchange contracts represents the measurement of the contracts at month-end spot rates as adjusted by current forward points.

##### Designated Foreign Exchange Forward Contract Derivatives

We use a layered hedging program to hedge select anticipated foreign currency cash flows to reduce volatility in both cash flows and reported earnings. These foreign exchange contracts generally have maturities up to eighteen months. For derivative instruments that are designated and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative is reported as a component of AOCI and reclassified into other income (expense), net or cost of sales within earnings in the same period during which the hedged transaction affects earnings. Cash flows associated with these hedges are included in cash from operations in the same category as the cash flows from the items being hedged.

##### Designated Net Investment Hedges

We have designated certain long-term intercompany loans payable and forward exchange contracts as net investment hedges of our investments in certain international subsidiaries that use the Euro as their functional currency. The effective portion of derivatives designated as net investment hedges are recorded at fair value at each balance sheet date and the change in fair value is recorded as a component of AOCI. On December 31, 2015 the total after-tax amount in AOCI related to our designated net investment hedges was \$21. For derivative instruments that are designated and qualify as a net investment hedge, the effective portion of the derivative's gain or loss is reported as a component of OCI and recorded in AOCI.

We use the forward method to measure ineffectiveness. Under this method, for each reporting period, the change in the carrying value of the Euro-denominated amounts due to remeasurement of the effective portion is reported as a component of AOCI and the remaining change in the carrying value of the ineffective portion, if any, is recognized in other income (expense), net. The gain or loss related to settled net investment hedges will be subsequently reclassified into net earnings when the hedged net investment is either sold or substantially liquidated. We evaluate the effectiveness of our net investment hedges quarterly and did not record any ineffectiveness in 2015.

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|                              | Designated | Non-Designated | Total   |
|------------------------------|------------|----------------|---------|
| 2015                         |            |                |         |
| Gross notional amount        | \$889      | \$4,061        | \$4,950 |
| Maximum term in days         |            |                | 546     |
| Fair value:                  |            |                |         |
| Other current assets         | \$27       | \$41           | \$68    |
| Other noncurrent assets      | 1          | —              | 1       |
| Other current liabilities    | (6         | ) (3           | ) (9    |
| Other noncurrent liabilities | (1         | ) —            | (1      |
| Total fair value             | \$21       | \$38           | \$59    |
| 2014                         |            |                |         |
| Gross notional amount        | \$357      | \$2,085        | \$2,442 |
| Maximum term in days         |            |                | 546     |
| Fair value:                  |            |                |         |
| Other current assets         | \$18       | \$12           | \$30    |
| Other noncurrent assets      | 2          | —              | 2       |
| Other current liabilities    | —          | (12            | ) (12   |
| Total fair value             | \$20       | \$—            | \$20    |

We are exposed to credit loss in the event of nonperformance by counterparties on our outstanding forward currency exchange contracts but do not anticipate nonperformance by any of our counterparties. Should a counterparty default, our maximum exposure to loss is the asset balance of the instrument.

## Net Currency Exchange Rate Gains (Losses)

| Recorded in:                | 2015 | 2014   | 2013  |
|-----------------------------|------|--------|-------|
| Cost of sales               | \$19 | \$1    | \$—   |
| Other income (expense), net | (22  | ) (8   | ) 3   |
| Total                       | \$(3 | ) \$(7 | ) \$3 |

On December 31, 2015 and 2014 pretax gains on derivatives designated as hedges of \$17 and \$15, which are recorded in AOCI, are expected to be reclassified to earnings during the next 12 months. This reclassification is primarily due to the sale of inventory that includes previously hedged purchases. There have been no ineffective portions of derivatives that have resulted in gains or losses in any of the periods presented.

## Interest Rate Risk on Future Debt Issuance

Forward starting interest rate derivative instruments designated as cash flow hedges are used to manage the exposure to interest rate volatility with regard to future issuance and refinancing of debt. The effective portion of the gains or losses on forward starting interest rate derivative instruments that are designated and qualify as cash flow hedges is reported as a component of AOCI. Beginning in the period in which the debt refinancing occurs and the related derivative instruments is terminated, the effective portion of the gains or losses is then reclassified into interest expense over the term of the related debt.

On December 31, 2015 we had interest rate swaps with notional amounts of \$375 designated as forward starting interest rate swaps in anticipation of future debt issuances. The market value of outstanding interest rate swap agreements on December 31, 2015 was \$4, which is recorded in accrued expenses and other liabilities with an offsetting amount recorded in AOCI. Upon the probable issuance of the debt, these amounts will be released to interest expense over the term of the debt. The cash flow effect of this hedge is recorded in cash flow from operations.

## Fair Value Hedges

Interest rate derivative instruments designated as fair value hedges are used to manage the exposure to interest rate movements and to reduce borrowing costs by converting fixed-rate debt into floating-rate debt. Under these agreements we agree to exchange, at

specified intervals, the difference between fixed and floating interest amounts calculated by reference to an agreed-upon notional principal amount.

On December 31, 2015 we had interest rate swaps in gross notional amounts of \$500 designated as fair value hedges of underlying fixed rate obligations representing a portion of our \$600 senior unsecured notes due in 2024. There was no hedge ineffectiveness recorded as a result of these fair value hedges.

#### Fair Value Interest Rate Hedge Instruments

|                         | 2015  | 2014  |
|-------------------------|-------|-------|
| Gross notional amount   | \$500 | \$500 |
| Fair value:             |       |       |
| Other noncurrent assets | 15    | 10    |
| Long-term debt          | (15   | ) (10 |
| Total fair value        | \$—   | \$—   |

We are exposed to credit loss in the event of nonperformance by counterparties on our outstanding derivative instruments but do not anticipate nonperformance by any of our counterparties. Should a counterparty default, our maximum exposure to loss is the asset balance of the instrument.

#### NOTE 6 - ACQUISITIONS

##### 2015 Acquisitions

In January 2015 we acquired certain assets of CHG Hospital Beds, Inc. (CHG). CHG designs, manufactures and markets low-height hospital beds and related accessories. This acquisition enhances our product offerings within our MedSurg segment and is included in the 2015 Other column in the table below. Goodwill acquired associated with the CHG acquisition is deductible for tax purposes.

##### 2014 Acquisitions

In September 2014 we acquired certain assets of Small Bone Innovations, Inc. (SBI) for an aggregate purchase price of \$365. SBI products are designed and promoted for upper and lower extremity small bone indications, with a focus on small joint replacement. The acquisition of the assets of SBI enhances our product offerings within our Orthopaedics segment. Goodwill acquired associated with the SBI acquisition is deductible for tax purposes.

In April 2014 we acquired Berchtold Holding, AG (Berchtold) for an aggregate purchase price of \$184. Berchtold sells surgical tables, equipment booms and surgical lighting systems. In March 2014 we acquired Patient Safety Technologies, Inc. (PST), for an aggregate purchase price of \$120. PST's proprietary Safety-Sponge® System and SurgiCount 360™ compliance software help prevent Retained Foreign Objects in the operating room. In addition the acquisition of Pivot Medical Inc. which develops and sells innovative products for hip arthroscopy and other 2014 acquisitions are included in the 2014 Other column in the table below. These acquisitions enhance our product offerings within our MedSurg segment.

The measurement periods for our acquisitions in 2014 have been completed. Revisions to the original purchase price allocation were not material.

The purchase price allocations for the 2015 acquisitions were based upon preliminary valuations, and our estimates and assumptions are subject to change within the measurement period. On December 31, 2015 management is in the process of verifying data and finalizing information related to the 2015 acquisitions and the valuation and recording of identifiable intangible assets, deferred income taxes and the corresponding effect on the value of goodwill.

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## Purchase Price Allocation of Acquired Net Assets

|  | 2015   | 2014   |           |        |        |
|--|--------|--------|-----------|--------|--------|
|  | Other  | SBi    | Berchtold | PST    | Other  |
| Purchase price paid                        | \$ 138 | \$ 365 | \$ 184    | \$ 120 | \$ 216 |
| Contingent consideration                   | 9      | —      | —         | —      | —      |
| Total consideration                        | \$ 147 | \$ 365 | \$ 184    | \$ 120 | \$ 216 |
| Tangible assets acquired:                  |        |        |           |        |        |
| Cash                                       | —      | —      | 12        | —      | —      |
| Inventory                                  | 10     | 23     | 22        | 7      | 5      |
| Other assets                               | 17     | 6      | 44        | 19     | 25     |
| Liabilities                                | (5 )   | (2 )   | (45 )     | (31 )  | (29 )  |
| Intangible assets:                         |        |        |           |        |        |
| Customer relationship                      | 12     | 20     | 11        | 33     | 5      |
| Trade name                                 | 2      | —      | 7         | —      | —      |
| Developed technology and patents           | 51     | 73     | 32        | 26     | 115    |
| Other                                      | 2      | 1      | —         | —      | —      |
| IPRD                                       | —      | 1      | —         | —      | 2      |
| Goodwill                                   | 58     | 243    | 101       | 66     | 93     |
|  | \$ 147 | \$ 365 | \$ 184    | \$ 120 | \$ 216 |
| Weighted average life of intangible assets | 10     | 12     | 8         | 14     | 12     |

## NOTE 7 - GOODWILL AND OTHER INTANGIBLE ASSETS

We completed our annual impairment tests of goodwill in 2015 and 2014 and concluded in each year that no impairments exist.

