

PRICE T ROWE GROUP INC

FORM 10-K (Annual Report)

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Symbol TROW

SIC Code 6200 - Security & Commodity Brokers, Dealers, Exchanges & Services

Fiscal Year 12/31

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2015**

Commission file number **000-32191**

T. ROWE PRICE GROUP, INC.

(Exact name of registrant as specified in its charter)

Maryland

State of incorporation

52-2264646

IRS Employer Identification No.

100 East Pratt Street, Baltimore, Maryland 21202

Address, including zip code, of principal executive offices

(410) 345-2000

Registrant's telephone number, including area code

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

Common stock, \$.20 par value per share

(Title of class)

The NASDAQ Stock Market LLC

(Name of exchange on which registered)

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 Section 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 Exchange Act of 1934 during the preceding 12 months, 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 every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulations S-T during the preceding 12 months. **Yes** **No**

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

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

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

The aggregate market value of the common equity (all voting) held by non-affiliates (excludes current executive officers and directors) computed using \$77.73 per share (the NASDAQ Official Closing Price on June 30, 2015, the last business day of the registrant's most recently completed second fiscal quarter) was \$19.4 billion.

The number of shares outstanding of the registrant's common stock as of the latest practicable date, February 3, 2016, is 248,179,222.

DOCUMENTS INCORPORATED BY REFERENCE: In Part III, the Definitive Proxy Statement for the 2016 Annual Meeting of Stockholders to be filed pursuant to Regulation 14A.

Exhibit index begins on page 61.

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PART I

Item 1. Business.

T. Rowe Price Group, Inc. is a financial services holding company that provides global investment management services through its subsidiaries to individual and institutional investors in the sponsored T. Rowe Price mutual funds distributed in the United States and other investment portfolios. These other investment portfolios include separately managed accounts, subadvised funds, and other sponsored investment portfolios, including collective investment trusts, target-date retirement trusts, Luxembourg-based funds offered to investors outside the United States, and portfolios offered through variable annuity life insurance plans in the U.S.

The late Thomas Rowe Price, Jr., founded our firm in 1937, and the common stock of T. Rowe Price Associates, Inc. was first offered to the public in 1986. The T. Rowe Price Group corporate holding company structure was established in 2000.

We derive the vast majority of our consolidated net revenue and net income from investment advisory services provided by our subsidiaries, primarily T. Rowe Price Associates and T. Rowe Price International Ltd. Our revenues depend largely on the total value and composition of assets under our management. Accordingly, fluctuations in financial markets and in the composition of assets under management impact our revenues and results of operations. At December 31, 2015, we had \$763.1 billion in assets under management, including \$487.1 billion in the Price Funds and \$276.0 billion in other investment portfolios.

Our assets under management are accumulated from a diversified client base across four primary distribution channels: third-party financial intermediaries that distribute our managed investment portfolios in the U.S. and other countries; individual U.S. investors on a direct basis; U.S. defined contribution retirement plans; and institutional investors globally. As of December 31, 2015, more than forty-five percent of our assets under management are sourced from our third-party financial intermediary distribution channel with the remaining three distribution channels comprising the balance. We have taken steps to broaden and deepen our distribution reach in overseas markets and with financial intermediaries in the U.S., Europe and Asia. These initiatives are part of multi-year plans designed to further diversify our assets under management and client base. For the foreseeable future, we will continue to make key hires and make investments in infrastructure to support these initiatives.

The assets we manage are a broad range of U.S. and international stock, blended asset, bond, and money market mutual funds and other investment portfolios that are designed to meet the varied and changing needs and objectives of individual and institutional investors. Investors select mutual funds based on the distinct objective that is described in each fund's prospectus and can exchange balances among the funds as permitted when economic and market conditions and their investment needs change. The investment objectives and investment management approaches employed in our other investment portfolios are similar to those in the Price Funds. We also offer specialized advisory services, including management of stable value investment contracts and a distribution management service for the disposition of equity securities our clients receive from third-party venture capital investment pools.

Investment objectives for our managed investment portfolios, including the Price Funds, accommodate a variety of strategies. Equity investment strategies may emphasize large-cap, mid-cap or small-cap investing; growth, value or core investing; and U.S., global, multi-regional and regional international, emerging market, and sector investing. Our fixed income strategies may focus on high yield, U.S. taxable bond, taxable low-duration, international, global and municipal tax-free investing. We also combine strategies across asset classes to create solutions that help our clients achieve a single investment objective. To this end, we offer systematic, tax-efficient, blended equity, and asset allocation investment strategies, including target-date retirement investment portfolios.

We employ fundamental and quantitative security analysis in the performance of the investment advisory function through substantial internal equity and fixed income investment research capabilities. We perform original industry and company research using such sources as inspection of corporate activities, management interviews, company-published financial and other information, financial newspapers and magazines, corporate rating services, and field checks with suppliers and competitors in the same industry and particular business sector. Our research staff operates primarily from offices located in the U.S. and England with additional staff based in Australia, Hong Kong, Japan, and Singapore. We also use research provided by brokerage firms and security analysts in a supportive capacity and information received from private economists, political observers, commentators, government experts, and market analysts. Our securities selection process for some investment portfolios is based on quantitative analysis using computerized data modeling.

From time to time, we introduce new strategies and investment vehicles to complement and expand our investment offerings, respond to competitive developments in the financial marketplace, and meet the changing needs of our investment advisory clients. We will introduce a new investment strategy if we believe that we have the appropriate investment management

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expertise and that its objective will be useful for investors over a long period. We continued to expand our investment offerings in 2015 with new equity and fixed income strategies, and the launch of new investment vehicles. We have launched three new fixed income products—Global Unconstrained, Global High Income, Global Investment Grade Corporate Bond—and one new equity product Emerging Markets Value. We also launched a new Retirement Date series for institutional investors and added an I-Share class to a number of existing Price Funds. The I-Class shares are designed to meet the needs of institutionally oriented clients who seek investment products with lower shareholder servicing costs and lower expense ratios. We plan to add the I-Share class to other Price Funds in 2016.

We typically provide seed capital for new investment funds and trusts to enable the portfolio manager to begin building an investment performance history in advance of the portfolio receiving sustainable client assets. The length of time we hold our seed capital investment will vary for each new investment portfolio as it is highly dependent on how long it takes to generate cash flows into the portfolio from unrelated investors. We attempt to ensure that the new investment portfolio has a sustainable level of assets from unrelated shareholders before we consider redemption of our seed capital investment in order to not negatively impact the new investment portfolio's net asset value or its investment performance record. At December 31, 2015, nearly \$1.0 billion of our investments in sponsored portfolios and those sponsored portfolio investments reported in other investments is considered seed investments. About 60% of our total seed capital investments of \$1.0 billion are investments in fixed income strategies and the remaining are investments in equity and asset allocation strategies.

Conversely, we may also limit new investments into a mutual fund or investment strategy in order to maintain the integrity of the investment strategy and to protect the interests of its existing fund shareholders and investors. At present, the following mutual funds and affiliated other investment portfolio strategies are closed to new investors.

Fund	Date Closed
Institutional Mid-Cap Equity Growth Fund	December 8, 2003
Mid-Cap Growth Fund	May 31, 2010
Mid-Cap Value Fund	May 31, 2010
High Yield Fund	April 27, 2012
Institutional High Yield Fund	April 27, 2012
Institutional Small-Cap Stock Fund	December 31, 2013
New Horizons Fund	December 31, 2013
Small-Cap Stock Fund	December 31, 2013
Capital Appreciation Fund	June 30, 2014
Health Sciences Fund	June 1, 2015

We also provide certain administrative services as ancillary services to our investment advisory clients. These administrative services are provided by several of our subsidiaries and include mutual fund transfer agent, accounting, distribution, and shareholder services; participant recordkeeping and transfer agent services for defined contribution retirement plans investing in our sponsored mutual funds; recordkeeping services for defined contribution retirement plans investing in mutual funds outside the T. Rowe Price complex; brokerage; and trust services. Substantially all of our administrative and distribution and servicing fee revenues in 2015 were determined based generally on the recovery of our related costs to provide these services. Therefore, changes in our administrative fees, distribution and servicing fees, and related expenses generally do not significantly affect our net operating income or net income.

In 2014, we made a long-term strategic decision to change our delivery of certain administrative services, including fund accounting and other investment recordkeeping operations. BNY Mellon was contracted to provide such services and 210 associates became employees of BNY Mellon on August 1, 2015. BNY Mellon will transition our data to its technology platform over time. Though a few line items of our consolidated income statements, including administrative revenues, compensation and related costs, and other operating expenses, will be affected, we do not expect that the net impact on our future operating results will be material.

2015 DEVELOPMENTS.

U.S. equities, as measured by the S&P 500 Index, rose in 2015 for the seventh consecutive year. The S&P 500 Index and the NASDAQ Composite Index, which is heavily weighted in technology companies, returned 1.4% and 5.7% , respectively, in 2015 . Equities in developed non-U.S. markets were mixed, while emerging market equities fared poorly around the world due in part to the broad currency weakness versus the U.S. dollar which hurt investor returns in dollar terms. Global bonds returns were also mixed in 2015 . In this market environment, our 2015 results were as follows:

(in millions, except per-share data)	Year ended		
	12/31/2014	12/31/2015	% change
Investment advisory fees	\$ 3,464.5	\$ 3,687.3	6 %
Net revenues	\$ 3,982.1	\$ 4,200.6	5 %
Operating expenses	\$ 2,091.2	\$ 2,301.7	10 %
Net operating income	\$ 1,890.9	\$ 1,898.9	— %
Non-operating investment income	\$ 112.2	\$ 103.5	(8)%
Net income	\$ 1,229.6	\$ 1,223.0	(1)%
Diluted earnings per share	\$ 4.55	\$ 4.63	2 %
Average assets under management (in billions)	\$ 724.7	\$ 767.9	6 %
Annual management fee rate (in basis points)	47.8	48.0	

Six Price Funds - Growth Stock , Blue-Chip Growth , Mid-Cap Growth , Value , Capital Appreciation , and Equity Income -accounted for 27% of our investment advisory revenues in 2015 , and 22% of our assets under management at December 31, 2015 . Our largest client account relationship apart from the Price Funds is with a third-party financial intermediary that accounted for about 5% of our investment advisory revenues in 2015 .

Assets under management ended 2015 at \$763.1 billion , an increase of \$16.3 billion from the end of 2014 . Market appreciation and income, net of distributions not reinvested, added \$14.7 billion and net cash inflows added \$1.6 billion in assets under management during 2015 .

Our target-date retirement funds and trusts, which provide shareholders with single, diversified portfolios that invest in underlying T. Rowe Price funds and T. Rowe Price collective investment trusts, continue to be a significant source of our asset growth. In 2015 , our net cash flows include \$16.2 billion that originated in these portfolios, including \$8.9 billion in our target-date retirement funds. The assets under management in these portfolios totaled \$165.7 billion at December 31, 2015 , including \$135.5 billion in target-date retirement funds and \$30.2 billion in target-date retirement trusts. These portfolios' assets account for 21.7% of our managed assets at December 31, 2015 , compared with 19.9% at the end of 2014 .

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Details of our assets under management (in billions) at December 31, 2015 , are as follows:

<u>Assets under management by investment portfolio</u>	
Sponsored U.S. mutual funds	\$ 487.1
Other investment portfolios	276.0
Total	<u>\$ 763.1</u>
<u>Assets under management by mandate</u>	
U.S. stocks and blended asset	\$ 502.7
International stocks and blended asset	90.1
Total stock and blended asset portfolios	<u>592.8</u>
U.S. fixed income	151.7
International fixed income	18.6
Total fixed income portfolios	<u>170.3</u>
	<u>\$ 763.1</u>
<u>Assets under management by account type</u>	
Defined contribution retirement assets	\$ 328.4
Other retirement and deferred annuity assets	197.9
Total retirement and tax deferred annuity assets	526.3
Other	236.8
	<u>\$ 763.1</u>

Non-U.S. dollar denominated securities held in client accounts are \$105.2 billion , or 13.8% of our total assets under management at December 31, 2015 . Investors domiciled outside the U.S. represent nearly 5% of total assets under management at the end of 2015 . We service clients in 41 countries around the world.

Investment Performance.

Strong investment performance and brand awareness is a key driver to attracting assets and to our long-term success. As of the end of 2015 , 80% of the T. Rowe Price U.S. mutual funds across their share classes outperformed their comparable Lipper averages on a total return basis for the three-year period, 78% outperformed for the five-year period, 88% outperformed for the 10-year period, and 80% outperformed for the one-year period. In addition, T. Rowe Price stock, bond and blended asset funds that were given an overall rating of four or five stars from Morningstar at December 31, 2015 , account for nearly 86% of the assets under management in our rated funds. Our target-date retirement funds continue to deliver very attractive long-term performance, with at least 97% of these funds outperforming their comparable Lipper averages on a total return basis for the three-, five-, and 10-year periods ended December 31, 2015 . The performance of our institutional strategies remains very competitive.

Capital Resources.

At December 31, 2015 , we remain debt-free with ample liquidity and resources, including cash and sponsored portfolio investment holdings of nearly \$2.8 billion . During the full year of 2015 , we expended \$987.8 million to repurchase 13.1 million shares, or 5% of our outstanding common stock. We generally repurchase shares of our common stock over time to offset the dilution created by our equity-based compensation plans. We declared and paid regular quarterly dividends in 2015 that totaled \$2.08 per share as well as a special dividend of \$2.00 per share.

We also invested \$151 million during the year in capitalized technology and facilities from existing cash balances. We currently expect total capital expenditures for technology development, facilities and equipment for 2016 to be up to \$180 million , which will be funded from operating resources.

Our substantial liquidity and resources also allow us to take advantage of attractive growth opportunities; invest in key capabilities, including investment professionals, technologies, and new investment strategy offerings; and, most importantly, provide our clients with strong investment management expertise and service both now and in the future. In the coming years, we expect to increase funding for long-term initiatives to sustain and deepen our investment talent, expand capabilities through enhanced technology, and broaden our distribution reach globally.

Additional information concerning our revenues, results of operations and total assets, and our assets under management during the past three years is contained in the Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 7 of this Form 10-K as well as our consolidated financial statements, which are included in Item 8 of this report.

PRICE FUNDS.