## Summary of Other Intangible Assets

|                                     | Weighted Average<br>Amortization Period<br>(Years) | Gross<br>Carrying<br>Amount | Less<br>Accumulated<br>Amortization | Net<br>Carrying<br>Amount |
|-------------------------------------|--|-----------------------------|-------------------------------------|---------------------------|
| Developed technologies              |  |                             |                                     |                           |
| 2015                                | 13   | \$ 1,597                    | \$ 563                              | \$ 1,034                  |
| 2014                                | 13   | 1,468                       | 466                                 | 1,002                     |
| Customer relationships              |  |                             |                                     |                           |
| 2015                                | 15   | \$ 788                      | \$ 290                              | \$ 498                    |
| 2014                                | 15   | 801                         | 239                                 | 562                       |
| Patents                             |  |                             |                                     |                           |
| 2015                                | 11   | \$ 309                      | \$ 191                              | \$ 118                    |
| 2014                                | 12   | 293                         | 175                                 | 118                       |
| Trademarks                          |  |                             |                                     |                           |
| 2015                                | 10   | \$ 109                      | \$ 41                               | \$ 68                     |
| 2014                                | 14   | 112                         | 37                                  | 75                        |
| In-process research and development |  |                             |                                     |                           |
| 2015                                |  | \$ 25                       | \$ —                                | \$ 25                     |
| 2014                                |  | 201                         | —                                   | 201                       |
| Other                               |  |                             |                                     |                           |
| 2015                                | 13   | \$ 108                      | \$ 57                               | \$ 51                     |
| 2014                                | 12   | 111                         | 51                                  | 60                        |
| Total                               |  |                             |                                     |                           |
| 2015                                | 13   | \$ 2,936                    | \$ 1,142                            | \$ 1,794                  |
| 2014                                | 13   | \$ 2,986                    | \$ 968                              | \$ 2,018                  |

## Changes in the Net Carrying Value of Goodwill by Segment

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|                           | Orthopaedics | MedSurg | Neurotechnology and Spine | Total   |
|---------------------------|--------------|---------|---------------------------|---------|
| 2013                      | \$2,227      | \$506   | \$1,111                   | \$3,844 |
| Additions and adjustments | 186          | 231     | 23                        | 440     |
| Foreign exchange          | (27          | )(11    | )(60                      | )(98 )  |
| 2014                      | \$2,386      | \$726   | \$1,074                   | \$4,186 |
| Additions and adjustments | 20           | 46      | —                         | 66      |
| Foreign exchange          | (62          | )(10    | (64                       | )(116 ) |
| 2015                      | \$2,344      | \$782   | \$1,010                   | \$4,136 |

Amortization expense related to intangible assets was \$210, \$188 and \$138 for 2015, 2014 and 2013.

Estimated Amortization Expense

| 2016  | 2017  | 2018  | 2019  | 2020  |
|-------|-------|-------|-------|-------|
| \$202 | \$183 | \$181 | \$165 | \$148 |

During 2015 we placed certain in process research and development assets into service as a result of the Food and Drug Administration's (FDA) clearance of our Mako total knee application.

NOTE 8 - CONTINGENCIES AND COMMITMENTS

We are involved in various ongoing proceedings, legal actions and claims arising in the normal course of business, including proceedings related to product, labor, intellectual property and other matters that are more fully described below. The outcomes of these matters will generally not be known for prolonged periods of time. In certain of the legal proceedings, the claimants seek damages as well as other compensatory and equitable relief that could result in the payment of significant claims and settlements and/or the imposition of injunctions or other equitable relief. For legal matters for which management has sufficient information to reasonably estimate our future obligations, a liability representing management's best estimate of the probable loss, or the minimum of the range of probable losses when a best estimate within the range is not known, is recorded. The estimates are based on consultation with legal counsel, previous settlement experience and settlement strategies. If actual outcomes are less favorable than those estimated by management, additional expense may be incurred, which could unfavorably affect future operating results. We are self-insured for product liability-related claims and expenses. The ultimate cost to us with respect to product liability claims could be materially different than the amount of the current estimates and accruals and could have a material adverse effect on our financial position, results of operations and cash flows.

In June 2012 we voluntarily recalled our Rejuvenate and ABG II Modular-Neck hip stems and terminated global distribution of these hip products. Product liability lawsuits relating to this voluntary recall have been filed against us. On November 3, 2014 we announced that we had entered into a settlement agreement to compensate eligible United States patients who had revision surgery to replace their Rejuvenate and/or ABG II Modular-Neck hip stem prior to that date. We continue to offer support for recall-related care and reimburse patients who are not eligible to enroll in the settlement program for testing and treatment services, including any necessary revision surgeries. In addition, some lawsuits will remain and we will continue to defend against them. Based on the information that has been received, the actuarially determined range of probable loss to resolve this matter globally is estimated to be approximately \$1,824 (\$2,056 before \$232 of third-party insurance recoveries) to \$2,416. In 2015 we recorded additional charges to earnings of \$295, net of insurance recoveries, representing the excess of the minimum of the range over the previously recorded reserves. In 2015 we made recall-related payments totaling \$1,202 under the United States Rejuvenate and ABG II settlement agreement. The final outcome of this matter is dependent on many factors that are difficult to predict including the number of enrollees in the settlement program and the total awards to them, the number and costs of patients not eligible for the settlement program who seek testing and treatment services and require revision surgery and the number and actual costs to resolve the remaining lawsuits. Accordingly, the ultimate cost to resolve this entire matter globally may be materially different than the amount of the current estimate and accruals and could have a material adverse effect on our financial position, results of operations and cash flows.

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In 2010 we filed a lawsuit in federal court against Zimmer Biomet Holdings, Inc. (Zimmer), alleging that a Zimmer product infringed three of our patents. In 2013 following a jury trial favorable to us, the trial judge entered a final judgment that, among other things, awarded us damages of \$76 and ordered Zimmer to pay us enhanced damages. Zimmer appealed this ruling. In December 2014 the Federal Circuit affirmed the damages awarded to us, reversed the order for enhanced damages and remanded the issue of attorney fees to the trial court. The Federal Circuit denied our petition for a rehearing en banc on the issue of enhanced damages but on October 19, 2015 the United States Supreme Court agreed to hear our appeal on this issue. In May 2015 the trial court entered a stipulated final judgment that, among other things, required Zimmer to pay us the base amount of damages and interest, while the issues of enhanced damages and attorney fees continue to be pursued. In 2015 we received payment of \$54, net of legal costs, which has been recorded within selling, general and administrative expenses.

In April 2011 Hill-Rom Company, Inc. and affiliated entities (Hill-Rom) brought a lawsuit against us alleging infringement under United States patent laws with respect to nine patents related to electrical network communications for hospital beds. On March 31, 2015 the court granted the parties' joint motion to dismiss with prejudice the claims and counterclaims associated with three of these patents. The case has been stayed with respect to the remaining six patents, which currently are under reexamination by the United States Patent Office. The ultimate resolution of this matter cannot be predicted and it is not possible at this time for us to estimate any probable loss or range of probable losses; however, the ultimate result could have a material adverse effect on our financial position, results of operations and cash flows.

## Purchase Commitments and Operating Leases

We have purchase commitments for materials, supplies, services and property, plant and equipment as part of the normal course of business. In addition, we lease various manufacturing, warehousing and distribution facilities, administrative and sales offices as well as equipment under operating leases. Rent expense totaled \$101, \$103, and \$100 in 2015, 2014 and 2013.

## Future Commitments under Purchase Obligations and Leases

|                        | 2016  | 2017  | 2018 | 2019 | 2020 | Thereafter |
|------------------------|-------|-------|------|------|------|------------|
| Purchase obligations   | \$802 | \$125 | \$62 | \$55 | \$2  | \$67       |
| Minimum lease payments | \$69  | \$51  | \$39 | \$28 | \$20 | \$56       |

## NOTE 9 - DEBT AND CREDIT FACILITIES

In October 2015 we sold \$750 of senior unsecured notes due 2025 (2025 Notes). The 2025 Notes bear interest at 3.375% per year and, unless previously redeemed, will mature on November 1, 2025. In 2015 we repaid \$500 of our senior unsecured notes that were due on January 15, 2015. Our commercial paper program allows us to have a maximum of \$1,250 in commercial paper outstanding, with maturities up to 397 days from the date of issuance. On December 31, 2015 there were no amounts outstanding under our commercial paper program.