We provide investment advisory, distribution, and other administrative services to the Price Funds under various agreements. Investment advisory services are provided to each fund under individual investment management agreements that grant the fund the right to use the T. Rowe Price name. The boards of the respective funds, including a majority of directors who are not interested persons of the funds or of T. Rowe Price Group (as defined in the Investment Company Act of 1940), must approve the investment management agreements annually. Fund shareholders must approve material changes to these investment management agreements. Each agreement automatically terminates in the event of its assignment (as defined in the Investment Company Act) and, generally, either party may terminate the agreement without penalty after a 60-day notice. The termination of one or more of these agreements could have a material adverse effect on our results of operations. Independent directors and trustees of the Price Funds regularly review our fee structures.

Advisory Services.

Investment advisory revenues earned from the Price Funds are determined daily based on the net assets managed in each fund. The advisory fee paid monthly by each of the Price Funds is computed on a daily basis by multiplying a fund's net assets by its effective fee rate. Details of each fund's fee arrangement are available in its prospectus.

For the majority of the Price Funds, the fee rate is equal to the sum of a tiered group fee rate plus an individual fund rate. The tiered group rate is based on the combined net assets of nearly all of the Price Funds. If the combined net assets of these Price Funds exceed \$500 billion, the weighted-average fee across pricing tiers is 29.1 basis points for the first \$500 billion of net assets plus 27.0 basis points for net assets in excess of \$500 billion. To the extent that the combined net assets of the funds included in the group rate calculation increase, the group charge component of a fund's advisory fee rate and the resulting advisory fee rate paid by each fund will decrease.

The individual fund rates are generally flat rates that are set based on the fund's specific investment objective. Several funds, including the Blue Chip Growth, Equity Income, Growth Stock and Mid-Cap Growth funds, have an effective tiered individual fund rate in which their base individual flat rate is reduced by about 15% on net assets in excess of \$15 billion. The New Income and Value funds have their base individual flat rate reduced by about 15% on net assets in excess of \$20 billion. The effective fee rates for the stock and bond funds on which we earned annual advisory fees of at least \$6.0 million in 2015 varied from a low of 33 basis points for the Limited Duration Inflation Focused Bond fund to a high of 104 basis points for the Emerging Markets Stock, International Discovery, and Latin America funds.

The fee rate of several of the Price Funds, including the Index and Summit funds as well as specific funds offered solely to institutional investors, do not include a group fee component but rather an individual fund fee or an all-inclusive fee. An all-inclusive fee covers both the investment management fee and ordinary operating expenses incurred by the fund. Each of the funds in the series of Spectrum Funds and in the series of target-date retirement funds that we offer invests in a diversified portfolio of other Price Funds and has no separate investment advisory fee; rather, they indirectly bear the expenses of the funds in which they invest.

Each Price fund typically bears all expenses associated with its operation and the issuance and redemption of its securities. In particular, each fund pays investment advisory fees; shareholder servicing fees and expenses; fund accounting fees and expenses; transfer agent fees; custodian fees and expenses; legal and auditing fees; expenses of preparing, printing and mailing prospectuses and shareholder reports to existing shareholders; registration fees and expenses; proxy and annual meeting expenses; and independent trustee or director fees and expenses.

We usually provide that a newly organized fund's expenses will not exceed a specified percentage of its net assets during an initial operating period. Generally, during the earlier portion of the period, we will waive advisory fees and absorb other mutual fund expenses in excess of these self-imposed limits. During the latter portion of the period, we may recover some or all of the waived fees and absorbed costs, but such recovery is not assured.

In 2015, we continued to voluntarily waive advisory fees and other fund expenses of all of our money market funds and trusts in order to maintain a positive yield for investors. Total fees waived in 2015 were \$47.6 million, or about 1% of total

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investment advisory revenues earned during the year, compared to \$58.4 million in 2014 . We expect that these fee waivers will continue in 2016 .

Assets under Management

At December 31, 2015 , assets under our management in the Price Funds aggregated \$487.1 billion , an increase of 2.0% or \$9.5 billion from the beginning of the year. The following table presents the net assets (in billions) and the year of formation of our largest Price Funds (net assets in excess of \$1.0 billion at December 31, 2015) at December 31.

	2014	2015
Stock and blended asset funds:		
Balanced (1991)	\$ 3.9	\$ 3.7
Blue Chip Growth (1993)	26.4	31.3
Capital Appreciation (1986)	22.9	24.3
Diversified Small-Cap Growth (1997)	1.0	2.1
Dividend Growth (1992)	4.6	4.7
Emerging Markets Stock (1995)	7.6	8.3
Equity Income (1985)	29.8	22.7
Equity Index 500 (1990)	24.4	25.0
European Stock (1990)	1.4	1.7
Global Technology (2000)	1.6	2.7
Growth & Income (1982)	1.6	1.6
Growth Stock (1950)	43.0	45.3
Health Sciences (1995)	11.8	14.2
Institutional Large-Cap Core Growth (2003)	1.5	2.1
Institutional Large-Cap Growth (2001)	11.7	13.6
Institutional Large-Cap Value (2000)	2.2	2.5
Institutional Mid-Cap Equity Growth (1996)	5.5	5.1
Institutional Small-Cap Stock (2000)	2.0	2.2
International Discovery (1988)	3.6	4.3
International Growth & Income (1998)	10.2	11.5
International Stock (1980)	12.9	13.9
Media & Telecommunications (1993)	3.2	3.6
Mid-Cap Growth (1992)	24.1	24.6
Mid-Cap Value (1996)	12.2	10.9
New America Growth (1985)	4.3	4.4
New Asia (1990)	4.0	2.7
New Era (1969)	3.6	2.7
New Horizons (1960)	15.4	15.4
Overseas Stock (2006)	9.4	11.0
Personal Strategy Balanced (1994)	1.7	1.6
Personal Strategy Growth (1994)	1.4	1.4
Personal Strategy Income (1994)	1.1	1.2
Real Assets (2010)	4.3	4.5
Real Estate (1997)	5.1	5.6
Science & Technology (1987)	3.7	3.6
Small-Cap Stock (1992)	9.8	8.3
Small-Cap Value (1988)	9.2	7.2
Total Equity Market Index (1998)	1.1	1.2
Value (1994)	22.2	22.4
Other stock and blended asset funds	7.6	7.9
	373.0	383.0

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	2014	2015
Bond and money market funds:		
Emerging Markets Bond (1994)	4.3	4.4
GNMA (1985)	1.6	1.5
High Yield (1984)	9.4	8.6
Inflation Focused Bond (2006)	6.8	7.4
Institutional Floating Rate (2008)	3.2	3.6
Institutional High Yield (2002)	2.2	1.8
International Bond (1986)	4.6	5.3
Maryland Tax-Free Bond (1987)	2.0	2.1
New Income (1973)	27.4	27.3
Prime Reserve (1976)	6.6	6.3
Short-Term Bond (1984)	6.5	5.7
Summit Cash Reserves (1993)	5.3	5.0
Summit Municipal Income (1993)	1.0	1.0
Summit Municipal Intermediate (1993)	3.9	4.0
Tax-Free High Yield (1985)	3.3	3.5
Tax-Free Income (1976)	2.6	2.5
Tax-Free Short-Intermediate (1983)	2.1	2.1
U.S. Treasury Money (1982)	2.1	2.2
Virginia Tax-Free Bond (1991)	1.0	1.1
Other bond and money market funds	8.7	8.7
	104.6	104.1
	\$ 477.6	\$ 487.1

The Spectrum Funds, Target Retirement Funds, and Retirement Date Funds are not presented in the table above because their assets are already included in the assets of their underlying fund holdings.

Our operating subsidiaries invest in many of the T. Rowe Price funds.

Administrative Services.

Our subsidiaries provide advisory-related administrative services to the Price Funds and their shareholders. T. Rowe Price Services provides mutual fund transfer agency and shareholder services, including maintenance of staff, facilities, technology, and other equipment to respond to inquiries from fund shareholders. T. Rowe Price Retirement Plan Services provides participant accounting, plan administration, and transfer agent services for defined contribution retirement plans that invest in both the Price Funds and funds outside the Price fund complex. Plan sponsors and participants compensate us for some of the administrative services while the Price Funds compensate us for maintaining and administering the individual participant accounts for those plans that invest in the Price Funds. Until August 2015, T. Rowe Price Associates provided mutual fund accounting services, including maintenance of financial records, preparation of financial statements and reports, daily valuation of portfolio securities, and computation of daily net asset values per share to the Price Funds. The Price Funds contracted directly with BNY Mellon in August 2015 to provide these services in the future.

We provide trustee services through our subsidiary, T. Rowe Price Trust Company, a Maryland-chartered limited service trust company. Through this entity, we offer collective investment trusts for investment by qualified retirement plans and serve as trustee for employer sponsored retirement plans and other retirement products. T. Rowe Price Trust Company may not accept deposits and cannot make personal or commercial loans.

We also provide non-discretionary advisory planning services to fund shareholders and potential investors through our subsidiary T. Rowe Price Advisory Services. These services are limited in scope and include retirement planning services, such as saving for retirement, transitioning into retirement, and income in retirement. An investment portfolio evaluation service is an integral part of these services. An ongoing checkup service is also available to assist an investor in remaining on track to achieve their financial goals.

Distribution and Servicing.

The Investor class of all Price Funds can be purchased in the U.S. on a no-load basis, without a sales commission or 12b-1 fee. No-load mutual fund shares offer investors a low-cost and relatively easy method of directly investing in a variety of stock and fixed income portfolios. In 2015, we added an I-Class share to a number of our Price Funds. The I-Class shares are designed to meet the needs of institutionally oriented clients who seek investment products with lower shareholder servicing costs, and lower expense ratios. This share class will limit ordinary operating expenses (other than interest; expenses related to borrowings, taxes, and brokerage; and any non extraordinary expenses) at 5 basis points for a period of time and there will be no external payments for 12b-1 or administrative fee payments.

Certain of the Price Funds also offer Advisor Class and R Class shares that are distributed to mutual fund shareholders, and defined contribution retirement plans, respectively, through third-party financial intermediaries. These share classes pay 12b-1 fees of 25 and 50 basis points, respectively, for distribution, administration, and personal services. Our subsidiary, T. Rowe Price Investment Services, is the principal distributor of the Price Funds and enters into a tri-party agreement with each intermediary and fund. Under the agreement, each fund is responsible to pay the distribution and service fees directly to the applicable intermediaries. In addition, those Price Funds offered to investors through variable annuity life insurance plans have a share class that pays a 12b-1 fee of 25 basis points.

In accounting for 12b-1 fees, the applicable mutual fund share classes incur the related expense and we recognize the corresponding distribution and servicing fee revenue in our consolidated statements of income. We also recognize, as distribution and servicing costs in the consolidated statements of income, the corresponding cost paid to the third-party financial intermediaries who distribute these fund share classes. The fee revenue that we recognize from the funds and the expense that we recognize for the fees paid to third-party intermediaries are equal in amount and, therefore, do not impact our net operating income.

We believe that our lower fund cost structure, distribution methods, and fund shareholder and administrative services help promote the stability of our fund assets under management through market cycles.

Except as noted above for 12b-1 fees, we bear all advertising and promotion expenses associated with the distribution of the Price Funds. These costs are recognized currently, and include advertising and direct mail communications to potential fund shareholders as well as substantial staff and communications capabilities to respond to investor inquiries. Marketing and promotional efforts are focused in print media, television, and Internet. In addition, we direct considerable marketing efforts to defined contribution plans that invest in mutual funds. Advertising and promotion expenditures vary over time based on investor interest, market conditions, new and existing investment offerings, and the development and expansion of new marketing initiatives, including the enhancement of our digital capabilities.

OTHER INVESTMENT PORTFOLIOS.

Our other client investment portfolios had assets under management of \$276.0 billion at December 31, 2015, an increase of \$6.8 billion from the beginning of the year. We provide investment advisory services to these clients through our subsidiaries on a separately managed or subadvised account basis and through sponsored investment portfolios, including collective investment trusts, target-date retirement trusts, Luxembourg-based funds offered to investors outside the U.S., and portfolios offered through variable annuity life insurance plans in the U.S. At December 31, the assets under management in these portfolios included the following investment mandates:

	2014	2015
U.S. equities	\$ 179.3	\$ 180.3
International equities	27.6	29.5
Stable value assets	17.8	19.1
Bonds and money market securities	44.5	47.1
	<u>\$ 269.2</u>	<u>\$ 276.0</u>

We charge fees for investment management to these clients based on, among other things, the specific investment services to be provided. Our standard form of investment advisory agreement for client accounts provides that the agreement may be terminated at any time and that any unearned fees paid in advance will be refunded.

Our fees for managing these investment portfolios are computed using the value of assets under our management at a contracted annual fee rate. The value of assets under management billed is generally based on daily valuations, month-end average valuations, or end of billing period valuations. In 2015, approximately 73% of advisory fees were recognized based on daily portfolio valuations, 10% were based on month-end averages, and 17% were based on end of billing period valuations.

Our subsidiaries, T. Rowe Price (Luxembourg) Management Sàrl and T. Rowe Price International provide management company and investment management services, respectively, to our Luxembourg-based SICAVs (Société d'Investissement à Capital Variable) and FCPs (Fonds Commun de Placement). These funds are distributed outside the U.S. through distribution agents and other financial intermediaries. The fees earned for these distribution and marketing services are part of the overall investment management fees earned for managing the SICAV and FCP fund assets. We recognize any related distribution fees paid to financial intermediaries in other operating expenses. At December 31, 2015, assets under management in these funds were \$10.3 billion.

REGULATION.

T. Rowe Price Associates, T. Rowe Price International, T. Rowe Price (Canada), Inc., T. Rowe Price Hong Kong Limited, T. Rowe Price Singapore Private Ltd. and T. Rowe Price Advisory Services, Inc. are registered with the Securities and Exchange Commission (SEC) as investment advisers under the Investment Advisers Act of 1940. T. Rowe Price International is also regulated by the Financial Conduct Authority (FCA) in the United Kingdom and, in certain cases, by other foreign regulators in countries in which we have a license to conduct business. The Securities and Futures Commission (SFC) and Monetary Authority of Singapore (MAS) also regulate T. Rowe Price Hong Kong and T. Rowe Price Singapore, respectively. T. Rowe Price (Canada) is also registered with several of the provincial securities commissions in Canada. T. Rowe Price (Luxembourg) Management Sàrl, the management company of our Luxembourg-based FCP (Fonds Commun de Placement) and SICAV funds is regulated by the Commission de Surveillance du Secteur Financier (CSSF). Our branch offices operated outside the U.S. are also registered with and regulated by the local financial authorities.

Our subsidiaries providing transfer agent services are registered under the Securities Exchange Act of 1934, and our trust company is regulated by the State of Maryland, Commissioner of Financial Regulation.