## Summary of Total Debt

|                         |           | 2015    | 2014    |
|-------------------------|-----------|---------|---------|
| Senior unsecured notes: |           |         |         |
| Rate                    | Due       |         |         |
| 3.000%                  | 1/15/2015 | \$—     | \$500   |
| 2.000%                  | 9/30/2016 | 750     | 750     |
| 1.300%                  | 4/1/2018  | 599     | 598     |
| 4.375%                  | 1/15/2020 | 498     | 498     |
| 3.375%                  | 5/15/2024 | 610     | 605     |
| 3.375%                  | 11/1/2025 | 750     | —       |
| 4.100%                  | 4/1/2043  | 395     | 395     |
| 4.375%                  | 5/15/2044 | 398     | 398     |
| Commercial paper        |           | —       | 200     |
| Other                   |           | 22      | 29      |
| Total debt              |           | \$4,022 | \$3,973 |



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|                         |         |         |
|-------------------------|---------|---------|
| Less current maturities | 769     | 727     |
| Total long-term debt    | \$3,253 | \$3,246 |

Certain of our credit facilities require us to comply with financial and other covenants. We were in compliance with all covenants on December 31, 2015. We have lines of credit, issued by various financial institutions, available to fund our day-to-day operating needs. On December 31, 2015 we had \$1,236 of borrowing capacity available under all of our existing credit facilities.

On December 31, 2015 the total unamortized debt issuance costs incurred in connection with our outstanding notes were \$24. The fair value of long-term debt (including current maturities and excluding the interest rate hedge) on December 31, 2015 and 2014 was \$4,009 and \$3,811. Substantially all of our long-term debt is classified within Level 1 of the fair value hierarchy because the fair value of the debt is estimated based on rates with identical terms and maturities, using quoted active market prices and yields, taking into account the underlying terms of the debt instruments.

Interest expense, including required fees incurred on outstanding debt and credit facilities, which is included in other expense totaled \$108, \$113, and \$83 in 2015, 2014 and 2013.

NOTE 10 - CAPITAL STOCK

Dividends Declared per Share of Common Stock

2015 Quarter

|         |         |         |         |
|---------|---------|---------|---------|
| Mar 31  | Jun 30  | Sep 30  | Dec 31  |
| \$0.345 | \$0.345 | \$0.345 | \$0.380 |

Share Repurchases

In 2015 we repurchased 7.4 million shares at a cost of \$700 under our repurchase programs. The manner, timing and amount of purchases is determined by management based on an evaluation of market conditions, stock price and other factors and is subject to regulatory considerations. Purchases are made from time-to-time in the open market, in privately negotiated transactions or otherwise. On December 31, 2015 the total dollar value of shares that could be purchased under our authorized repurchase programs was \$1,883.

Other Capital Stock Information

Shares reserved for future compensation grants of our common stock were 15 million and 19 million at December 31, 2015 and 2014. We have 0.5 million authorized shares of \$1 par value preferred stock, none of which is outstanding.

Stock Options

We have long-term incentive plans from which we grant stock options to certain key employees and non-employee directors at an exercise price not less than the fair market value of the underlying

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common stock, which is the closing quoted price of our common stock on the day prior to the date of grant. The options are granted for periods of up to 10 years and become exercisable in varying installments.

We measure the cost of employee stock options based on the grant-date fair value and recognize that cost using the straight-line method over the period during which a recipient is required to provide services in exchange for the options, typically the vesting period. The weighted-average fair value per share of options is estimated on the date of grant using the Black-Scholes option pricing model.

## Option Value and Assumptions

|                                       |           |   |           |   |           |   |
|---------------------------------------|-----------|---|-----------|---|-----------|---|
|                                       | 2015      |   | 2014      |   | 2013      |   |
| Weighted-average fair value per share | \$22.55   |   | \$15.80   |   | \$15.24   |   |
| Assumptions:                          |           |   |           |   |           |   |
| Risk-free interest rate               | 1.8       | % | 2.1       | % | 1.3       | % |
| Expected dividend yield               | 1.6       | % | 1.8       | % | 1.9       | % |
| Expected stock price volatility       | 25.5      | % | 20.2      | % | 27.9      | % |
| Expected option life                  | 7.3 years |   | 7.1 years |   | 7.1 years |   |

The risk-free interest rate for periods within the expected life of options granted is based on the United States Treasury yield curve in effect at the time of grant. Expected stock price volatility is based on the historical volatility of our stock. The expected option life, representing the period of time that options granted are expected to be outstanding, is based on historical option exercise and employee termination data.

## Summary of 2015 Stock Option Activity

|                          | Shares (in millions) | Weighted Average Exercise Price | Weighted-Average Remaining Term (in years) | Aggregate Intrinsic Value |
|--------------------------|----------------------|---------------------------------|--|---------------------------|
| Outstanding January 1    | 15.2                 | \$59.97                         |  |                           |
| Granted                  | 2.4                  | 93.06                           |  |                           |
| Exercised                | (2.4)                | ) 53.31                         |  |                           |
| Cancelled                | (0.3)                | ) 73.56                         |  |                           |
| Outstanding December 31  | 14.9                 | \$65.85                         | 5.7  | \$402.9                   |
| Exercisable December 31  | 8.3                  | \$56.67                         | 3.9  | \$302.2                   |
| Options expected to vest | 6.0                  | \$77.02                         | 7.9  | \$95.9                    |

The aggregate intrinsic value, which represents the cumulative difference between the fair market value of the underlying common stock and the option exercise prices, of options exercised was \$98, \$113, and \$97 during 2015, 2014 and 2013. Exercise prices for options outstanding ranged from \$38.71 to \$102.27 on December 31, 2015. On December 31, 2015 there was \$79 of unrecognized compensation cost related to nonvested stock options granted under the long-term incentive plans; that cost is expected to be recognized over the weighted-average period of approximately 1.6 years.

## Restricted Stock Units (RSUs) and Performance Stock Units (PSUs)

We grant RSUs to key employees and non-employee directors and PSUs to certain key employees under our long-term incentive plans. The fair value of RSUs is determined based on the number of shares granted and the closing quoted price of our common stock on the day prior to the date of grant, adjusted for the fact that RSUs do not include anticipated dividends. RSUs generally vest in one-third increments over a three-year period and are settled in stock. PSUs are earned over a three-year performance cycle and vest in March of the year following the end of that performance cycle. The number of PSUs that will ultimately be earned is based on our performance

relative to pre-established goals during that three-year performance cycle.

The fair value of PSUs is determined based on the closing quoted price of our common stock on the day prior to the date of grant.

## Summary of 2015 RSU and PSU Activity

|                          | Shares<br>(in millions) |        | Weighted<br>Average<br>Grant date<br>Fair value |         |
|--------------------------|-------------------------|--------|---|---------|
|                          | RSUs                    | PSUs   | RSUs  | PSUs    |
| Nonvested on January 1   | 1.3                     | 0.3    | \$65.04   | \$66.18 |
| Granted                  | 0.6                     | 0.1    | 88.47   | 92.96   |
| Vested                   | (0.7 )                  | —      | 60.54   | 54.31   |
| Canceled                 | (0.1 )                  | (0.1 ) | 74.35   | 54.03   |
| Nonvested on December 31 | 1.1                     | 0.3    | \$79.71   | \$79.02 |

On December 31, 2015 there was \$53 of unrecognized compensation cost related to nonvested RSUs. That cost is expected to be recognized as expense over the weighted-average period of approximately 1.0 year. The weighted-average grant date fair value per share of RSUs granted was \$88.47 and \$76.61 in 2015 and 2014. The fair value of RSUs vested in 2015 was \$43. On December 31, 2015 there was \$18 of unrecognized compensation cost related to nonvested PSUs; that cost is expected to be recognized as expense over the weighted-average period of approximately 1.3 years.

#### Employee Stock Purchase Plans (ESPP)

Full- and part-time employees may participate in our ESPP provided they meet certain eligibility requirements. The purchase price for our common stock under the terms of the ESPP is defined as 95% of the closing stock price on the last trading day of a purchase period. We issued 157,931 and 150,167 shares under the ESPP during 2015 and 2014.