T. Rowe Price Investment Services is a registered broker-dealer and member of the Financial Industry Regulatory Authority (FINRA) and the Securities Investor Protection Corporation. We provide introducing brokerage services through this subsidiary primarily to complement the other services provided to shareholders of the Price Funds. Pershing, a third-party clearing broker and affiliate of the BNY Mellon, maintains our brokerage's customer accounts and clears all transactions.

All aspects of our business are subject to extensive federal, state, and foreign laws and regulations. These laws and regulations are primarily intended to benefit or protect our clients and the Price Funds' shareholders. They generally grant supervisory agencies and bodies broad administrative powers, including the power to limit or restrict the conduct of our business in the event that we fail to comply with laws and regulations. Possible sanctions that may be imposed on us, in the event that we fail to comply, include the suspension of individual employees, limitations on engaging in certain business activities for specified periods of time, revocation of our investment adviser, and other registrations, censures, and fines.

Certain of our subsidiaries are subject to net capital requirements including those of various federal, state, and international regulatory agencies. Each of our subsidiaries' net capital, as defined, meets or exceeds all minimum requirements.

For further discussion of the potential impact of current or proposed legal or regulatory requirements, please see the Legal and Regulatory risk factors included in Item 1A of this Form 10-K.

COMPETITION.

As a member of the financial services industry, we are subject to substantial competition in all aspects of our business. A significant number of proprietary and other sponsors' mutual funds are sold to the public by other investment management firms, broker-dealers, mutual fund companies, banks, and insurance companies. We compete with brokerage and investment banking firms, insurance companies, banks, mutual fund companies, hedge funds, and other financial institutions and funds in all aspects of our business and in every country in which we offer our advisory services. Many of these financial institutions have substantially greater resources than we do. We compete with other providers of investment advisory services primarily based on the availability and objectives of the investment portfolios offered, investment performance, fees and related expenses, and the scope and quality of investment advice and other client services. In recent years, we have faced significant competition from passive and index oriented investment strategies. In order to maintain and enhance our competitive position,

we may review acquisition and venture opportunities and, if appropriate, engage in discussions and negotiations that could lead to the acquisition of a new equity or other financial relationship.

EMPLOYEES.

At December 31, 2015, we employed 5,999 associates, up 2.2% from the 5,870 associates employed at the end of 2014. We may add additional temporary and part-time personnel to our staff from time to time to meet periodic and special project demands, primarily for technology and mutual fund administrative services.

AVAILABLE INFORMATION.

Our Internet address is troweprice.com. At our Investor Relations website, <http://trow.client.shareholder.com>, we make available free of charge a variety of information for investors. Our goal is to maintain our websites as a portal through which investors can easily find or navigate to pertinent information about us and as a channel of distribution for material company information, including but not limited to:

- our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) of the Exchange Act as soon as reasonably practicable after we electronically file that material with, or furnish them to the SEC;
- our financial statement information from our periodic SEC filings in the form of XBRL data files that may be used to facilitate computer-assisted investor analysis;
- corporate governance information including our charter, bylaws, governance guidelines, committee charters, senior officer code of ethics and conduct, and other governance-related policies;
- other news and announcements that we may post from time to time that investors might find useful or interesting; and
- opportunities to sign up for email alerts and RSS feeds to have information pushed in real time.

Unless otherwise expressly stated, information found on our website is not part of this or any other report we file with, or furnish to, the SEC.

Item 1A. Risk Factors.

An investment in our common stock involves various risks, including those mentioned below and those that are discussed from time to time in our periodic filings with the SEC. Investors should carefully consider these risks, along with the other information contained in this report, before making an investment decision regarding our common stock. There may be additional risks of which we are currently unaware, or which we currently consider immaterial. Any of these risks could have a material adverse effect on our financial condition, results of operations, and value of our common stock.

RISKS RELATING TO OUR BUSINESS AND THE FINANCIAL SERVICES INDUSTRY.

Our revenues are based on the market value and composition of the assets under our management, all of which are subject to fluctuation caused by factors outside of our control.

We derive our revenues primarily from investment advisory services provided by our subsidiaries to individual and institutional investors in the T. Rowe Price mutual funds distributed in the U.S. and other investment portfolios. Our investment advisory fees typically are calculated as a percentage of the market value of the assets under our management. We generally earn higher fees on assets invested in our equity funds and equity investment portfolios than we earn on assets invested in our fixed income funds and portfolios. Among equity investments, there is a significant variation in fees earned from index-based funds and portfolios at the low end and emerging markets funds and portfolios at the high end. Fees also vary across the fixed income funds and portfolios, though not as widely as equity investments, with stable value portfolios and money market securities at the lower end and non-U.S. dollar denominated bonds at the high end. As a result, our revenues are dependent on the value and composition of the assets under our management, all of which are subject to substantial fluctuation due to many factors, including:

- **Investor Mobility.** Our investors generally may withdraw their funds at any time, on very short notice and without any significant penalty.

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- **General Market Declines.** A downturn in stock or bond prices would cause the value of assets under our management to decrease, and may also cause investors to withdraw their investments, thereby further decreasing the level of assets under our management.
- **Investment Performance.** If the investment performance of our managed portfolios is less than that of our competitors or applicable third-party benchmarks, we could lose existing and potential customers and suffer a decrease in assets under management. Institutional investors in particular consider changing investment advisers based upon poor relative investment performance. Individual investors in contrast are more likely to react to poor absolute investment performance. Prolonged periods of strong relative investment performance may result in capacity constraints within certain portfolios, which in turn may negatively impact our ability to achieve strong investment results in subsequent periods.
- **Investing Trends.** Changes in investing trends and, in particular, investor preference for passive or alternative investment portfolios, retirement savings trends, including the prevalence of defined contribution retirement plans and target-date retirement products, may reduce interest in our funds and portfolios and may alter our mix of assets under management.
- **Interest Rate Changes.** Investor interest in and the valuation of our fixed income investment funds and portfolios are affected by changes in interest rates.
- **International Exposure.** Our managed portfolios may have significant investments in international markets that are subject to risk of loss from political or diplomatic developments, government policies, civil unrest, currency fluctuations, and changes in legislation related to foreign ownership. International markets, particularly emerging markets, which are often smaller, may not have the liquidity of established markets, may lack established regulations, and may experience significantly more volatility than established markets.
- **Tax Regulation Changes.** Changes in the status of tax deferred retirement plan investments and tax-free municipal bonds, the capital gains and corporate dividend tax rates, and other individual and corporate tax rates and regulations could adversely affect investor behavior and may cause investors to view certain investment offerings less favorably and withdraw their investment assets, thereby decreasing the level of assets under our management.

A decrease in the value of assets under our management, or an adverse change in their composition, could have a material adverse effect on our investment advisory fees and revenues. For any period in which revenues decline, net income and operating margins will likely decline by a greater proportion because certain expenses will be fixed over that finite period and may not decrease in proportion to the decrease in revenues.

The performance of our money market funds and portfolios are impacted by the historically low interest rate environment.

Our money market funds' and portfolios' performance or yield is dependent on the income earned from the underlying securities exceeding the operating costs of the fund. When interest rates are at or near the historic lows, the operating costs of the funds will become a greater portion of the portfolio's net income, thereby reducing the yield of the funds to very low levels. Since the second half of 2009, such an environment has led us to voluntarily waive our advisory and other fees earned on our money market funds and trusts in order to maintain yields at or above 0% for fund investors. Such actions reduce our advisory fee income and net income. The actual amount of fees waived is dependent on a number of variables including, among others, changes in the net assets held by our money market funds, changes in market yields, changes in the expense levels of the funds, and our willingness to voluntarily continue such fee waivers. Also, bank deposits may become more attractive to investors and money market funds could experience significant redemptions, which could decrease our revenues and net income. For further discussion of the fees we waived in the current period, management's expectation as to future fee waivers, and the net cash flows of our money market funds and trusts, please see our Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 7 of this Form 10-K.

A significant majority of our revenues are based on contracts with the Price funds that are subject to termination without cause and on short notice.

We provide investment advisory, distribution, and other administrative services to the Price funds under various agreements. Investment advisory services are provided to each Price fund under individual investment management agreements. The board of each Price fund must annually approve the terms of the investment management and service agreements and can terminate the agreement upon 60-days notice. If a Price fund seeks to lower the fees that we receive or terminate its contract with us, we would experience a decline in fees earned from the Price funds, which could have a material adverse effect on our revenues and net income.

We operate in an intensely competitive industry, which could cause a loss of customers and their assets, thereby reducing our assets under management and our revenues and net income.

We are subject to competition in all aspects of our business from other financial institutions. Many of these financial institutions have substantially greater resources than we do and may offer a broader range of financial products across more markets. Some operate in a different regulatory environment than we do which may give them certain competitive advantages in the investment products and portfolio structures that they offer. We compete with other providers of investment advisory services primarily based on the availability and objectives of the investment portfolios offered, investment performance, fees and related expenses, and the scope and quality of investment advice and other client services. Some institutions have proprietary products and distribution channels that make it more difficult for us to compete with them. Most of our investment portfolios are available without sales or redemption fees, which means that investors may be more willing to transfer assets to competing funds.

If current or potential customers decide to use one of our competitors, we could face a significant decline in market share, assets under management, revenues, and net income. In the event that we were to decide to reduce the fees we charge for investment advisory services in response to competitive pressures, revenues and operating margins could be adversely impacted.

Our success depends on our key personnel and our financial performance could be negatively affected by the loss of their services.

Our success depends on our highly skilled personnel, including our portfolio and fund managers, investment analysts, sales and client relationship personnel, and corporate officers, many of whom have specialized expertise and extensive experience in our industry. Strong financial services professionals are in demand, and we face significant competition for highly qualified employees. Our key employees do not have employment contracts, and generally can terminate their employment with us at any time. We cannot assure that we will be able to retain or replace key personnel. We have near- and long-term succession planning processes, including programs to develop our future leaders, which are intended to address future talent needs and minimize the impact of losing key talent. However, in order to retain or replace our key personnel, we may be required to increase compensation, which would decrease net income. The loss of key personnel could damage our reputation and make it more difficult to retain and attract new employees and investors. Losses of assets from our client investors would decrease our revenues and net income, possibly materially.

Our operations are complex and a failure to perform operational tasks or the misrepresentation of products and services could have an adverse effect on our reputation and subject us to regulatory sanctions, fines, penalties, litigation, and a decrease in revenues.

Operating risks include:

- failure to properly perform or oversee fund or portfolio recordkeeping responsibilities, including portfolio accounting, security pricing, corporate actions, investment restrictions compliance, daily net asset value computations, account reconciliations, and required distributions to fund shareholders to comply with tax regulations;
- failure to properly perform transfer agent and participant recordkeeping responsibilities, including transaction processing, supervision of staff, tax reporting, and record retention;
- sales and marketing risks, including the intentional or unintentional misrepresentation of products and services in advertising materials, public relations information, or other external communications, and failure to properly calculate and present investment performance data accurately and in accordance with established guidelines and regulations; and
- our reliance on third-party vendors who, now or in the future, may perform or support important parts of our operations as there can be no assurance that they will perform properly or that our processes and plans to transition or delegate these functions to others will be successful or that there will not be interruptions in services from these third parties.

Any damage to our reputation could harm our business and lead to a loss of revenues and net income.

We have spent many years developing our reputation for integrity, strong investment performance, and superior client services. Our brand is a valuable intangible asset, but it is vulnerable to a variety of threats that can be difficult or impossible to control, and costly or even impossible to remediate. Regulatory inquiries and rumors can tarnish or substantially damage our reputation, even if those inquiries are satisfactorily addressed. Any damage to our brand could impede our ability to attract and retain

customers and key personnel, and reduce the amount of assets under our management, any of which could have a material adverse effect on our revenues and net income.

Our expenses are subject to significant fluctuations that could materially decrease net income.

Our operating results are dependent on the level of our expenses, which can vary significantly for many reasons, including:

- changes in the level of our advertising expenses, including the costs of expanding investment advisory services to investors outside of the U.S. and further penetrating U.S. distribution channels;
- variations in the level of total compensation expense due to, among other things, bonuses, stock option grants and other stock-based awards, changes in employee benefit costs due to regulatory or plan design changes, changes in our employee count and mix, competitive factors, and inflation;
- a future impairment of investments recognized in our consolidated balance sheet;
- a future impairment of goodwill that is recognized in our consolidated balance sheet;
- unanticipated material fluctuations in foreign currency exchange rates applicable to the costs of our operations abroad;
- expenses and capital costs incurred to maintain and enhance our administrative and operating services infrastructure, such as technology assets, depreciation, amortization, and research and development;
- unanticipated costs incurred to protect investor accounts and client goodwill; and
- disruptions of third-party services such as communications, power, and mutual fund transfer agent and accounting systems.

Under our agreements with the T. Rowe Price mutual funds, we charge the mutual funds certain administrative fees and related expenses based upon contracted terms. If we fail to accurately estimate our underlying expense levels or are required to incur expenses relating to the mutual funds that are not otherwise paid by the funds, our operating results will be adversely affected. While we are under no obligation to provide financial support to any of our sponsored investment products, any financial support provided would reduce capital available for other purposes and may have an adverse effect on revenues and net income .

We have contracted with third-party financial intermediaries that distribute our investment portfolios in the U.S. and abroad and such relationships may not be available or profitable to us in the future.

These contracted third-party intermediaries generally offer their clients various investment products in addition to, and in competition with, our investment offerings, and have no contractual obligation to encourage investment in our portfolios. It would be difficult for us to acquire or retain the management of those assets without the assistance of the intermediaries, and we cannot assure that we will be able to maintain an adequate number of investment product offerings and successful distribution relationships. In addition, some investors rely on third-party financial planners, registered investment advisers, and other consultants or financial professionals to advise them on the choice of investment adviser and investment portfolio. These professionals and consultants can favor a competing investment portfolio as better meeting their particular client's needs. We cannot assure that our investment offerings will be among their recommended choices in the future. Further, their recommendations can change over time and we could lose their recommendation and their client assets under our management. Mergers, acquisitions, and other ownership or management changes could also adversely impact our relationships with these third-party intermediaries. The presence of any of the adverse conditions discussed above would reduce revenues and net income, possibly by material amounts.

Natural disasters and other unpredictable events could adversely affect our operations.