#### NOTE 11 - RETIREMENT PLANS

##### Defined Contribution Plans

We provide certain employees with defined contribution plans. A portion of our retirement plan expense under the defined contribution plans is funded with Stryker common stock. The use of Stryker common stock represents a non-cash operating activity that is not reflected in the consolidated statements of cash flows.

|  | 2015  | 2014  | 2013  |
|--|-------|-------|-------|
| Plan expense                               | \$148 | \$132 | \$132 |
| Expense funded with Stryker common stock   | 20    | 18    | 16    |
| Stryker common stock held by plan          |       |       |       |
| Dollar amount                              | 203   | 198   | 150   |
| Shares (in millions of shares)             | 2.2   | 2.1   | 2.0   |
| Value as a percentage of total plan assets | 11 %  | 11 %  | 9 %   |

##### Defined Benefit Plans

Certain of our subsidiaries have both funded and unfunded defined benefit pension plans covering some or all of their employees. Substantially all of the defined benefit pension plans have projected benefit obligations in excess of plan assets.

##### Discount Rate

The discount rates were selected using a hypothetical portfolio of high quality bonds on December 31 that would provide the necessary cash flows to match our projected benefit payments.

##### Expected Return on Plan Assets

The expected return on plan assets is determined by applying the target allocation in each asset category of plan investments to the anticipated return for each asset category based on historical and projected returns.

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## Components of Net Periodic Pension Cost

|  | 2015  |   | 2014   |   | 2013  |   |
|--|-------|---|--------|---|-------|---|
| Net periodic benefit cost:                                   |       |   |        |   |       |   |
| Service cost   | \$(36 | ) | \$(26  | ) | \$(30 | ) |
| Interest cost  | (10   | ) | (13    | ) | (13   | ) |
| Expected return on plan assets                               | 11    |   | 10     |   | 10    |   |
| Amortization of prior service cost and transition amount     | 1     |   | 1      |   | 1     |   |
| Recognized actuarial loss                                    | (13   | ) | (7     | ) | (8    | ) |
| Net periodic benefit cost                                    | \$(47 | ) | \$(35  | ) | \$(40 | ) |
| Changes in assets and benefit obligations recognized in OCI: |       |   |        |   |       |   |
| Net actuarial gain (loss)                                    | \$26  |   | \$(88  | ) | \$28  |   |
| Recognized net actuarial loss                                | 13    |   | 7      |   | 8     |   |
| Prior service cost and transition amount                     | (1    | ) | 4      |   | (1    | ) |
| Total recognized in OCI                                      | \$38  |   | \$(77  | ) | \$35  |   |
| Total recognized in net periodic benefit cost and OCI        | \$(9  | ) | \$(112 | ) | \$(5  | ) |

## Assumptions

Weighted-average rates used to determine net periodic benefit cost:

|  |     |   |     |   |     |   |
|--|-----|---|-----|---|-----|---|
| Discount rate  | 2.0 | % | 3.2 | % | 2.9 | % |
| Expected return on plan assets   | 4.0 | % | 3.7 | % | 3.7 | % |
| Rate of compensation increase  | 2.9 | % | 2.9 | % | 3.0 | % |
| Weighted-average discount rate used to determine projected benefit obligations | 2.1 | % | 2.0 | % | 3.2 | % |

## Investment Strategy

The investment strategy for our defined benefit pension plans is to meet the liabilities of the plans as they fall due and to maximize the return on invested assets within appropriate risk tolerances.

|  | 2015   |   | 2014   |   |
|--|--------|---|--------|---|
| Funded status                            |        |   |        |   |
| Fair value of plan assets                | \$289  |   | \$310  |   |
| Benefit obligations                      | (529   | ) | (570   | ) |
| Funded status                            | \$(240 | ) | \$(260 | ) |
| Reported as:                             |        |   |        |   |
| Current liabilities—accrued compensation | \$(1   | ) | \$(1   | ) |
| Noncurrent liabilities—other liabilities | (239   | ) | (259   | ) |
| Pre-tax amounts recognized in AOCI       |        |   |        |   |
| Unrecognized net actuarial loss          | (155   | ) | (195   | ) |
| Unrecognized prior service cost          | 13     |   | 15     |   |
| Total                                    | \$(142 | ) | \$(180 | ) |

The estimated net actuarial loss for the defined benefit pension plans to be reclassified from AOCI into net periodic benefit cost is \$7 in 2016. We estimate that an immaterial amount of amortization of prior service cost and transition amount for the defined benefit pension plans will be reclassified from AOCI into net periodic benefit cost in 2016.

## Change in Benefit Obligations

|   | 2015  |   | 2014  |   |
|---|-------|---|-------|---|
| Beginning Projected benefit obligations | \$570 |   | \$456 |   |
| Service cost                            | 36    |   | 26    |   |
| Interest cost                           | 10    |   | 13    |   |
| Foreign exchange impact                 | (43   | ) | (43   | ) |
| Employee contributions                  | 6     |   | 6     |   |

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|  |       |   |       |   |
|--|-------|---|-------|---|
| Actuarial (gains) losses               | (21   | ) | 134   |   |
| Plan amendments                        | —     |   | (5    | ) |
| Acquisitions                           | —     |   | 5     |   |
| Benefits paid                          | (29   | ) | (22   | ) |
| Ending Projected benefit obligations   | \$529 |   | \$570 |   |
| Ending Accumulated benefit obligations | \$505 |   | \$533 |   |
| Change in Plan Assets                  |       |   |       |   |
|  | 2015  |   | 2014  |   |
| Beginning Fair value of plan assets    | \$310 |   | \$281 |   |
| Actual return                          | 2     |   | 46    |   |
| Employer contributions                 | 16    |   | 18    |   |
| Employee contributions                 | 6     |   | 6     |   |
| Foreign exchange impact                | (18   | ) | (24   | ) |
| Acquisition                            | —     |   | 3     |   |
| Benefits paid                          | (27   | ) | (20   | ) |
| Ending Fair value of plan assets       | \$289 |   | \$310 |   |

Weighted-Average Target and Actual Allocation of Plan Assets by Asset Category

|                   | 2015   |        | 2014   |  |
|-------------------|--------|--------|--------|--|
|                   | Target | Actual | Actual |  |
| Equity securities | 29 %   | 31 %   | 30 %   |  |
| Debt securities   | 50     | 48     | 48     |  |
| Other             | 21     | 21     | 22     |  |
| Total             | 100 %  | 100 %  | 100 %  |  |

Valuation of Our Pension Plan Assets by Pricing Categories

|                           | Level |      |      | Total |
|---------------------------|-------|------|------|-------|
|                           | 1     | 2    | 3    |       |
| 2015                      |       |      |      |       |
| Cash and cash equivalents | \$6   | \$—  | \$—  | \$6   |
| Equity securities         | 67    | 22   | —    | 89    |
| Corporate debt securities | 135   | —    | —    | 135   |
| Other                     | 19    | 9    | 31   | 59    |
| Total                     | \$227 | \$31 | \$31 | \$289 |
| 2014                      |       |      |      |       |
| Cash and cash equivalents | \$6   | \$—  | \$—  | \$6   |
| Equity securities         | 99    | 26   | —    | 125   |
| Corporate debt securities | 121   | —    | —    | 121   |
| Other                     | 17    | 8    | 33   | 58    |
| Total                     | \$243 | \$34 | \$33 | \$310 |

Our Level 3 pension plan assets (See Note 4 for an explanation of our fair value hierarchy) consist primarily of guaranteed investment contracts with insurance companies. The insurance contracts guarantee us principal repayment and a fixed rate of return. Our valuation of Level 3 assets is based on third-party actuarial valuations that are an estimation of the surrender value of the guaranteed investment contract between us and the insurance company. The surrender value equals the actuarial value of the notional investments underlying the guaranteed investment contract, using the actuarial assumptions as stated in the guaranteed investment contract.

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## Rollforward of Level 3 Pension Plan Assets

|   | 2015 | 2014 |
|---|------|------|
| Balance on January 1                                    | \$33 | \$22 |
| Actual return on plan assets held at the reporting date | (2 ) | 11   |
| Balance on December 31                                  | \$31 | \$33 |

## Estimated Future Benefit Payments

| 2016 | 2017 | 2018 | 2019 | 2020 | 2021-2025 |
|------|------|------|------|------|-----------|
| \$14 | \$14 | \$13 | \$14 | \$13 | \$77      |

We expect to contribute \$18 to our defined benefit pension plans in 2016.

## NOTE 12 - INCOME TAXES

Our effective tax rate was 17.1%, 55.6% and 17.0% for 2015, 2014 and 2013. The effective income tax rate for 2014 includes the tax impacts of the establishment of a European regional headquarters and the cash repatriation which was executed in 2015. In 2015 we retroactively adopted ASU 2015-17 Income Taxes (Topic 740) Balance Sheet Classification of Deferred Taxes that amends the balance sheet classification of deferred taxes.