Armed conflict, terrorist attacks, cyber-attacks, power failures, and natural disasters could adversely affect our revenues, expenses, and net income by:

- decreasing investment valuations in, and returns on, the investment portfolios that we manage,
- causing disruptions in national or global economies that decrease investor confidence and make investment products generally less attractive,
- incapacitating or inflicting losses of lives among our associates,

- interrupting our business operations or those of critical service providers,
- triggering technology delays or failures, and
- requiring substantial capital expenditures and operating expenses to remediate damage, replace our facilities, and restore our operations.

A significant portion of our business operations are concentrated in the Baltimore, Maryland region and in London, England. We have developed various backup systems and contingency plans but we cannot be assured that they will be adequate in all circumstances that could arise or that material interruptions and disruptions will not occur. In addition, we rely to varying degrees on outside vendors for disaster contingency support, and we cannot be assured that these vendors will be able to perform in an adequate and timely manner. If we lose the availability of any associates, or if we are unable to respond adequately to such an event in a timely manner, we may be unable to timely resume our business operations, which could lead to a tarnished reputation and loss of customers that results in a decrease in assets under management, lower revenues, and materially reduced net income.

Our investment income and asset levels may be negatively impacted by fluctuations in our investment portfolio.

We currently have a substantial portion of our assets invested in sponsored stock, blended asset, and bond funds. All of these investments are subject to investment market risk and our non-operating investment income could be adversely affected by the realization of losses upon the disposition of our investments or the recognition of significant other-than-temporary impairments in the case of our available-for-sale portfolio and the recognition of unrealized losses related to our sponsored investment portfolios that are held as trading and accounted for under the equity method. In addition, related investment income has fluctuated significantly over the years depending upon the performance of our corporate investments, including the impact of market conditions and interest rates, and the size of our corporate money market and longer-term mutual fund holdings. Fluctuations in other investment income are expected to occur in the future.

We may review and pursue acquisition and venture opportunities in order to maintain or enhance our competitive position.

Any strategic transaction can involve a number of risks, including additional demands on our staff; unanticipated problems regarding integration of investor account and investment security recordkeeping, additional or new regulatory requirements, operating facilities and technologies, and new employees; adverse effects in the event acquired intangible assets or goodwill become impaired; and the existence of liabilities or contingencies not disclosed to or otherwise known by us prior to closing a transaction.

We own a 26% investment in UTI Asset Management Company Ltd (UTI), an Indian asset management company, and we may consider non-controlling minority investments in other entities in the future. We may not realize future returns from such investments or any collaborative activities that may develop in the future.

We are exposed to a number of risks arising from our international operations.

We operate in a number of jurisdictions outside of the U.S. and have an equity investment in UTI. Our international operations require us to comply with the legal and regulatory requirements of various foreign jurisdictions and expose us to the political consequences of operating in foreign jurisdictions. Our foreign business operations are also subject to the following risks:

- difficulty in managing, operating, and marketing our international operations;
- fluctuations in currency exchange rates which may result in substantial negative effects on assets under our management, revenues, expenses, and assets in our U.S. dollar based financial statements; and
- significant adverse changes in international legal and regulatory environments.

LEGAL AND REGULATORY RISKS.

Compliance within a complex regulatory environment imposes significant financial and strategic costs on our business, and non-compliance could result in fines and penalties.

If we are unable to maintain compliance with applicable laws and regulations, we could be subject to criminal and civil liability, the suspension of our employees, fines, penalties, sanctions, injunctive relief, exclusion from certain markets, or temporary or permanent loss of licenses or registrations necessary to conduct our business. A regulatory proceeding, even if it does not result in a finding of wrongdoing or sanctions, could consume substantial expenditures of time and capital. Any

regulatory investigation and any failure to maintain compliance with applicable laws and regulations could severely damage our reputation, adversely affect our ability to conduct business, and decrease revenue and net income.

Legal and regulatory developments in the mutual fund and investment advisory industry could increase our regulatory burden, impose significant financial and strategic costs on our business, and cause a loss of, or impact the servicing of, our clients and fund shareholders.

Our regulatory environment is frequently altered by new regulations and by revisions to, and evolving interpretations of, existing regulations. Future changes could require us to modify or curtail our investment offerings and business operations, or impact our expenses and profitability. Additionally, some regulations may not directly apply to our business but may impact the capital markets, service providers or have other indirect effects on our ability to provide services to our clients.

Potential impacts of current or proposed legal or regulatory requirements include, without limitation, the following:

- As part of the debate in Washington, D.C. related to the economy and the U.S. deficit, there has been increasing focus on the framework of the U.S. retirement system. We could incur increased costs if new regulatory requirements are adopted since retirement plans are a significant part of our client base and other types of retirement accounts invest in our mutual funds. In addition, changes to the current framework may impact our business in other ways. For example, proposals to reduce contributions to Individual Retirement Accounts and Defined Contribution plans for certain individuals, as well as potential changes to Defined Benefit plans, may result in increased plan terminations and reduce our opportunity to manage and service retirement assets.
- The U.S. Department of Labor is planning to finalize changes to definitions and rules related to fiduciaries. These changes are likely to require modifications to our distribution activities and may impact our ability to service clients or engage in certain types of distribution or other business activities. The Securities and Exchange Commission (SEC) is considering its own fiduciary rule proposal. Any such rule may also have an impact on our business activities.
- The Federal Reserve Board has adopted final regulations related to non-bank Systemically Important Financial Institutions (SIFIs), and other jurisdictions are contemplating similar regulation. It has been suggested that large mutual funds, particularly money market funds, should be designated as SIFIs. We do not believe that mutual funds should be deemed SIFIs. Further, we do not believe SIFI designation was intended for traditional asset management businesses. If, however, any T. Rowe Price fund or T. Rowe Price affiliate is deemed a SIFI, increased regulatory oversight would apply, which may include enhanced capital, liquidity, leverage, stress testing, resolution planning, and risk management requirements.
- On July 23, 2014, the SEC adopted additional reforms regulating money market funds. The reforms will require institutional non-government money market funds to operate with a floating net asset value (NAV) and require all non-government money market funds to impose liquidity fees and redemption gates under certain conditions. Government and retail money market funds will continue using current pricing and accounting methods to seek to maintain a stable NAV. The SEC adopted other reforms for money market funds, including additional disclosure and reporting requirements, tightening of diversification requirements, and enhanced stress testing. These reforms could have a negative impact on the attractiveness of such funds to investors and also subject us to additional regulatory requirements and costs to comply with such requirements.
- The Commodity Futures Trading Commission has adopted certain amendments to its rules that would limit the ability of mutual funds and certain other products we sponsor to use commodities, futures, swaps, and other derivatives without additional registration. If our use of these products on behalf of client accounts increases so as to require registration, we would be subject to additional regulatory requirements and costs associated with registration.
- There has been increased global regulatory focus on the manner in which intermediaries are paid for distribution of mutual funds. Changes to long-standing market practices related to fees or enhanced disclosure requirements may negatively impact sales of mutual funds by intermediaries, especially if such requirements are not applied to other investment products.
- Global regulations on OTC derivatives are evolving, including new and proposed regulations under The Dodd-Frank Wall Street Reform and Consumer Protection Act and European Market Infrastructure Regulation relating to central clearing counterparties, trade reporting, and repositories. In addition, the SEC has proposed new regulations that will require mutual funds to: (1) adopt liquidity risk management programs with specific requirements for measuring and reporting the liquidity of fund holdings; and (2) comply with new exposure limits and asset coverage requirements for

investments in derivatives, as well as adopting derivatives risk management programs. There remains uncertainty related to various requirements under these regulations and the exact manner in which they will impact current trading strategies for our clients.

- The revised Markets in Financial Instruments Directive (MiFID II Directive) and Regulation (MiFIR) (together “MiFID II”) will apply across the European Union (EU) and member states of the European Economic Area from January 3, 2017, unless extended. Implementation of MiFID II will significantly impact both the structure and operation of EU financial markets. Some of the main changes introduced under MiFID II include applying enhanced disclosure requirements, enhancing conduct of business and governance requirements, broadening the scope of pre and post trade transparency, increasing transaction reporting requirements, transforming the relationship between client commissions and research, and further regulation of trading venues. Compliance with MiFID II will increase our costs.

We cannot predict the nature of future changes to the legal and regulatory requirements applicable to our business, nor the extent of the impacts that will result from current or future proposals. However, any such changes are likely to increase the costs of compliance and the complexity of our operations. They may also result in changes to our product or service offerings. The changing regulatory landscape may also impact a number of our service providers and to the extent such providers alter their services or increase their fees it may impact our expenses or those of the products we offer.

We may become involved in legal and regulatory proceedings that may not be covered by insurance.

We are subject to regulatory and governmental inquiries and civil litigation. An adverse outcome of any such proceeding could involve substantial financial penalties. From time to time, various claims against us arise in the ordinary course of business, including employment-related claims. There also has been an increase in litigation and in regulatory investigations in the financial services industry in recent years, including customer claims, class action suits, and government actions alleging substantial monetary damages and penalties.

We carry insurance in amounts and under terms that we believe are appropriate. We cannot be assured that our insurance will cover every liability and loss to which we may be exposed, or that our insurance policies will continue to be available at acceptable terms and fees. Certain insurance coverage may not be available or may be prohibitively expensive in future periods. As our insurance policies come up for renewal, we may need to assume higher deductibles or co-insurance liabilities, or pay higher premiums, which would increase our expenses and reduce our net income.

Net capital requirements may impede the business operations of our subsidiaries.

Certain of our subsidiaries are subject to net capital requirements imposed by various federal, state, and foreign authorities. Each of our subsidiaries’ net capital meets or exceeds all current minimum requirements; however, a significant change in the required net capital, an operating loss, or an extraordinary charge against net capital could adversely affect the ability of our subsidiaries to expand or even maintain their operations if we were unable to make additional investments in them.

Government action related to continued membership in the European Union

We have a significant locally authorized and regulated presence in the United Kingdom (“UK”) to support our global investment management business. It is likely the UK will hold a referendum regarding continued membership in the European Union (“EU”). A UK exit from the EU would be extremely disruptive to our operations and require us to analyze potential changes to our corporate structure and European product and distribution strategies. Any such changes, if required, would likely subject us to additional regulatory requirements and costs.

TECHNOLOGY RISKS.

We require specialized technology to operate our business and would be adversely affected if we fail to maintain adequate infrastructure to conduct or expand our operations or if our technology became inoperative or obsolete.

We depend on highly specialized and, in many cases, proprietary technology to support our business functions, including among others:

- securities analysis,
- securities trading,

- portfolio management,
- customer service,
- accounting and internal financial reporting processes and controls, and
- regulatory compliance and reporting.

All of our technology systems, including those provided by vendors, are vulnerable to disability or failures due to cyber-attacks such as hacking or viruses, natural disasters, power failures, acts of war or terrorism, sabotage, and other causes. A suspension or termination of vendor-provided software licenses or related support, upgrades, and maintenance could cause system delays or interruption. Although we have robust business and disaster recovery plans, if our technology systems were to fail and we were unable to recover in a timely way, we would be unable to fulfill critical business functions, which could lead to a loss of customers and could harm our reputation. A technological breakdown could also interfere with our ability to comply with financial reporting and other regulatory requirements, exposing us to disciplinary action and to liability to our customers.

In addition, our continued success depends on our ability to effectively integrate operations across many countries, and to adopt new or adapt existing technologies to meet client, industry, and regulatory demands. We might be required to make significant capital expenditures to maintain competitive infrastructure. If we are unable to upgrade our infrastructure in a timely fashion, we might lose customers and fail to maintain regulatory compliance, which could affect our results of operations and severely damage our reputation.

We could be subject to losses if we fail to properly safeguard sensitive and confidential information.

As part of our normal operations, we maintain and transmit confidential information about our clients as well as proprietary information relating to our business operations. We maintain a system of internal controls designed to provide reasonable assurance that fraudulent activity, including misappropriation of assets, fraudulent financial reporting, and unauthorized access to sensitive or confidential data is either prevented or timely detected. Our systems or our third-party service providers' systems could be victimized by unauthorized users or corrupted by computer viruses or other malicious software code, or authorized persons could inadvertently or intentionally release confidential or proprietary information. Such disclosure could, among other things:

- seriously damage our reputation,
- allow competitors access to our proprietary business information,
- subject us to liability for a failure to safeguard client data,
- result in the termination of contracts by our existing customers,
- subject us to regulatory action, and
- require significant capital and operating expenditures to investigate and remediate the breach.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

Our corporate headquarters occupies 422,000 square feet of space under lease until 2027 at 100 East Pratt Street in Baltimore, Maryland. We have offices in 16 countries around the world, including the U.S.

Our operating and servicing activities are largely conducted at owned facilities in campus settings comprising 1.2 million square feet on three parcels of land in close proximity to Baltimore in Owings Mills, Maryland and about 290,000 square feet in Colorado Springs, Colorado. We also maintain a nearly 60,000 square foot technology support facility in Hagerstown, Maryland, and own a 72 -acre parcel of land in Pasco County, Florida to accommodate potential future development as business demands require.

We have six investor centers for walk-in traffic and investor meetings, four of which are in leased facilities located in Baltimore, Maryland, Tampa, Florida, Washington, D.C, and McLean, VA. The remaining two investor centers are located in our owned facilities in Colorado Springs and Owings Mills.

We lease all our offices outside the U.S. with London and Hong Kong being our largest, as well as our business operations recovery site in Maryland and our customer service call center in Tampa.

Information concerning our anticipated capital expenditures in 2016 and our future minimum rental payments under noncancelable operating leases at December 31, 2015, is set forth in the capital resources and liquidity and contractual obligations discussions in Item 7 of this Form 10-K.

Item 3. Legal Proceedings.

From time to time, various claims against us arise in the ordinary course of business, including employment-related claims. In the opinion of management, after consultation with counsel, the likelihood that an adverse determination in one or more pending claims would have a material adverse effect on our financial position or results of operations is remote.

Item 4. Mine Safety Disclosures.

Not applicable.

Item. Executive Officers of the Registrant.

The following information includes the names, ages, and positions of our executive officers. There are no arrangements or understandings pursuant to which any person serves as an officer. The first six individuals are members of our management committee.

William J. Stromberg (55), President and Chief Executive Officer since 2016. Mr. Stromberg was previously the Head of Equity from 2010 to 2015 and a Vice President from 1990 to 2015.

Brian C. Rogers (60), Chairman since 2007, Chief Investment Officer since 2004, and a Vice President since 1985.

Edward C. Bernard (59), Vice Chairman since 2007, and a Vice President since 1989.

Christopher D. Alderson (53), Head of International Equity since 2009 and a Vice President since 2002.

Eric L. Veiel, (44), Head of US Equity since 2016, and a Vice President since 2006.

Edward A. Wiese (56), Head of Fixed Income since January 2015, and a Vice President since 2001.

David Oestreicher, (48), Corporate Secretary since 2012, Chief Legal Officer since 2008, and a Vice President since 2001.

Kenneth V. Moreland (59), Treasurer since 2010, and Chief Financial Officer and a Vice President since 2004.

Jessica M. Hiebler (40), Principal Accounting Officer since 2010 and a Vice President since 2009.

PART II

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

Our common stock (\$.20 par value per share) trades on the NASDAQ Global Select Market under the symbol TROW. The high and low trade price information and dividends per share during the past two years were:

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
2014 – High price	\$ 84.41	\$ 84.89	\$ 85.74	\$ 88.64
Low price	\$ 75.57	\$ 76.76	\$ 75.61	\$ 71.78
Cash dividends declared	\$.44	\$.44	\$.44	\$.44
2015 – High price	\$ 87.22	\$ 83.52	\$ 79.74	\$ 77.71
Low price	\$ 77.96	\$ 77.29	\$ 67.76	\$ 65.88
Cash dividends declared	\$ 2.52	\$.52	\$.52	\$.52

The cash dividends declared during the first quarter of 2015 include a special dividend of \$2.00 per share that was declared in February 2015 and paid in April 2015.

Our common stockholders have approved all of our equity-based compensation plans. These plans provide for the following issuances of shares of our common stock at December 31, 2015 :

	Employee and Non-Employee Director Plans	Employee Stock Purchase Plan	Total
Exercise of outstanding options	30,818,229	—	30,818,229
Settlement of outstanding restricted stock units	2,275,340	—	2,275,340
Future issuances	12,907,212	3,497,692	16,404,904
Total	46,000,781	3,497,692	49,498,473

The outstanding options included in the table above have a weighted-average exercise price of \$59.24 . Under the terms of the 2012 Long-Term Incentive Plan, approved by stockholders in April 2012, the number of shares provided and available for future issuance will increase as we repurchase common stock in the future with the proceeds from stock option exercises. No shares have been issued under our Employee Stock Purchase Plan since its inception; all shares have been purchased in the open market.

The following table presents repurchase activity during the fourth quarter of 2015 .

Month	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Maximum Number of Shares that May Yet Be Purchased Under the Program
October	655,053	\$ 68.83	634,979	9,090,304
November	51,731	\$ 76.50	—	9,090,304
December	1,512,352	\$ 71.47	1,298,873	19,791,431
Total	2,219,136	\$ 70.81	1,933,852	

Shares repurchased by us in a quarter may include repurchases conducted pursuant to publicly announced board authorization, outstanding shares surrendered to the company to pay the exercise price in connection with swap exercises of employee stock options, and shares withheld to cover the minimum tax withholding obligation associated with the vesting of restricted stock awards. Of the total number of shares purchased during the fourth quarter of 2015 , 92,734 were related to shares surrendered in connection with employee stock option exercises and 192,550 were related to shares withheld to cover tax withholdings associated with the vesting of restricted stock awards. The remaining 1,933,852 shares of our common stock purchased during the fourth quarter of 2015 , were repurchased pursuant to the Board of Directors’ December 11, 2014 , publicly announced

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authorization. The maximum number of shares that may yet be purchased as of December 31, 2015, under the Board of Directors' December 11, 2014 and December 10, 2015 publicly announced authorizations is 19,791,431.

We have 6,130 stockholders of record and approximately 164,000 beneficial stockholder accounts held by brokers, banks, and other intermediaries holding our common stock. Common stock owned outright by our associates, combined with outstanding vested stock options and unvested restricted stock awards, total nearly 17% of our outstanding shares and outstanding vested stock options at December 31, 2015.

Item 6. Selected Financial Data.

	2011		2012		2013		2014		2015	
	(in millions, except per-share data)									
Net revenues	\$	2,747	\$	3,023	\$	3,484	\$	3,982	\$	4,201
Net operating income	\$	1,227	\$	1,364	\$	1,637	\$	1,891	\$	1,899
Net income	\$	773	\$	884	\$	1,048	\$	1,230	\$	1,223
Net cash provided by operating activities	\$	948	\$	903	\$	1,233	\$	1,291	\$	1,506
Per common share information										
Basic earnings	\$	3.01	\$	3.47	\$	4.02	\$	4.68	\$	4.74
Diluted earnings	\$	2.92	\$	3.36	\$	3.90	\$	4.55	\$	4.63
Cash dividends declared ⁽¹⁾	\$	1.24	\$	2.36	\$	1.52	\$	1.76	\$	4.08
Weighted-average common shares outstanding		255.6		253.4		258.3		259.6		254.6
Weighted-average common shares outstanding assuming dilution		263.3		261.0		266.3		267.4		260.9

⁽¹⁾ Cash dividends declared in 2012 and 2015 include special dividends per share of \$1.00 and \$2.00, respectively, that we paid during those years.

	December 31,									
	2011		2012		2013		2014		2015	
Balance sheet data (in millions)										
Total assets	\$	3,770	\$	4,203	\$	5,033	\$	5,644	\$	5,107
Stockholders' equity	\$	3,421	\$	3,846	\$	4,818	\$	5,395	\$	4,762
Assets under management (in billions)	\$	489.5	\$	576.8	\$	692.4	\$	746.8	\$	763.1

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

GENERAL.

Our revenues and net income are derived primarily from investment advisory services provided to individual and institutional investors in our sponsored U.S. mutual funds and other investment portfolios. The other investment portfolios include separately managed accounts, subadvised funds, and other sponsored investment portfolios including collective investment trusts, target-date retirement trusts, Luxembourg-based funds offered to investors outside the U.S., and portfolios offered through variable annuity life insurance plans in the U.S. Investment advisory clients outside the U.S. account for nearly 5% of our assets under management at December 31, 2015 .

We manage a broad range of U.S., international and global stock, bond, and money market mutual funds and other investment portfolios, which meet the varied needs and objectives of individual and institutional investors. Investment advisory revenues depend largely on the total value and composition of assets under our management. Accordingly, fluctuations in financial markets and in the composition of assets under management affect our revenues and results of operations.

We remain debt-free with ample liquidity and resources that allow us to take advantage of attractive growth opportunities, invest in key capabilities, including investment professionals, technologies, and new product offerings; and, most importantly, provide our clients with strong investment management expertise and service both now and in the future. We expect to continue our investment in long-term initiatives to sustain and deepen our investment talent, add investment capabilities both in terms of new strategies and new investment vehicles, expand capabilities through enhanced technology, and broaden our distribution reach globally.

In 2014, we made a long-term strategic decision to change our delivery of certain administrative services, including fund accounting and other investment recordkeeping operations. BNY Mellon was contracted to provide such services, and 210 associates became employees of BNY Mellon on August 1, 2015. BNY Mellon will transition our data to its technology platform over time. Though a few line items of our consolidated income statements, including administrative revenues, compensation and related costs, and other operating expenses, will be affected, we do not expect that the net impact on our future operating results will be material.

BACKGROUND.

Major U.S. stock index returns were narrowly mixed in 2015, but it was the seventh consecutive year for a positive S&P 500 Index total return. In the first part of the year, equities benefited from steady economic and employment growth, generally favorable corporate earnings outside of the energy sector, and merger and acquisition activity. During the summer, U.S. and global equities fell sharply in response to an unexpected devaluation of China's currency and subsequent plunge in Chinese stocks, raising concerns about China's decelerating economy, and uncertainty regarding China's leadership and policy responses. U.S. markets pared their losses in the final months of the year as global market volatility subsided amid hopes for additional stimulus measures in Europe and Asia, even as the Federal Reserve prepared to raise short-term U.S. interest rates. On December 16, 2015, the U.S. central bank raised the fed funds target rate range to 25 to 50 basis points. It had been 0 to 25 basis points since December 2008.

Stocks in developed non-U.S. markets were mixed. Japanese stocks strongly outpaced other developed Asian markets in dollar terms, helped by the Bank of Japan's stimulus efforts, lower energy prices, and increased capital spending. The Japanese economy narrowly avoided a recession as it grew modestly in the third quarter following a second-quarter contraction. European markets rose in local currency terms, but a 10% decline in the euro versus the dollar reduced returns in dollar terms. Eurozone inflation and economic growth remained stubbornly weak throughout the year despite the European Central Bank's (ECB) quantitative easing program, and many investors were disappointed with the ECB's relatively mild expansion of its stimulus efforts in early December.

Emerging markets equities fared poorly around the world, as large resource-exporting countries Brazil and Russia were in recession, in part, because of the collapse in commodity prices, and broad currency weakness versus the U.S. dollar hurt returns in dollar terms. Most Asian markets declined, as Chinese stocks fell sharply in the second half of 2015.

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Results of several major equity market indexes for the full year 2015 are as follows:

Index	
S&P 500 Index	1.4 %
NASDAQ Composite Index (excluding dividends)	5.7 %
Russell 2000 Index	(4.4)%
MSCI EAFE (Europe, Australasia, and Far East) Index	(.4)%
MSCI Emerging Markets Index	(14.6)%

Global bond returns were mixed in 2015. In the U.S., rising interest rates generally weighed on bond prices, offsetting income. Treasury yields climbed for the year, especially short-term yields, as the economy expanded and investors anticipated a short-term interest rate increase from the Federal Reserve. The 10-year Treasury note yield rose from 2.2% at the end of 2014 to 2.3% at the end of 2015. Tax-free municipal bonds outperformed taxable bonds amid strong demand and declining issuance in the latter part of the year. Investment-grade corporate bonds recorded modest losses amid heavy new issuance as companies took advantage of low interest rates. High yield bonds declined as falling oil and commodity prices weighed on energy and metals and mining issuers, which together represent about one-fifth of the high yield sector.

Bonds in developed non-U.S. markets declined over the last year as a stronger U.S. dollar versus other major developed market currencies, especially the euro, resulted in negative returns in dollar terms. U.S. dollar-denominated emerging markets debt advanced modestly but significantly outperformed local currency bonds, which posted steep losses as nearly all developing market currencies weakened versus the dollar. Plunging commodity prices, expectations for rising short-term U.S. interest rates, and country-specific factors weighed on local currency bond performance.

Results of several major bond market indexes for the full year 2015 are as follows:

Index	
Barclays U.S. Aggregate Bond Index	.6 %
Credit Suisse High Yield Index	(4.9)%
Barclays Municipal Bond Index	3.3 %
Barclays Global Aggregate Ex-U.S. Dollar Bond Index	(6.0)%
JPMorgan Emerging Markets Index Plus	1.8 %

ASSETS UNDER MANAGEMENT.

Our assets under management ended 2015 at \$763.1 billion , an increase of \$16.3 billion from the end of 2014 . Market appreciation and income, net of distributions not reinvested, added \$14.7 billion , and net cash inflows added \$1.6 billion in assets under management during 2015 .

Assets under management (in billions) at the end of the year and changes during each of the last three years are detailed below.

<u>Assets under management by investment portfolio</u>	December 31,		
	2013	2014	2015
Sponsored U.S. mutual funds	\$ 435.3	\$ 477.6	\$ 487.1
Other investment portfolios	257.1	269.2	276.0
Total	<u>\$ 692.4</u>	<u>\$ 746.8</u>	<u>\$ 763.1</u>

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Assets under management by investment objective

	December 31,		
	2013	2014	2015
Stock and blended asset portfolios	\$ 537.0	\$ 579.9	\$ 592.8
Fixed income portfolios	155.4	166.9	170.3
Total	<u>\$ 692.4</u>	<u>\$ 746.8</u>	<u>\$ 763.1</u>

Components of changes in assets under management

	Sponsored U.S. Mutual Funds	Other Investment Portfolios	Total
Assets under management at December 31, 2012	\$ 346.9	\$ 229.9	\$ 576.8
Net cash flows before client transfers	17.9	(29.9)	(12.0)
Client transfers from mutual funds to other portfolios	(7.7)	7.7	—
Net cash flows after client transfers	10.2	(22.2)	(12.0)
Net market appreciation and income	79.0	49.4	128.4
Distributions not reinvested	(8)	—	(8)
Change during the period	88.4	27.2	115.6
Assets under management at December 31, 2013	435.3	257.1	692.4
Net cash flows before client transfers	17.1	(13.4)	3.7
Client transfers from mutual funds to other portfolios	(5.3)	5.3	—
Net cash flows after client transfers	11.8	(8.1)	3.7
Net market appreciation and income	32.2	20.2	52.4
Distributions not reinvested	(1.7)	—	(1.7)
Change during the period	42.3	12.1	54.4
Assets under management at December 31, 2014	477.6	269.2	746.8
Net cash flows before client transfers	7.9	(6.3)	1.6
Client transfers from mutual funds to other portfolios	(6.5)	6.5	—
Net cash flows after client transfers	1.4	.2	1.6
Net market appreciation and income	9.6	6.7	16.3
Distributions not reinvested	(1.5)	(.1)	(1.6)
Change during the period	9.5	6.8	16.3
Assets under management at December 31, 2015	<u>\$ 487.1</u>	<u>\$ 276.0</u>	<u>\$ 763.1</u>

In 2013 and 2014, the majority of the assets transferred by clients from our sponsored mutual funds to our other investment portfolios disclosed in the table above were moved from our target-date retirement funds to our collective investment trusts and target-date retirement trusts. In 2015, assets were transferred primarily from the mutual funds to our collective investment trusts, target-date retirement trusts, and separate accounts.

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The net cash inflows in our sponsored U.S. mutual funds over the last three years were sourced primarily from third-party financial intermediaries across various mandates as detailed below.

	Year ended December 31,		
	2013	2014	2015
Stock and blended asset funds	\$ 5.8	\$ 3.7	\$ 1.5
Bond funds	3.5	8.3	.3
Money market funds	.9	(.2)	(.4)
Net cash flows after client transfers	<u>\$ 10.2</u>	<u>\$ 11.8</u>	<u>\$ 1.4</u>

In 2013, a vast majority of the net outflows from our other investment portfolios were concentrated among several large institutional clients outside the U.S. and intermediary clients that changed their investment objectives, repositioned their strategy allocations, or experienced investment performance challenges within their portfolio. In 2014, the net outflows from our other investment portfolios were primarily from a few institutional and subadvisory clients who redeemed significant amounts from a small number of equity and fixed income strategies. In 2015, the net inflows in our other investment portfolios resulted primarily from the client transfers received from the mutual funds. The net outflows prior to transfers in these portfolios in 2015 were largely concentrated among a small number of institutional clients who redeemed primarily from large-cap U.S. equity strategies.