## Earnings Before Income Taxes

|               | 2015    | 2014    | 2013    |
|---------------|---------|---------|---------|
| United States | \$475   | \$355   | \$193   |
| International | 1,260   | 805     | 1,019   |
| Total         | \$1,735 | \$1,160 | \$1,212 |

## Components of Income Tax Expense

|   | 2015  | 2014  | 2013    |
|---|-------|-------|---------|
| Current income tax expense                  |       |       |         |
| United States federal                       | \$78  | \$213 | \$79    |
| United States state and local               | 23    | 26    | 29      |
| International                               | 108   | 346   | 75      |
| Total current income tax expense            | \$209 | \$585 | \$183   |
| Deferred income tax expense (benefit)       |       |       |         |
| United States federal                       | \$2   | \$9   | \$(52 ) |
| United States state and local               | 8     | (16 ) | (4 )    |
| International                               | 77    | 67    | 79      |
| Total deferred income tax expense (benefit) | \$87  | \$60  | \$23    |
| Total income tax expense                    | \$296 | \$645 | \$206   |

Interest and penalties included in other income (expense), net were (\$4), \$8 and \$12 in 2015, 2014 and 2013.

In 2013 we recorded income tax benefits related to favorable audit resolutions in multiple jurisdictions. The United States federal deferred income tax expense (benefit) includes the utilization of net operating loss carryforwards of \$79, \$78 and \$16 in 2015, 2014 and 2013.

## Reconciliation of the United States Federal Statutory Income Tax Rate to our Effective Income Tax Rate

|  | 2015    | 2014   | 2013    |
|--|---------|--------|---------|
| United States federal statutory rate                               | 35.0 %  | 35.0 % | 35.0 %  |
| Add (deduct):  |         |        |         |
| United States state and local income taxes, less federal deduction | 2.1     | 2.2    | 1.4     |
| Foreign income tax at rates other than 35%                         | (17.6 ) | 4.9    | (13.7 ) |
| Tax related to repatriation of foreign earnings                    | (3.9 )  | 10.1   | —       |
| Other  | 1.5     | 3.4    | (5.7 )  |
|  | 17.1 %  | 55.6 % | 17.0 %  |

## Deferred Income Tax Assets and Liabilities

| 2015 | 2014 |
|------|------|
|------|------|

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|  |         |         |
|--|---------|---------|
| Deferred income tax assets:              |         |         |
| Inventories                              | \$513   | \$585   |
| Product related liabilities              | 116     | 167     |
| Other accrued expenses                   | 206     | 226     |
| Depreciation and amortization            | 4       | 44      |
| State income taxes                       | 43      | 68      |
| Share-based compensation                 | 79      | 90      |
| Net operating loss carryforwards         | 47      | 123     |
| Other                                    | 143     | 143     |
| Total deferred income tax assets         | \$1,151 | \$1,446 |
| Less valuation allowances                | (47)    | (42)    |
| Total deferred income tax assets, net    | \$1,104 | \$1,404 |
| Deferred income tax liabilities:         |         |         |
| Depreciation and amortization            | \$(586) | \$(666) |
| Undistributed earnings                   | (50)    | (132)   |
| Other                                    | (26)    | (54)    |
| Total deferred income tax liabilities    | \$(662) | \$(852) |
| Net deferred income tax assets           | \$442   | \$552   |
| Reported as:                             |         |         |
| Noncurrent assets—Other                  | \$477   | \$594   |
| Noncurrent liabilities—Other liabilities | (35)    | (42)    |
| Total                                    | \$442   | \$552   |

Accrued interest and penalties were \$30 and \$26, which was reported in accrued expenses and other liabilities, both current and noncurrent, on December 31, 2015 and 2014.

Net operating loss carryforwards totaling \$152 on December 31, 2015 are available to reduce future taxable earnings of certain domestic and foreign subsidiaries. United States loss carryforwards of \$81 expire through 2028.

International loss carryforwards of \$71 began to expire in 2015; however, some have no expiration. Of these carryforwards, \$43 are subject to a full valuation allowance. We also have a tax credit carryforward of \$36 with a full valuation allowance. These credits have no expiration; however, we do not anticipate generating income tax in excess of the credits in the foreseeable future.

No provision has been made for United States federal and state income taxes or international income taxes that may result from future remittances of the undistributed earnings of foreign subsidiaries that are determined to be indefinitely reinvested (\$7,166 on December 31, 2015). Determination of the amount of any unrecognized deferred income tax liability on these is not practicable.

Changes in the Amounts Recorded for Uncertain Income Tax Positions

|  | 2015  | 2014  |
|--|-------|-------|
| Balance at beginning of year                           | \$315 | \$204 |
| Increases related to current year income tax positions | 21    | 133   |
| Increases related to prior year income tax positions   | 3     | 23    |
| Decreases related to prior year income tax positions:  |       |       |
| Settlements and resolutions of income tax audits       | (9)   | (33)  |
| Statute of limitations expirations                     | (6)   | (1)   |
| Foreign currency translation                           | (11)  | (6)   |
| Other  | —     | (5)   |
| Balance at end of year                                 | \$313 | \$315 |
| Reported as:   |       |       |
| Current liabilities—Income taxes                       | \$9   | \$3   |
| Noncurrent liabilities—Other liabilities               | 304   | 312   |
| Total  | \$313 | \$315 |

Dollar amounts in millions except per share amounts or as otherwise specified.

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Our income tax expense could have been reduced by \$304 and \$307 on December 31, 2015 and 2014, had these uncertain income tax positions been favorably resolved. It is reasonably possible that the amount of unrecognized tax benefits will significantly change due to one or more of the following events in the next twelve months: expiring statutes, audit activity, tax payments, competent authority proceedings related to transfer pricing or final decisions in matters that are the subject of controversy in various taxing jurisdictions in which we operate, including inventory transfer pricing and cost sharing, product royalty and foreign branch arrangements. We are not able to reasonably estimate the amount or the future periods in which changes in unrecognized tax benefits may be resolved; however, we anticipate certain unrecognized tax benefits related to some examinations to be resolved within the next twelve months. As a result, it is reasonably possible that the gross unrecognized tax benefits could decrease by amounts up to \$55 because of these potential resolved examinations. Interest and penalties incurred associated with uncertain tax positions are included in other income (expense), net.

In the normal course of business, income tax authorities in various income tax jurisdictions both within the United States and internationally conduct routine audits of our income tax returns filed in prior years. These audits are generally designed to determine if individual income tax authorities are in agreement with our interpretations of complex income tax regulations regarding the allocation of income to the various income tax jurisdictions. Income tax years are open from 2010 through the current year for the United States federal jurisdiction; income tax years open for our other major jurisdictions range from 2005 through the current year.

## NOTE 13 - SEGMENT AND GEOGRAPHIC DATA

We segregate our operations into three reportable business segments: Orthopaedics, MedSurg, and Neurotechnology and Spine. The Orthopaedics segment includes reconstructive (hip and knee) and trauma implant systems and other related products. The MedSurg segment includes surgical equipment and surgical navigation systems; endoscopic and communications systems; patient handling and emergency medical equipment; and reprocessed and remanufactured medical devices and other related products. The Neurotechnology and Spine segment includes neurovascular products, spinal implant systems and other related products.

The Corporate and Other category shown in the table below includes corporate and global manufacturing operations and administration, central research and development initiatives, interest expense, interest and marketable securities income and share-based compensation, which includes compensation related to both employee and director stock option, restricted stock unit and performance stock unit grants. Certain prior year amounts have been reclassified to conform with the current year presentation of our segments.

## Results by Reportable Segments

|                                       | 2015    | 2014    | 2013    |
|---------------------------------------|---------|---------|---------|
| Orthopaedics                          | \$4,223 | \$4,153 | \$3,949 |
| MedSurg                               | 3,895   | 3,781   | 3,414   |
| Neurotechnology & Spine               | 1,828   | 1,741   | 1,658   |
| Net sales                             | \$9,946 | \$9,675 | \$9,021 |
| Orthopaedics                          | \$290   | \$319   | \$273   |
| MedSurg                               | 117     | 113     | 84      |
| Neurotechnology & Spine               | 132     | 134     | 135     |
| Segment depreciation and amortization | \$539   | \$566   | \$492   |
| Corporate and Other                   | 51      | 20      | 19      |
| Total depreciation and amortization   | \$590   | \$586   | \$511   |
| Orthopaedics                          | \$1,487 | \$1,410 | \$1,353 |
| MedSurg                               | 822     | 850     | 802     |
| Neurotechnology & Spine               | 474     | 476     | 430     |
| Segment operating income              | \$2,783 | \$2,736 | \$2,585 |
| Items not allocated to segments:      |         |         |         |