Our target-date retirement portfolios, which invest in a broadly diversified portfolio of other T. Rowe Price funds or T. Rowe Price collective investment trusts, and automatically rebalance to maintain their specific asset allocation weightings, are a significant source of cash flows. Net cash flows after client transfers shown in the previous tables include or are net of the following net cash inflows that originated in our target-date portfolios.

	Year ended December 31,		
	2013	2014	2015
Target-date retirement funds	\$ 6.6	\$ 13.2	\$ 8.9
Target-date retirement trusts	4.9	4.5	7.3
Total target-date portfolios	<u>\$ 11.5</u>	<u>\$ 17.7</u>	<u>\$ 16.2</u>

Assets under management at December 31, 2015, in these target-date portfolios totaled \$165.7 billion, including \$135.5 billion in target-date retirement funds and \$30.2 billion in target-date retirement trusts.

Strong investment performance and brand awareness is a key driver to attracting assets and to our long-term success. For 2015, 80% of the T. Rowe Price U.S. mutual funds across their share classes outperformed their comparable Lipper averages on a total return basis for the three-year period ended December 31, 2015, 78% outperformed for the five-year period, 88% outperformed for the 10-year period, and 80% outperformed for the one-year period. In addition, T. Rowe Price stock, bond and blended asset funds that were given an overall rating of four or five stars from Morningstar at December 31, 2015, account for nearly 86% of the assets under management in our rated funds. Our target-date retirement funds continue to deliver very attractive long-term performance, with at least 97% of these funds outperforming their comparable Lipper averages on a total return basis for the three-, five-, and 10-year periods ended December 31, 2015. The performance of the firm's institutional strategies remains very competitive.

We incur significant expenditures to attract new investment advisory clients and additional investments from our existing clients. These efforts involve costs that precede any future revenues that we recognize from an increase to our assets under management.

RESULTS OF OPERATIONS.

	Year ended December 31,		Dollar Change	Percentage Change
	2014	2015		
<i>(in millions, except per-share data)</i>				
Investment advisory fees	\$ 3,464.5	\$ 3,687.3	\$ 222.8	6.4 %
Net revenues	\$ 3,982.1	\$ 4,200.6	\$ 218.5	5.5 %
Operating expenses	\$ 2,091.2	\$ 2,301.7	\$ 210.5	10.1 %
Net operating income	\$ 1,890.9	\$ 1,898.9	\$ 8.0	.4 %
Non-operating investment income	\$ 112.2	\$ 103.5	\$ (8.7)	(7.8)%
Net income	\$ 1,229.6	\$ 1,223.0	\$ (6.6)	(.5)%
Diluted earnings per share	\$ 4.55	\$ 4.63	\$.08	1.8 %

Investment advisory revenues earned in 2015 increased over 2014, as average assets under our management increased \$43.2 billion, or 6.0%, to \$767.9 billion. The average annualized fee rate earned on our assets under management was 48.0 basis points in 2015, up from the 47.8 basis points earned in 2014, as money market fee waivers declined and equity valuations, which on average carry a higher fee rate, increased in 2015. We waived \$47.6 million in money market-related fees in 2015, including advisory fees and fund expenses, a decrease of \$10.8 million from the \$58.4 million waived in 2014. The fee waivers in 2015 represent 1.3% of total investment advisory revenues earned during the same period. Fees were waived from all our money market mutual funds and trusts, which have combined net assets of \$15.7 billion at December 31, 2015. We expect that these fee waivers will continue into 2016.

Our operating margin in 2015 was 45.2% compared to 47.5% in the 2014 period. The decline is a result of the investments we have been making to broaden and deepen our investment management, distribution, and service capabilities around the world despite the impact of market volatility on our net revenues. We expect continued downward pressure on our operating margin in 2016 and beyond from the market effects on our net revenues and the anticipated continued investment in our capabilities.

Net revenues

Investment advisory revenues earned from the T. Rowe Price mutual funds distributed in the U.S. increased 7.3%, or \$182.1 million, to nearly \$2.7 billion, on higher average mutual fund assets. Average mutual fund assets in 2015 were \$493.6 billion, an increase of 7.1% from the average for the comparable 2014 period.

Investment advisory revenues earned on the other investment portfolios in 2015 were \$1.0 billion, an increase of \$40.7 million, or 4.2%, from the \$978.7 million earned in the comparable 2014 period. Average assets in these portfolios were \$274.3 billion in 2015, up 4.0% from the comparable 2014 period.

Administrative fee revenues decreased \$12.2 million to \$361.8 million in 2015. The decrease includes the reduction in certain administrative service fee rates paid by certain fund shareholders at the beginning of 2015. Additionally, fees earned from the mutual funds for fund accounting has declined in 2015 compared to 2014, as such services began to be performed by BNY Mellon in August 2015. The mutual funds have contracted directly with BNY Mellon to provide such services. Changes in administrative fee revenues are generally offset by similar changes in related operating expenses that are incurred to provide services to the funds and their investors.

Distribution and servicing fee revenues earned from 12b-1 plans of the Advisor Class, R Class, and Variable Annuity II Class shares of our sponsored portfolios were \$151.5 million in 2015, an increase of \$7.9 million from 2014 on greater average assets under management in these share classes. The 12b-1 fees earned are offset entirely by the costs paid to third-party intermediaries who source these assets. These costs are reported as distribution and servicing costs in the consolidated income statements.

Operating expenses

Compensation and related costs were \$1.4 billion in 2015 , an increase of \$114.0 million , or 8.6% , compared to 2014 . The largest part of the increase is attributable to a \$52.6 million increase in salaries and related benefits and a \$43.0 million increase in our annual variable compensation program. Our average staff size in 2015 has increased 3.7% over 2014 and we employed 5,999 associates at December 31, 2015 . Higher noncash stock-based compensation expense and temporary staff expense account for the remainder of the increase in compensation and related costs in the 2015 period. The increase in compensation and related costs and our average staff size were muted by the lower compensation costs resulting from shifting 210 associates and providing ongoing transition support to BNY Mellon, with whom we contracted to provide fund accounting and recordkeeping operations. However, these lower compensation costs are offset by increases in costs paid to BNY Mellon to provide these administrative services, which are reflected in other operating expenses.

Advertising and promotion costs were \$79.7 million in 2015 , an increase of \$3.7 million from 2014 . The higher cost is primarily attributable to the creation and launch of a new advertising campaign and increased participation in promotional activities as we broaden our distribution reach. We currently expect advertising and promotion costs for 2016 to be comparable to 2015 levels.

Occupancy and facility costs, together with depreciation expense, increased \$29.9 million , or 11.7% , compared to 2014 . The increase is primarily attributable to the added costs to update and enhance technology capabilities, including related maintenance programs.

Other operating expenses were \$341.4 million in 2015 , an increase of \$55.0 million from 2014 . About a third of the increase is attributable to costs being paid to BNY Mellon since August 2015 for the performance of certain administrative services. The balance of the change is due to increased business demands and our continued investment in capabilities. These costs include information and third-party service costs, costs related to our defined contribution recordkeeping business, travel-related costs, and other general and administrative costs.

Non-operating investment income

Net non-operating investment activity during 2015 resulted in income of \$103.5 million , a decrease of \$8.7 million from 2014 . Net losses recognized on our sponsored fund investments of \$12.3 million were offset in part by other investment income of \$3.6 million . The following table details the components of non-operating investment income (in millions) during 2014 and 2015 .

	Year ended December 31,		Dollar Change
	2014	2015	
Net gains realized on sponsored fund dispositions	\$ 49.3	\$ 56.5	\$ 7.2
Ordinary and capital gain dividends	50.2	43.0	(7.2)
Other-than-temporary impairment	—	(4.8)	(4.8)
Earnings (losses) on equity method fund holdings	1.1	(2.4)	(3.5)
Net losses recognized on trading securities	(3.8)	(2.0)	1.8
Net loss recognized on deconsolidation of a sponsored fund	—	(5.8)	(5.8)
Net investment gains recognized on sponsored funds	96.8	84.5	(12.3)
Other investment income	15.4	19.0	3.6
Non-operating investment income	<u>\$ 112.2</u>	<u>\$ 103.5</u>	<u>\$ (8.7)</u>

The net loss recognized on deconsolidation represents the reclassification of a foreign currency loss that was accumulated in other comprehensive income from the date we made our initial seed capital investment in an Australian dollar-denominated fund. Since the deconsolidation, we are accounting for the investment under the equity method of accounting.

Provision for income taxes

Our effective tax rate was 38.9% in 2015 compared to 38.6% in 2014 . We currently estimate our effective tax rate for 2016 to be about 38.7% . Our effective income tax rate reflects the relative contribution of pretax income generated by our foreign subsidiaries that are subject to tax rates lower than our U.S. rates. Changes in the relative contribution of pretax income from U.S. and foreign sources or changes in tax rates in relevant foreign jurisdictions may affect our effective income tax rate and overall net income in the future.

	Year ended December 31,			
	2013	2014	Dollar Change	Percent Change
<i>(in millions, except per-share data)</i>				
Investment advisory fees	\$ 3,022.6	\$ 3,464.5	\$ 441.9	14.6%
Net revenues	\$ 3,484.2	\$ 3,982.1	\$ 497.9	14.3%
Operating expenses	\$ 1,846.8	\$ 2,091.2	\$ 244.4	13.2%
Net operating income	\$ 1,637.4	\$ 1,890.9	\$ 253.5	15.5%
Non-operating investment income	\$ 63.0	\$ 112.2	\$ 49.2	78.1%
Net income	\$ 1,047.7	\$ 1,229.6	\$ 181.9	17.4%
Diluted earnings per share	\$ 3.90	\$ 4.55	\$.65	16.7%

Investment advisory fees earned in 2014 were up 14.6% over 2013 as average assets under our management increased \$90.9 billion, or 14.3%, to \$724.7 billion. The average annualized fee rate earned on our assets under management was 47.8 basis points during 2014, virtually unchanged from the 47.7 basis points earned in 2013 . In 2014, we voluntarily waived \$58.4 million in money market-related fees, including advisory fees and fund expenses, in order to maintain a positive yield for fund investors. The fee waivers in 2014 were up \$7.2 million from the \$51.2 million waived in 2013 and represent about 2% of total investment advisory revenues earned in 2014. Fees were waived from each of our money market funds and trusts, which have combined net assets at December 31, 2014, of \$16.0 billion, or 2.1% of our total assets under management.

Greater average assets under management have increased our investment advisory revenues and helped lift our operating margin in 2014 to 47.5% compared to 47.0% in the 2013 period. Non-operating investment income in 2014 includes higher gains of \$35.8 million realized from the sale of certain of our sponsored fund holdings. The proceeds from these sales were primarily used to provide additional seed capital to other sponsored funds in support of our distribution efforts outside the U.S.

Net revenues

Investment advisory revenues earned from the T. Rowe Price mutual funds distributed in the U.S. were \$2.5 billion in 2014, an increase of 16.9%, or \$359.7 million, on higher average mutual fund assets. In 2014, average mutual fund assets were \$460.9 billion, an increase of 17.8% from the 2013 average.

Mutual fund assets were \$477.6 billion at December 31, 2014, an increase of \$42.3 billion from \$435.3 billion at the end of 2013 . Investors added net cash inflows during 2014 of \$11.8 billion, including \$3.7 billion into our stock and blended asset funds and \$8.3 billion into our bond funds. The money market funds had net outflows of \$.2 billion. These cash flow amounts are presented net of \$5.3 billion that clients transferred to the other investment portfolios, primarily our collective investment trusts and target-date retirement trusts. Without these transfers, the mutual funds would have had net cash inflows of \$17.1 billion in 2014. Market appreciation and income, net of distributions not reinvested, added \$30.5 billion to our mutual fund assets under management in 2014.

Investment advisory revenues earned on the other investment portfolios that we manage increased \$82.2 million, or 9.2%, to \$978.7 million. Average assets in these portfolios were \$263.8 billion during 2014, an increase of \$21.2 billion, or 8.7%, from the 2013 year. Assets in these portfolios at December 31, 2014, were \$269.2 billion, an increase of \$12.1 billion from the end of 2013 . Market appreciation and income of \$20.2 billion was partially offset by net outflows of \$8.1 billion during 2014. Net outflows during 2014 are presented net of the \$5.3 billion assets that clients transferred in from the mutual funds. These net outflows were primarily from a few number of institutional and subadvisory clients who redeemed significant amounts from a small number of equity and fixed income strategies.

Administrative fees increased \$30.3 million to \$374.0 million in 2014. The increase is primarily attributable to increased costs incurred to provide fund accounting services and transfer agent servicing activities to the mutual funds and their investors. Changes in administrative fee revenues are generally offset by similar changes in related operating expenses that are incurred to provide services to the funds and their investors.

Distribution and servicing fee revenues earned from 12b-1 plans of the Advisor Class, R Class, and Variable Annuity II Class shares of our sponsored portfolios were \$143.6 million in 2014, an increase of \$26.4 million from the comparable 2013 period, on greater average assets under management in these share classes. The 12b-1 fees earned are offset entirely by the costs paid to third-party intermediaries who source these assets. These costs are reported as distribution and servicing costs on the face of our consolidated income statements.

Operating expenses

Compensation and related costs increased 14.9% from 2013 to about \$1.3 billion. A significant part of the increase is attributable to a \$60.7 million increase in our annual variable compensation program and a \$60.8 million increase in salaries and related benefits, which result from a modest increase in salaries at the beginning of 2014 combined with a 4.8% increase in our average staff size over the 2013 period. We continue to increase our staff size to support both business growth and added capabilities. Higher temporary staff expenses, noncash stock-based compensation expense, and other employee costs account for the remainder of the increase in compensation and related costs in the 2014 period. At December 31, 2014, we employed 5,870 associates, an increase of 3.6% from the end of 2013 .

Advertising and promotion expenditures were \$76.0 million in 2014, a decrease of \$11.0 million from the 2013 period. The decrease in cost from the 2013 period is primarily a result of repurposing this spending to other distribution activities.

Occupancy and facility costs together with depreciation expense increased \$29.2 million, or 12.9%, versus 2013 . Nearly half of the increase is attributable to the opening of two new buildings at our Owings Mills campus in the fourth quarter of 2013 and the renovation of certain existing facilities. The increase also includes the added costs to update and enhance our technology capabilities, including related maintenance programs. These increases were offset by the non-recurrence of the \$3.5 million in costs recognized to terminate certain facility leases in 2013.