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|  |           |           |           |   |
|--|-----------|-----------|-----------|---|
| Corporate and Other                                      | \$ (302   | ) \$(322  | ) \$(314  | ) |
| Acquisition & integration-related charges                | (35       | ) (102    | ) (98     | ) |
| Amortization of intangible assets                        | (210      | ) (188    | ) (138    | ) |
| Restructuring related charges                            | (132      | ) (117    | ) (63     | ) |
| Rejuvenate and related charges                           | (296      | ) (761    | ) (622    | ) |
| Regulatory and legal matters                             | 53        | —         | (69       | ) |
| Donation   | —         | —         | (25       | ) |
| Consolidated operating income                            | \$ 1,861  | \$ 1,246  | \$ 1,256  |   |
| Total Assets and Capital Spending by Reportable Segments |           |           |           |   |
|  | 2015      | 2014      | 2013      |   |
| Orthopaedics   | \$ 6,149  | \$ 8,357  | \$ 7,756  |   |
| MedSurg  | 5,341     | 5,557     | 4,533     |   |
| Neurotechnology & Spine                                  | 3,904     | 3,684     | 3,017     |   |
| Total segment assets                                     | \$ 15,394 | \$ 17,598 | \$ 15,306 |   |
| Corporate and Other                                      | 853       | (319      | ) 93      |   |
| Total assets   | \$ 16,247 | \$ 17,279 | \$ 15,399 |   |
| Orthopaedics   | \$ 95     | \$ 80     | \$ 89     |   |
| MedSurg  | 89        | 77        | 59        |   |
| Neurotechnology & Spine                                  | 28        | 20        | 16        |   |
| Total segment capital spending                           | \$ 212    | \$ 177    | \$ 164    |   |
| Corporate and Other                                      | 58        | 56        | 31        |   |
| Capital spending   | \$ 270    | \$ 233    | \$ 195    |   |

Our reportable segments are business units that offer different products and services and are managed separately because each business requires different manufacturing, technology and marketing strategies. The accounting policies of the segments are the same as those described in the summary of significant accounting policies in Note 1 to the Consolidated Financial Statements.

We measure the financial results of our reportable segments using an internal performance measure that excludes acquisition and integration-related charges, restructuring related charges, reserves for certain product recall matters, reserves for certain legal and regulatory matters, a donation to an educational institution, other income (expense), net and income taxes. Identifiable assets are those assets used exclusively in the operations of each business segment or allocated when used jointly. Corporate assets are principally cash and cash equivalents, marketable securities and property, plant and equipment.

The countries in which we have local revenue generating operations have been combined into the following geographic areas: the United States (including Puerto Rico); Europe, Middle East, Africa (EMEA); Asia Pacific; and other foreign countries, which include Canada and countries in the Latin American region. Net sales are attributable to a geographic area based upon the customer's country of domicile.

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## Net Property, Plant and Equipment Based on Geographic Physical Location

|                                | Net Sales |         |         | Net Property, Plant & Equipment |         |
|--------------------------------|-----------|---------|---------|---------------------------------|---------|
|                                | 2015      | 2014    | 2013    | 2015                            | 2014    |
| United States                  | \$7,116   | \$6,558 | \$5,984 | \$626                           | \$539   |
| Europe, Middle East,<br>Africa | 1,267     | 1,371   | 1,316   | 432                             | 417     |
| Asia Pacific                   | 1,251     | 1,368   | 1,319   | 116                             | 119     |
| Other foreign countries        | 312       | 378     | 402     | 25                              | 23      |
| Total                          | \$9,946   | \$9,675 | \$9,021 | \$1,199                         | \$1,098 |

## NOTE 14 - SUMMARY OF QUARTERLY DATA (UNAUDITED)

|  | 2015 Quarter |         |          |          |
|--|--------------|---------|----------|----------|
|  | Mar 31       | Jun 30  | Sep 30   | Dec 31   |
| Net sales                                    | \$2,379      | \$2,432 | \$2,420  | \$2,715  |
| Gross profit                                 | 1,553        | 1,605   | 1,624    | 1,820    |
| Earnings before income taxes                 | 377          | 401     | 345      | 612      |
| Net earnings                                 | 224          | 392     | 301      | 522      |
| Net earnings per share of common stock:      |              |         |          |          |
| Basic  | \$0.59       | \$1.04  | \$0.80   | \$1.39   |
| Diluted                                      | \$0.58       | \$1.03  | \$0.79   | \$1.38   |
| Market price of common stock:                |              |         |          |          |
| High   | \$96.18      | \$97.94 | \$105.34 | \$100.51 |
| Low  | \$89.81      | \$90.19 | \$91.73  | \$90.30  |
| Dividends declared per share of common stock | \$0.345      | \$0.345 | \$0.345  | \$0.380  |
|  |              |         |          |          |
|  | 2014 Quarter |         |          |          |
|  | Mar 31       | Jun 30  | Sep 30   | Dec 31   |
| Net sales                                    | \$2,305      | \$2,363 | \$2,389  | \$2,618  |
| Gross profit                                 | 1,529        | 1,548   | 1,560    | 1,718    |
| Earnings before income taxes                 | 107          | 167     | 425      | 461      |
| Net earnings                                 | 70           | 128     | 57       | 260      |
| Net earnings per share of common stock:      |              |         |          |          |
| Basic  | \$0.19       | \$0.34  | \$0.16   | \$0.68   |
| Diluted                                      | \$0.18       | \$0.33  | \$0.16   | \$0.67   |
| Market price of common stock:                |              |         |          |          |
| High   | \$83.86      | \$86.93 | \$85.91  | \$98.24  |
| Low  | \$74.02      | \$75.78 | \$78.91  | \$77.87  |
| Dividends declared per share of common stock | \$0.305      | \$0.305 | \$0.305  | \$0.345  |

The price quotations reported above were supplied by the New York Stock Exchange.

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

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures—An evaluation of the effectiveness of the Company's disclosure controls and procedures on December 31, 2015 was carried out under the supervision and with the participation of the Company's management, including the Chairman and Chief Executive Officer and the Vice President and Chief Financial Officer (the Certifying Officers). Based on that evaluation, the Certifying Officers concluded that the Company's disclosure controls and procedures are effective.

Changes in Internal Control Over Financial Reporting—There was no change to our internal control over financial reporting during 2015 that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Stryker Corporation and subsidiaries' is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Stryker Corporation and subsidiaries' internal control system was designed to provide reasonable assurance to the Company's management and Board of Directors regarding the preparation and fair presentation of published financial statements.

Stryker Corporation's management assessed the effectiveness of our internal control over financial reporting on December 31, 2015. In making this assessment, we used the criteria 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 our internal control over financial reporting is effective.

The internal controls over financial reporting of an acquired business are eligible for a one year exclusion as permitted by Securities and Exchange Commission Staff interpretive guidance. Accordingly, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of CHG and other 2015 acquisitions which are included in the December 31, 2015 consolidated financial statements of Stryker Corporation and subsidiaries. Assets and shareholders' equity excluded from management's assessment constitute 0.2% and 0.3% of total assets and shareholders' equity, respectively, on December 31, 2015 and 0.3% and (0.1%) of revenues and net earnings, respectively.

Stryker Corporation's independent registered public accounting firm, Ernst & Young LLP, has issued an attestation report on the effectiveness of our internal control over financial reporting.

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

The Board of Directors and Shareholders of Stryker Corporation:

We have audited Stryker Corporation and subsidiaries' internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Stryker Corporation and subsidiaries' management is responsible for

maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

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

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

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

As indicated in the accompanying Management's Report on Internal Control Over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of CHG and other acquisitions which are included in the December 31, 2015 consolidated financial statements of Stryker Corporation and subsidiaries and constituted 0.2% and 0.3% of total assets and shareholders' equity, respectively, as of December 31, 2015 and 0.3% and (0.1%) of revenues and net earnings, respectively, for the year then ended. Our audit of internal control over financial reporting of Stryker Corporation and subsidiaries also did not include an evaluation of the internal control over financial reporting of CHG and other acquisitions.

In our opinion, Stryker Corporation and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Stryker Corporation and subsidiaries on December 31, 2015 and 2014 and the related consolidated statements of earnings and comprehensive income, shareholders' equity and cash flows for each of the three years in

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the period ended December 31, 2015 of Stryker Corporation and subsidiaries, and our report dated February 11, 2016 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Grand Rapids, Michigan

February 11, 2016

ITEM 9B. OTHER INFORMATION.

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

Information regarding our executive officers appears under the caption "Executive Officers of the Registrant on January 31, 2016" in Part I, Item 1 of this report.

Information regarding our directors and certain corporate governance and other matters appearing under the captions "Information About the Board of Directors and Corporate Governance Matters," "Proposal 1—Election of Directors," and "Additional Information—Section 16(a) Beneficial Ownership Reporting Compliance" in the 2016 proxy statement is incorporated herein by reference.

The Corporate Governance Guidelines adopted by our Board of Directors, as well as the charters of each of the Audit Committee, the Governance and Nominating Committee and the Compensation Committee and the Code of Ethics applicable to the principal executive officer, principal financial officer and principal accounting officer or controller or persons performing similar functions are available, free of charge, under the "Investors—Corporate Governance" section of our website at [www.stryker.com](http://www.stryker.com). Print copies of such documents are available, free of charge, upon written request sent to the Corporate Secretary of Stryker Corporation at 2825 Airview Boulevard, Kalamazoo, Michigan 49002.

ITEM 11. EXECUTIVE COMPENSATION.

Information regarding the compensation of our management appearing under the captions "Compensation Discussion and Analysis," "Compensation Committee Report," "Executive Compensation" and "Compensation of Directors" in the 2016 proxy statement is incorporated herein by reference.

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

The information under the caption "Stock Ownership" in the 2016 proxy statement is incorporated herein by reference.

On December 31, 2015 we had an equity compensation plan under which options are granted at a price not less than fair market value at the date of grant and under which awards of restricted stock units (RSUs) and performance stock units have been made. Options and RSUs had also been awarded under a previous plan. These equity compensation plans were previously submitted to and approved by our shareholders. Additional information regarding our equity compensation plans appears in Note 1 and Note 10 to the

Consolidated Financial Statements in Item 8 of this report. On December 31, 2015 we also had a stock performance incentive award program pursuant to which shares of our common stock have been and may be issued to certain employees with respect to performance. The status of these plans on December 31, 2015 is as follows:

| Plan Category  | Equity compensation plans approved by shareholders |
|--|--|
| Number of shares of common stock to be issued upon exercise of outstanding options   | 16.3   |
| Weighted-average exercise price of outstanding options   | \$60.26  |
| Number of shares of common stock remaining available for future issuance under equity compensation plans (excluding shares reflected in the first row) | 19.0   |

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

The information under the caption "Information About the Board of Directors and Corporate Governance Matters—Independent Directors" and "Information About the Board of Directors and Corporate Governance Matters—Certain Relationships and Related Party Transactions" in the 2016 proxy statement is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

The information under the caption "Proposal 2—Ratification of Appointment of Our Independent Registered Public Accounting Firm" in the 2016 proxy statement is incorporated herein by reference.

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## PART IV

## ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

## (a) 1. Financial Statements

The following Consolidated Financial Statements are set forth in Part II, Item 8 of this report.

|   |    |
|---|----|
| Report of Independent Registered Public Accounting Firm on Financial Statements | 17 |
| Consolidated Statements of Earnings for 2015, 2014 and 2013                     | 18 |
| Consolidated Statements of Comprehensive Income for 2015, 2014 and 2013         | 18 |
| Consolidated Balance Sheets on 2015 and 2014                                    | 19 |
| Consolidated Statements of Shareholders' Equity for 2015, 2014 and 2013         | 20 |
| Consolidated Statements of Cash Flows for 2015, 2014 and 2013                   | 21 |
| Notes to Consolidated Financial Statements                                      | 22 |

## (a) 2. Financial Statement Schedules

The consolidated financial statement schedule of Stryker Corporation and its subsidiaries is:

## SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS

| Description                      | Balance at<br>Beginning<br>of Period | Additions<br>Charged to<br>Costs &<br>Expenses | Deductions<br>Uncollectible<br>Amounts<br>Written Off,<br>Net of<br>Recoveries | Effect of<br>Changes in<br>Foreign<br>Currency<br>Exchange<br>Rates | Balance<br>at End<br>of Period |
|----------------------------------|--------------------------------------|--|--|---|--------------------------------|
|                                  |                                      |  |  |   |                                |
| DEDUCTED FROM ASSET<br>ACCOUNTS  |                                      |  |  |   |                                |
| Allowance for Doubtful Accounts: |                                      |  |  |   |                                |
| Year ended December 31, 2015     | \$59                                 | \$21   | \$15   | \$4   | \$61                           |
| Year ended December 31, 2014     | \$72                                 | \$(4   | ) \$8  | \$1   | \$59                           |
| Year ended December 31, 2013     | \$58                                 | \$21   | \$11   | \$(4  | ) \$72                         |

All other schedules for which provision is made in the applicable accounting regulation of the U.S. Securities and Exchange Commission are not required under the related instructions or are inapplicable and, therefore, have been omitted.

## (a) 3. Exhibits

A list of exhibits required to be filed as part of this report is set forth in the Exhibit Index, which immediately precedes such exhibits, and is incorporated herein by reference. These exhibits are available upon request to the Vice President, Corporate Secretary at 2825 Airview Boulevard, Kalamazoo, Michigan 49002.

## (c) Financial Statement Schedules

The response to this portion of Item 15 is submitted as a separate section of this Report. See Item 15(a)(2) above.



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SIGNATURES

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

Date: February 11, 2016

STRYKER CORPORATION

/s/ WILLIAM R. JELLISON

William R. Jellison, Vice President, Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on the date indicated above on behalf of the registrant and in the capacities indicated.

/s/ KEVIN A. LOBO

Kevin A. Lobo, Chairman and Chief Executive Officer

(Principal Executive Officer)

/s/ WILLIAM R. JELLISON

William R. Jellison, Vice President, Chief Financial Officer

(Principal Financial Officer)

/s/ WILLIAM E. BERRY JR.

William E. Berry, Jr., Vice President, Corporate Controller

(Principal Accounting Officer)

/s/ HOWARD E. COX JR.

Howard E. Cox, Jr.—Director

/s/ ALLAN C. GOLSTON

Allan C. Golston—Director

/s/ SRIKANT M. DATAR

Srikant M. Datar, Ph.D.—Director

/s/ WILLIAM U. PARFET

William U. Parfet—Director

/s/ ROCH DOLIVEUX

Roch Doliveux—Director

/s/ ANDREW K. SILVERNAIL

Andrew K. Silvernail —Director

/s/ LOUISE L. FRANCESCONI

Louise L. Francesconi—Director

/s/ RONDA E. STRYKER

Ronda E. Stryker—Director

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FORM 10-K—ITEM 15(a) 3. and ITEM 15(c)  
 STRYKER CORPORATION AND SUBSIDIARIES  
 EXHIBIT INDEX

- Exhibit 2— Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession Agreement and Plan of Merger, dated September 25, 2013, by and among Stryker Corporation, Lauderdale Merger Corporation and MAKO Surgical Corp. — Incorporated by reference to Exhibit 2.1 of our Current Report on Form 8-K filed with the SEC on September 27, 2013 (Commission File No. 000-09165).
- (i)
- (ii) † © Agreement, dated as of January 31, 2016, by and among Star Acquisition Sub Inc., Stryker Corporation, Sage Products Holdings II, LLC, Madison Dearborn Capital Partners VI-C, L.P., MDCP VI-C Sage Holdings, Inc., TG SP Holdings Corp., Madison Dearborn Partners VI-B, L.P., and MDP Sage Holdings, LLC.

- Exhibit 3— Articles of Incorporation and By-Laws
- (i) Restated Articles of Incorporation — Incorporated by reference to Exhibit 3.1 to our Form 10-K for the year ended December 31, 2012 (Commission File No. 00-09165).
- (ii) By-Laws — Incorporated by reference to Exhibit 3(ii) to our Form 8-K dated October 28, 2008 (Commission File No. 000-09165).

- Exhibit 4— Instruments defining the rights of security holders, including indentures—We agree to furnish to the Commission upon request a copy of each instrument pursuant to which long-term debt of Stryker Corporation and its subsidiaries not exceeding 10% of the total assets of Stryker Corporation and its consolidated subsidiaries is authorized.
- (i) Amended and Restated Credit Agreement, dated on August 29, 2014, among Stryker Corporation and certain subsidiaries, as designated borrowers; the lenders party thereto; and JPMorgan Chase Bank, N.A., as administrative agent.—Incorporated by reference to Exhibit 4.1 to our Form 8-K dated September 3, 2014 (Commission File no. 000-09165).
- (ii) Indenture, dated January 15, 2010, between Stryker Corporation and U.S. Bank National Association.—Incorporated by reference to Exhibit 4.1 to our Form 8-K dated January 15, 2010 (Commission File No. 000-09165).
- (iii) Second Supplemental Indenture (including the form of 2020 note), dated January 15, 2010, between Stryker Corporation and U.S. Bank National Association.—Incorporated by reference to Exhibit 4.3 to our Form 8-K dated January 15, 2010 (Commission File No. 000-09165).
- (iv) Third Supplemental Indenture (including the form of 2016 note), dated September 16, 2011, between Stryker Corporation and U.S. Bank National Association.—Incorporated by reference to Exhibit 4.2 to our Form 8-K dated September 16, 2011 (Commission File No. 000-09165).
- (v) Fourth Supplemental Indenture (including the form of 2018 note) dated March 25, 2013, between Stryker Corporation and U.S. Bank National Association.—Incorporated by reference to Exhibit 4.2 to our Form 8-K dated March 25, 2013 (Commission File No. 000-09165).
- (vi) Fifth Supplemental Indenture (including the form of 2043 note) dated March 25, 2013, between Stryker Corporation and U.S. Bank National Association.—Incorporated by reference to Exhibit 4.3 to our Form 8-K dated March 25, 2013 (Commission File No. 000-09165).
- (vii) Sixth Supplemental Indenture (including the form of 2024 note), dated May 1, 2014, between Stryker Corporation and U.S. Bank National Association.—Incorporated by reference to Exhibit 4.2 to the Company's Form 8-K dated May 1, 2014 (Commission File No. 000-09165).
- (viii) Seventh Supplemental Indenture (including the form of 2044 note), dated May 1, 2014, between Stryker Corporation and U.S. Bank National Association.—Incorporated by reference to Exhibit 4.3 to the Company's Form 8-K dated May 1, 2014 (Commission File No. 000-09165).
- (ix)