Other operating expenses were \$286.4 million in 2014, an increase of \$27.1 million from the comparable 2013 period, as higher business demands and our continued investment in our capabilities have increased our costs. These increased costs include those related to our defined contribution recordkeeping business, information and other third-party service costs, travel costs, and other general and administrative costs.

Non-operating investment income

Our non-operating investment income, which includes the recognition of investment gains and losses, was up \$49.2 million from the 2013 period. The increase is due in part to the 2014 results including \$49.3 million in gains realized on the sale of certain sponsored fund holdings compared with \$13.5 million in gains realized in the comparable 2013 period. Larger year-end dividends, including capital gain distributions, earned from our mutual fund investments of \$21.8 million were offset in part by a decrease in net investment gains recognized on certain of our other investments in the 2014 period. The 2013 year also included a \$1.5 million gain recognized on the sale of our savings bank subsidiary.

Provision for income taxes

Our effective tax rate was 38.6% in 2014 compared to 38.4% in 2013. Our effective income tax rate reflects the relative contribution of pretax income generated by our foreign subsidiaries that are subject to tax rates lower than our U.S. rates. Changes in the relative contribution of pretax income from U.S. and foreign sources or changes in tax rates in relevant foreign jurisdictions may affect our effective income tax rate and overall net income in the future.

CAPITAL RESOURCES AND LIQUIDITY.

During 2015, stockholders' equity decreased from \$5.4 billion to \$4.8 billion, which results primarily from us expending \$987.8 million to repurchase 13.1 million common shares in 2015. Additionally, we paid \$2.08 per share in regular dividends and paid a \$2.00 special dividend in 2015. Our repurchases and dividends were expended using existing cash balances and cash generated from operations. We generally repurchase shares of our common stock over time to offset the dilution created by our equity-based compensation plans.

As detailed below, we have returned \$3.3 billion to stockholders over the last three years through stock repurchases, our regular quarterly dividends, and one special dividend.

(in millions)	Recurring Dividends	Special Dividend	Stock Repurchases	Total Cash Returned to Stockholders
2013	\$ 396.6	\$ —	\$ 14.1	\$ 410.7
2014	462.1	—	415.5	877.6
2015	534.5	524.5	987.8	2,046.8
Total	\$ 1,393.2	\$ 524.5	\$ 1,417.4	\$ 3,335.1

Tangible book value is \$4.1 billion at December 31, 2015, and our cash and fund investment holdings total \$2.8 billion. The cash and fund investment holdings held by our foreign subsidiaries is \$4 billion at December 31, 2015. Given the availability of these financial resources, we do not maintain an available external source of liquidity.

At December 31, 2015, we had outstanding commitments to make additional contributions totaling \$48.2 million to various investment partnerships in which we have an existing investment. These outstanding commitments, if called, will be funded from operating resources. We currently expect total capital expenditures for facilities, equipment, and technology development for 2016 to be up to \$180 million, which will be funded from operating resources.

2015 versus 2014.

Operating activities during 2015 provided cash flows of \$1.5 billion, up \$215.1 million from the 2014 period. We used \$75.0 million less cash in 2015 compared with the 2014 period as we seeded fewer new sponsored investment portfolios. Higher noncash depreciation and amortization and noncash stock-based compensation in 2015 increased cash flows by \$30.2 million. Timing differences on the cash settlement of our assets and liabilities increased our operating cash flows by \$114.8 million compared to 2014. More than half of the timing difference on the cash settlement of our assets and liabilities is related to bonus compensation that was deferred by certain employees under the new Supplemental Savings Plan that went into effect in 2015. The Supplemental Savings Plan provides certain senior officers the opportunity to defer any portion of their cash incentive compensation earned for a respective calendar year during which services are provided for a period of two or more years.

Net cash provided by investing activities totaled \$109.0 million in 2015, compared with net cash used of \$443.4 million in the comparable 2014 period. In 2015, cash proceeds from the sale of certain sponsored fund holdings, net of new investments, resulted in investing cash flows of \$269.7 million. This compares with net investments of \$305.3 million that we made into our sponsored fund investments in 2014. We increased our property and equipment additions by \$25.1 million during 2015 compared to the 2014 period.

Net cash used in financing activities was \$1,949.2 million in 2015, up \$1,209.4 million from the comparable 2014 period. The payment of a \$2.00 special dividend on April 23, 2015, and an 18% increase in our regular quarterly per-share dividend accounted for \$596.9 million of the increase from 2014. We also increased our common stock repurchases by \$572.3 million during 2015 compared with 2014.

2014 versus 2013.

Operating activities during 2014 provided cash flows of nearly \$1.3 billion, up \$58.1 million from the 2013 period. Higher net income, noncash depreciation and amortization, and noncash stock-based compensation in the 2014 period increased cash flows, in aggregate, \$221.8 million over the 2013 levels. This aggregate increase was offset by \$64.5 million in more cash used in 2014 to seed new sponsored investment portfolios that we are consolidating and treating their underlying investment holdings as trading securities. Timing differences in the cash settlement of our accounts receivable and accrued revenues, payables and accrued liabilities, and other assets and liabilities also decreased our operating cash flows by \$69.2 million compared to the 2013 year. Our 2014 operating cash flows were also increased by \$35.8 million in higher gains realized from the sale of certain available-for-sale sponsored fund investments as the related proceeds are reflected as an investing activity in our consolidated statements of cash flows.

Net cash used in investing activities totaled \$443.4 million, an increase of \$5.9 million from 2013. We increased our capital expenditures and other investments activity in 2014 by \$20.4 million and \$12.1 million, respectively. These increases in net cash used were more than offset by \$35.2 million in less net cash invested in our sponsored funds, as we sold more existing investments to fund the new investments in 2014 compared to the 2013 period. The 2013 year also included \$8.6 million in net cash proceeds related to our savings bank subsidiary and its sale in December 2013.

Net cash used in financing activities was \$739.8 million in 2014, up \$463.0 million from the comparable 2013 period. We increased our common stock repurchases by \$401.4 million in 2014 compared with the 2013 period. Cash used for dividends paid in 2014 increased \$65.4 million due primarily to the 16% increase in our per-share dividend rate.

CONTRACTUAL OBLIGATIONS.

The following table presents a summary of our future obligations (in millions) under the terms of existing operating leases and other contractual cash purchase commitments at December 31, 2015 . Other purchase commitments include contractual amounts that will be due for the purchase of goods or services to be used in our operations and may be cancelable at earlier times than those indicated, under certain conditions that may involve termination fees. Because these obligations are generally of a normal recurring nature, we expect that we will fund them from future cash flows from operations. The information presented does not include operating expenses or capital expenditures that will be committed in the normal course of operations in 2016 and future years. The information also excludes the \$5.8 million of unrecognized tax benefits discussed in Note 7 to our consolidated financial statements because it is not possible to estimate the time period in which a payment might be made to the tax authorities.

	Total	2016	2017-18	2019-20	Later
Noncancelable operating leases	\$ 250	\$ 29	\$ 53	\$ 49	\$ 119
Other purchase commitments	182	136	38	8	—
Total	\$ 432	\$ 165	\$ 91	\$ 57	\$ 119

We also have outstanding commitments to fund additional contributions to investment partnerships totaling \$48.2 million at December 31, 2015 . The vast majority of these additional contributions will be made to investment partnerships in which we have an existing investment. In addition to such amounts, a percentage of prior distributions may be called under certain circumstances.

CRITICAL ACCOUNTING POLICIES.

The preparation of financial statements often requires the selection of specific accounting methods and policies from among several acceptable alternatives. Further, significant estimates and judgments may be required in selecting and applying those methods and policies in the recognition of the assets and liabilities in our consolidated balance sheets, the revenues and expenses in our consolidated statements of income, and the information that is contained in our significant accounting policies and notes to consolidated financial statements. Making these estimates and judgments requires the analysis of information concerning events that may not yet be complete and of facts and circumstances that may change over time. Accordingly, actual amounts or future results can differ materially from those estimates that we include currently in our consolidated financial statements, significant accounting policies, and notes.

We present those significant accounting policies used in the preparation of our consolidated financial statements as an integral part of those statements within this 2015 Annual Report. In the following discussion, we highlight and explain further certain of those policies that are most critical to the preparation and understanding of our financial statements.

Other-than-temporary impairments of available-for-sale securities. We generally classify our investment holdings in sponsored funds as available-for-sale if we are not deemed to have a controlling financial interest nor exercise significant influence over its operating and financial policies. At the end of each quarter, we mark the carrying amount of each investment holding to fair value and recognize an unrealized gain or loss as a component of comprehensive income within the consolidated statements of comprehensive income. We next review each individual security position that has an unrealized loss or impairment to determine if that impairment is other than temporary.

In determining whether a mutual fund holding is other-than-temporarily impaired, we consider many factors, including the duration of time the impairment has existed, the severity of the impairment, any subsequent changes in value, and our intent and ability to hold the security for a period of time sufficient for an anticipated recovery in fair value. Subject to the other considerations noted above, we believe a fund holding with an unrealized loss that has persisted daily throughout the six months between quarter-ends is generally presumed to have an other-than-temporary impairment. We may also recognize an other-than-temporary impairment for losses that have existed for less than six months in our consolidated statements of income if the particular circumstances of the underlying investment do not warrant our belief that a near-term recovery is possible.

Other-than-temporary impairments of equity method investments. We evaluate our equity method investments, including our investment in UTI, for impairment when events or changes in circumstances indicate that the carrying value of the investment exceeds its fair value, and the decline in fair value is other than temporary.

Goodwill. We internally conduct, manage, and report our operations as one investment advisory business. We do not have distinct operating segments or components that separately constitute a business. Accordingly, we attribute goodwill to a single reportable business segment and reporting unit – our investment advisory business.

We evaluate the carrying amount of goodwill in our consolidated balance sheets for possible impairment on an annual basis in the third quarter of each year using a fair value approach. Goodwill would be considered impaired whenever our historical carrying amount exceeds the fair value of our investment advisory business. Our annual testing has demonstrated that the fair value of our investment advisory business (our market capitalization) exceeds our carrying amount (our stockholders' equity) and, therefore, no impairment exists. Should we reach a different conclusion in the future, additional work would be performed to ascertain the amount of the noncash impairment charge to be recognized. We must also perform impairment testing at other times if an event or circumstance occurs indicating that it is more likely than not that an impairment has been incurred. The maximum future impairment of goodwill that we could incur is the amount recognized in our consolidated balance sheets, \$665.7 million .

Stock options. We recognize stock option-based compensation expense in our consolidated statements of income using a fair value-based method. Fair value methods use a valuation model for shorter-term, market-traded financial instruments to theoretically value stock option grants even though they are not available for trading and are of longer duration. The Black-Scholes option-pricing model that we use includes the input of certain variables that are dependent on future expectations, including the expected lives of our options from grant date to exercise date, the volatility of our underlying common shares in the market over that time period, and the rate of dividends that we will pay during that time. Our estimates of these variables are made for the purpose of using the valuation model to determine an expense for each reporting period and are not subsequently adjusted. Unlike most of our expenses, the resulting charge to earnings using a fair value-based method is a noncash charge that is never measured by, or adjusted based on, a cash outflow.

Provision for income taxes. After compensation and related costs, our provision for income taxes on our earnings is our largest annual expense. We operate in numerous states and countries through our various subsidiaries and must allocate our income, expenses, and earnings under the various laws and regulations of each of these taxing jurisdictions. Accordingly, our provision for income taxes represents our total estimate of the liability that we have incurred in doing business each year in all of our locations. Annually, we file tax returns that represent our filing positions with each jurisdiction and settle our return liabilities. Each jurisdiction has the right to audit those returns and may take different positions with respect to income and expense allocations and taxable earnings determinations. From time to time, we may also provide for estimated liabilities associated with uncertain tax return filing positions that are subject to, or in the process of, being audited by various tax authorities. Because the determination of our annual provision is subject to judgments and estimates, it is likely that actual results will vary from those recognized in our financial statements. As a result, we recognize additions to, or reductions of, income tax expense during a reporting period that pertain to prior period provisions as our estimated liabilities are revised and actual tax returns and tax audits are settled. We recognize any such prior period adjustment in the discrete quarterly period in which it is determined.

NEWLY ISSUED BUT NOT YET ADOPTED ACCOUNTING GUIDANCE.

In May 2014, the FASB issued Accounting Standards Update No. 2014-09 — Revenue from Contracts with Customers. The objective of the new standard is to provide a single, comprehensive revenue recognition model for all contracts with customers to improve comparability within industries, across industries, and across capital markets. The revenue standard contains principles that will be applied to determine the measurement of revenue and timing of when it is recognized. In August 2015, the FASB issued Accounting Standards Update No. 2015-14, which defers the effective date of the standard by one year and permits early adoption. We would be required to adopt the new standard on January 1, 2018. We are currently evaluating the impact this standard will have on our financial position and results of operations.

In February 2015, the FASB issued Accounting Standards Update No. 2015-02 — Consolidation (Topic 810): Amendments to the Consolidation Analysis. This standard modifies existing consolidation guidance for reporting companies that are required to evaluate whether they should consolidate certain legal entities. ASU 2015-02 is effective for fiscal years and interim periods within those years beginning after December 15, 2015, and requires either a retrospective or a modified retrospective approach to adoption. We will adopt the ASU on January 1, 2016, using the modified retrospective transition method. The adoption of this new guidance will increase the number of sponsored fund investments that we consolidate either because we own the majority of the voting interest of those U.S. mutual funds or are considered the primary beneficiary of those investment vehicles outside the U.S. that will be required to be analyzed as variable interest entities. As a result, the underlying assets and liabilities of the consolidated funds will be included in our consolidated balance sheet and we will recognize redeemable non-controlling interest for the portion of the consolidated funds that are owned by a third-party investor. Additionally, the change in fair value of the consolidated funds, net of taxes, will begin to be recognized in net income instead of other comprehensive income as they will no longer be accounted for as available-for-sale investments. We are evaluating the effect ASU 2015-02 will have on our consolidated financial statements and related disclosures.

In January 2016, the FASB issued Accounting Standards Update No. 2016-01 — Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. The amendments in this update address certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The ASU is effective for fiscal years and interim periods within those years beginning after December 15, 2017, and requires a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. Early adoption is not permitted. The new guidance will require the change in fair value of equity investments with readily determinable fair values to be recognized through the income statements. We are currently evaluating the full impact of the standard, however, upon adoption the change in the fair value of our available-for-sale equity investments' will be recognized in our consolidated income statement instead of accumulated other comprehensive income on the balance sheet.