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Eighth Supplemental Indenture (including the form of 2025 note), dated October 29, 2015, between Stryker Corporation and U.S. Bank National association.—Incorporated by reference to Exhibit 4.2 to the Company's Form 8-K dated October 26, 2015 (Commission File No. 000-09165).

Exhibit 10— Material contracts

- (i)\* 2011 Long-Term Incentive Plan (as amended effective July 26, 2011)—Incorporated by reference to Exhibit 4(i) to Amendment No. 1 to our Registration Statement on Form S-8, File No. 333-179142 (Commission File No. 000-09165).
- (ii)\* 2006 Long-Term Incentive Plan (as amended effective February 8, 2011)—Incorporated by reference to Exhibit 10(i) to our Form 10-K for the year ended December 31, 2010 (Commission File No. 000-09165).
- (iii)\* † Form of grant notice and terms and conditions for stock options granted in 2016 under the 2011 Long-Term Incentive Plan.
- (iv)\* † Form of grant notice and terms and conditions for restricted stock units granted in 2016 under the 2011 Long-Term Incentive Plan.
- (v)\* † Form of grant notice and terms and conditions for performance stock units granted in 2016 under the 2011 Long-Term Incentive Plan.
- (vi)\* † Form of grant notice and terms and conditions for stock options and restricted stock units granted in 2016 under the 2011 Long-Term Incentive Plan to non-employee directors.
- (vii)\* Form of grant notice and terms and conditions for stock options granted in 2015 under the 2011 Long-Term Incentive Plan—Incorporated by reference to Exhibit 10(iii) to our Form 10-K for the year ended December 31, 2014 (Commission File No. 000-09165).
- (viii)\* Form of grant notice and terms and conditions for restricted stock units granted in 2015 under the 2011 Long-Term Incentive Plan—Incorporated by reference to Exhibit 10(iv) to our Form 10-K for the year ended December 31, 2014 (Commission File No. 000-09165).
- (ix)\* Form of grant notice and terms and conditions for performance stock units granted in 2015 under the 2011 Long-Term Incentive Plan—Incorporated by reference to Exhibit 10(v) to our Form 10-K for the year ended December 31, 2014 (Commission File No. 000-09165).
- (x)\* Form of grant notice and terms and conditions for stock options and restricted stock units granted in 2015 under the 2011 Long-Term Incentive Plan to non-employee directors—Incorporated by reference to Exhibit 10(vi) to our Form 10-K for the year ended December 31, 2014 (Commission File No. 000-09165).
- (xi)\* Form of grant notice and terms and conditions for stock options granted in 2014 under the 2011 Long-Term Incentive Plan—Incorporated by reference to Exhibit 10(iii) to our Form 10-K for the year ended December 31, 2013 (Commission File No. 000-09165).
- (xii)\* Form of grant notice and terms and conditions for restricted stock units granted in 2014 under the 2011 Long-Term Incentive Plan—Incorporated by reference to Exhibit 10(iv) to our Form 10-K for the year ended December 31, 2013. (Commission File No. 000-09165).

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- (xiii)\* Form of grant notice and terms and conditions for performance stock units granted in 2014 under the 2011 Long-Term Incentive Plan—Incorporated by reference to Exhibit 10(v) to our Form 10-K for the year ended December 31, 2013 (Commission File No. 000-09165).
- (xiv)\* Form of grant notice and terms and conditions for stock options and restricted stock units granted in 2014 under the 2011 Long-Term Incentive Plan to non-employee directors.—Incorporated by reference to Exhibit 10.vi to our Form 10-K for the year ended December 31, 2013 (Commission File No. 000-09165).
- (xv)\* Form of grant notice and terms and conditions for stock options granted in 2013 under the 2006 Long-Term Incentive Plan—Incorporated by reference to Exhibit 10(iii) to our Form 10-K for the year ended December 31, 2012 (Commission File No. 000-09165).
- (xvi)\* Form of grant notice and terms and conditions for restricted stock units granted in 2013 under the 2006 Long-Term Incentive Plan—Incorporated by reference to Exhibit 10(iv) to our Form 10-K for the year ended December 31, 2012 (Commission File No. 000-09165).
- (xvii)\* Form of grant notice and terms and conditions for performance stock units granted in 2013 under the 2011 Long-Term Incentive Plan—Incorporated by reference to Exhibit 10(v) to our Form 10-K for the year ended December 31, 2012 (Commission File No. 000-09165).
- (xviii)\* Supplemental Savings and Retirement Plan (as amended effective January 1, 1995)—Incorporated by reference to Exhibit 10(iii) to our Form 10-K for the year ended December 31, 1994 (Commission File No.000-09165).
- (xix) Stryker Corporation Executive Bonus Plan—Incorporated by reference to Exhibit 10.1 to our Form 8-K dated February 21, 2007 (Commission File No. 000-09165).
- (xx) Form of Indemnification Agreement for Directors—Incorporated by reference to Exhibit 10 (xiv) to our Form 10-K for the year ended December 31, 2008 (Commission File No. 000-09165).
- (xxi) Form of Indemnification Agreement for Certain Officers—Incorporated by reference to Exhibit 10 (xv) to our Form 10-K for the year ended December 31, 2008 (Commission File No. 000-09165).
- (xxii) Settlement Agreement between Howmedica Osteonics Corp. and the counsel listed on the signature pages thereto, dated as of November 3, 2014 (Rejuvenate and ABF II Hip Implant Products Liability Litigation)— Incorporated by reference to Exhibit 10xxiii to our Form 10-K for the year ended December 31, 2014 (Commission File No. 000-09165).
- (xxiii) Letter Agreement between Stryker Corporation and William Jellison — Incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K filed with the SEC on April 11, 2013 (Commission File No. 000-09165).
- (xxiv) Separation Agreement and Release between Ramesh Subrahmanian and Stryker Corporation, dated as of September 16, 2015—Incorporated by reference to Exhibit 10.1 to our Form 8-K dated September 16, 2015 (Commission File No. 000-09165).
- Exhibit 11— Statement re: computation of per share earnings
- (i) Consolidated Statement of Earnings in Item 8 of this report.
- Exhibit 21— Subsidiaries of the registrant
- (i) † List of Subsidiaries.
- Exhibit 23— Consent of experts and counsel
- (i) † Consent of Independent Registered Public Accounting Firm.
- Exhibit 31— Rule 13a-14(a) Certifications
- (i) † Certification by Principal Executive Officer of Stryker Corporation.
- (ii) † Certification by Principal Financial Officer of Stryker Corporation.

Exhibit 32— 18 U.S.C. Section 1350 Certifications

- (i) † Certification by Principal Executive Officer of Stryker Corporation.
- (ii) † Certification by Principal Financial Officer of Stryker Corporation.

Exhibit 99— Additional exhibits

- (i)\* 2008 Employee Stock Purchase Plan as amended on February 10, 2009—Incorporated by reference to Exhibit 99 (i) to our Form 10-K for the year ended December 31, 2008 (Commission File No. 000-09165).

Exhibit 101— XBRL (Extensible Business Reporting Language) Documents

- 101.INS XBRL Instance Document
- 101.SCH XBRL Schema Document
- 101.CAL XBRL Calculation Linkbase Document
- 101.DEF XBRL Definition Linkbase Document
- 101.LAB XBRL Label Linkbase Document
- 101.PRE XBRL Presentation Linkbase Document

\* Compensation arrangement

† Furnished with this Form 10-K

Schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Stryker hereby undertakes to furnish

- © supplementally copies of any of the omitted schedules upon request by the U.S. Securities and Exchange Commission.