We have considered all other newly issued accounting guidance that is applicable to our operations and the preparation of our consolidated financial statements, including that which we have not yet adopted. We do not believe that any such guidance will have a material effect on our financial position or results of operation.

FORWARD-LOOKING INFORMATION.

From time to time, information or statements provided by or on behalf of T. Rowe Price, including those within this report, may contain certain forward-looking information, including information or anticipated information relating to: our revenues, net income, and earnings per share on common stock; changes in the amount and composition of our assets under management; our expense levels; our estimated effective income tax rate; and our expectations regarding financial markets, future transactions, dividends, investments, capital expenditures, and other conditions. Readers are cautioned that any forward-looking information provided by or on behalf of T. Rowe Price is not a guarantee of future performance. Actual results may differ materially from those in forward-looking information because of various factors including, but not limited to, those discussed below and in Item 1A, Risk Factors, of this Form 10-K Annual Report. Further, forward-looking statements speak only as of the date on which they are made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which it is made or to reflect the occurrence of unanticipated events.

Our future revenues and results of operations will fluctuate primarily due to changes in the total value and composition of assets under our management. Such changes result from many factors, including, among other things: cash inflows and outflows in the T. Rowe Price mutual funds and other managed investment portfolios, fluctuations in global financial markets that result in appreciation or depreciation of the assets under our management, our introduction of new mutual funds and investment portfolios, and changes in retirement savings trends relative to participant-directed investments and defined contribution plans. The ability to attract and retain investors' assets under our management is dependent on investor sentiment and confidence; the relative investment performance of the Price mutual funds and other managed investment portfolios as

compared to competing offerings and market indexes; the ability to maintain our investment management and administrative fees at appropriate levels; competitive conditions in the mutual fund, asset management, and broader financial services sectors; and our level of success in implementing our strategy to expand our business. Our revenues are substantially dependent on fees earned under contracts with the Price funds and could be adversely affected if the independent directors of one or more of the Price funds terminated or significantly altered the terms of the investment management or related administrative services agreements. Non-operating investment income will also fluctuate primarily due to the size of our investments, changes in their market valuations, and any other-than-temporary impairments that may arise or, in the case of our equity method investments, our proportionate share of the investee's net income.

Our future results are also dependent upon the level of our expenses, which are subject to fluctuation for the following or other reasons: changes in the level of our advertising expenses in response to market conditions, including our efforts to expand our investment advisory business to investors outside the U.S. and to further penetrate our distribution channels within the U.S.; variations in the level of total compensation expense due to, among other things, bonuses, stock option and other equity grants, other incentive awards, changes in our employee count and mix, and competitive factors; any goodwill or other asset impairment that may arise; fluctuation in foreign currency exchange rates applicable to the costs of our international operations; expenses and capital costs, such as technology assets, depreciation, amortization, and research and development, incurred to maintain and enhance our administrative and operating services infrastructure; unanticipated costs that may be incurred to protect investor accounts and the goodwill of our clients; and disruptions of services, including those provided by third parties, such as facilities, communications, power, and the mutual fund transfer agent and accounting systems.

Our business is also subject to substantial governmental regulation, and changes in legal, regulatory, accounting, tax, and compliance requirements may have a substantial effect on our operations and results, including but not limited to effects on costs that we incur and effects on investor interest in mutual funds and investing in general or in particular classes of mutual funds or other investments.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

The following table (in millions) presents the equity price risk from investments in sponsored funds that are accounted for as available-for-sale securities or under the equity method by assuming a hypothetical decline in the fair values of fund shares. We have chosen to use a variant of each fund's net asset value to quantify the equity price risk, as we believe the volatility in each fund's net asset value best reflects the underlying risk potential as well as the market trends surrounding each fund's investment objective. The potential future loss of value, before any income tax benefits, of these fund investments at year-end was determined by using the lower of each fund's lowest net asset value per share during 2015 or its net asset value per share at December 31, 2015, reduced by 10%. In considering this presentation, it is important to note that: not all funds experienced their lowest net asset value per share on the same day; it is likely that the composition of the fund investment portfolio would be changed if adverse market conditions persisted; and we could experience future losses in excess of those presented below.

	Fair Value 12/31/2015	Percentage of Portfolio	Potential Lower Value	Percentage of Portfolio	2015 Potential Loss		2014 Potential Loss	
Stock and blended asset funds	\$ 599.8	37%	\$ 536.1	37%	\$ 63.7	11%	\$ 76.1	10%
Bond funds	1,012.5	63%	911.2	63%	101.3	10%	115.2	10%
	<u>\$ 1,612.3</u>	<u>100%</u>	<u>\$ 1,447.3</u>	<u>100%</u>	<u>\$ 165.0</u>	<u>10%</u>	<u>\$ 191.3</u>	<u>10%</u>
Equity method fund investments	\$ 113.7	100%	\$ 102.3	100%	\$ 11.4	10%	\$ 12.6	10%

For available-for-sale securities, we experienced actual net unrealized losses of \$5.0 million in 2015 that are considered temporary in other comprehensive income. We review the carrying amount of each investment on a quarterly basis and recognize an impairment charge in non-operating investment income (loss) whenever an unrealized loss is considered other than temporary. During 2015, we recognized an other-than-temporary impairment of \$4.8 million.

Investments in mutual funds generally moderate market risk because funds, by their nature, are diversified investment portfolios that invest in a number of different financial instruments. T. Rowe Price further manages its exposure to market risk by diversifying its investments among many domestic and international funds. In addition, investment holdings may be altered from time to time in response to changes in market risks and other factors, as management deems appropriate.

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Our equity method investment in UTI of \$132.8 million at December 31, 2015 , exposes us to foreign currency risk related to translating our proportionate share of its financial statements, which are denominated in Indian rupees (INR), to U.S. dollars (USD) each reporting period. We do not use derivative financial instruments to manage this foreign currency risk, so both positive and negative fluctuations in the INR against the USD will affect accumulated other comprehensive income and the carrying amount of our investment. We had a cumulative translation loss , net of tax, of \$31.4 million at December 31, 2015 , related to our investment in UTI. Given the nature of UTI’s business, should conditions deteriorate in markets in which they operate, we are at risk for loss up to our carrying amount.

We operate in several foreign countries of which the United Kingdom is the most prominent. We incur operating expenses and have foreign currency-denominated assets and liabilities associated with these operations, though our revenues are predominately realized in USD. We do not believe that foreign currency fluctuations materially affect our results of operations.

Item 8. Financial Statements and Supplementary Data.

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CONSOLIDATED BALANCE SHEETS
(in millions, except share data)

	12/31/2014	12/31/2015
ASSETS		
Cash and cash equivalents	\$ 1,506.1	\$ 1,172.3
Accounts receivable and accrued revenue	442.8	446.0
Investments in sponsored funds	1,884.0	1,612.3
Other investments	408.3	406.6
Property and equipment, net	586.4	607.1
Goodwill	665.7	665.7
Other assets	151.1	196.9
Total assets	<u>\$ 5,644.4</u>	<u>\$ 5,106.9</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Accounts payable and accrued expenses	\$ 143.4	\$ 170.6
Accrued compensation and related costs	82.2	153.1
Income taxes payable	23.6	21.2
Total liabilities	<u>249.2</u>	<u>344.9</u>
Commitments and contingent liabilities		
Stockholders' equity		
Preferred stock, undesignated, \$.20 par value - authorized and unissued 20,000,000 shares	—	—
Common stock, \$.20 par value - authorized 750,000,000; issued 261,110,000 shares at December 31, 2014 and 250,469,000 at December 31, 2015	52.2	50.1
Additional capital in excess of par value	756.5	654.6
Retained earnings	4,450.1	3,970.7
Accumulated other comprehensive income	136.4	86.6
Total stockholders' equity	<u>5,395.2</u>	<u>4,762.0</u>
Total liabilities and stockholders' equity	<u>\$ 5,644.4</u>	<u>\$ 5,106.9</u>

The accompanying summary of significant accounting policies and notes to consolidated financial statements are an integral part of these statements.

CONSOLIDATED STATEMENTS OF INCOME
(in millions, except earnings per share)

	Year ended December 31,		
	2013	2014	2015
Revenues			
Investment advisory fees	\$ 3,022.6	\$ 3,464.5	\$ 3,687.3
Administrative fees	343.7	374.0	361.8
Distribution and servicing fees	117.2	143.6	151.5
Net revenue of savings bank subsidiary	.7	—	—
Net revenues	3,484.2	3,982.1	4,200.6
Operating expenses			
Compensation and related costs	1,156.9	1,329.6	1,443.6
Advertising and promotion	87.0	76.0	79.7
Distribution and servicing costs	117.2	143.6	151.5
Depreciation and amortization of property and equipment	90.6	111.7	126.3
Occupancy and facility costs	135.8	143.9	159.2
Other operating expenses	259.3	286.4	341.4
Total operating expenses	1,846.8	2,091.2	2,301.7
Net operating income	1,637.4	1,890.9	1,898.9
Non-operating investment income	63.0	112.2	103.5
Income before income taxes	1,700.4	2,003.1	2,002.4
Provision for income taxes	652.7	773.5	779.4
Net income	\$ 1,047.7	\$ 1,229.6	\$ 1,223.0
Earnings per share on common stock			
Basic	\$ 4.02	\$ 4.68	\$ 4.74
Diluted	\$ 3.90	\$ 4.55	\$ 4.63

The accompanying summary of significant accounting policies and notes to consolidated financial statements are an integral part of these statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in millions)

	Year ended December 31,		
	2013	2014	2015
Net income	\$ 1,047.7	\$ 1,229.6	\$ 1,223.0
Other comprehensive income (loss)			
Net unrealized holding gains (losses) on available-for-sale investments	148.1	(1.9)	(4.5)
Reclassification adjustments recognized in non-operating investment income:			
Capital gain distributions	(15.3)	(31.1)	(20.8)
Net gains realized on dispositions determined using average cost	(13.5)	(49.3)	(56.5)
Other-than-temporary impairments	—	—	4.8
Net unrealized holding gains derecognized upon the sale of savings bank subsidiary	(1.6)	—	—
Total reclassification adjustments	(30.4)	(80.4)	(72.5)
Total net unrealized holding gains (losses) recognized in other comprehensive income	117.7	(82.3)	(77.0)
Currency translation adjustments	(23.7)	(1.8)	(13.0)
Reclassification loss recognized in non-operating investment income upon deconsolidation of sponsored fund subsidiary	—	—	5.8
Total currency translation adjustments	(23.7)	(1.8)	(7.2)
Other comprehensive income (loss) before income taxes	94.0	(84.1)	(84.2)
Deferred tax benefits (income taxes)	(37.6)	32.2	34.4
Total other comprehensive income (loss)	56.4	(51.9)	(49.8)
Total comprehensive income	\$ 1,104.1	\$ 1,177.7	\$ 1,173.2

The accompanying summary of significant accounting policies and notes to consolidated financial statements are an integral part of these statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)

	Year ended December 31,		
	2013	2014	2015
Cash flows from operating activities			
Net income	\$ 1,047.7	\$ 1,229.6	\$ 1,223.0
Adjustments to reconcile net income to net cash provided by operating activities			
Depreciation and amortization of property and equipment	90.6	111.7	126.3
Stock-based compensation expense	114.6	133.4	149.0
Realized gains on the dispositions of sponsored funds	(13.5)	(49.3)	(56.5)
Net losses (gains) recognized on other investments	(13.0)	(7.2)	1.7
Net change in trading securities held by consolidated sponsored investment portfolios	(25.6)	(90.1)	(15.1)
Changes in accounts receivable and accrued revenue	(44.7)	(31.5)	(3.2)
Changes in payables and accrued liabilities	(5.1)	36.5	98.2
Other changes in assets and liabilities	82.2	(41.8)	(17.0)
Net cash provided by operating activities	<u>1,233.2</u>	<u>1,291.3</u>	<u>1,506.4</u>
Cash flows from investing activities			
Investments in sponsored funds	(377.7)	(471.9)	(164.8)
Dispositions of sponsored funds	37.2	166.6	434.5
Investments in debt securities held by savings bank subsidiary	(28.2)	—	—
Proceeds from debt securities held by savings bank subsidiary	48.5	—	—
Additions to property and equipment	(105.8)	(126.2)	(151.3)
Other investing activity	(11.5)	(11.9)	(9.4)
Net cash provided by (used in) investing activities	<u>(437.5)</u>	<u>(443.4)</u>	<u>109.0</u>
Cash flows from financing activities			
Repurchases of common stock	(14.1)	(415.5)	(987.8)
Common share issuances under stock-based compensation plans	118.2	85.2	73.5
Excess tax benefits from stock-based compensation plans	45.5	52.6	24.1
Dividends	(396.7)	(462.1)	(1,059.0)
Change in savings bank subsidiary deposits	(29.7)	—	—
Net cash used in financing activities	<u>(276.8)</u>	<u>(739.8)</u>	<u>(1,949.2)</u>
Cash and cash equivalents			
Net change during year	518.9	108.1	(333.8)
At beginning of year	879.1	1,398.0	1,506.1
At end of year	<u>\$ 1,398.0</u>	<u>\$ 1,506.1</u>	<u>\$ 1,172.3</u>

The accompanying summary of significant accounting policies and notes to consolidated financial statements are an integral part of these statements.

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CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(shares in thousands; dollars in millions)

	Common shares outstanding	Common stock	Additional capital in excess of par value	Retained earnings	Accumulated other comprehensive income (loss)	Total stockholders' equity
Balances at December 31, 2012	257,018	\$ 51.4	\$ 631.0	\$ 3,031.8	\$ 131.9	\$ 3,846.1
Net income	—	—	—	1,047.7	—	1,047.7
Other comprehensive income, net of tax	—	—	—	—	56.4	56.4
Dividends	—	—	—	(396.6)	—	(396.6)
Common stock-based compensation plans activity						
Shares issued upon option exercises	4,147	.8	127.3	—	—	128.1
Restricted shares issued, net of shares withheld for taxes	1,041	.2	(6.9)	—	—	(6.7)
Shares issued upon vesting of restricted stock units, net of shares withheld for taxes	149	—	(3.3)	—	—	(3.3)
Forfeiture of restricted awards	(82)	—	—	—	—	—
Net tax benefits	—	—	45.9	—	—	45.9
Stock-based compensation expense	—	—	114.6	—	—	114.6
Restricted stock units issued as dividend equivalents	—	—	.1	(.1)	—	—
Common shares repurchased	(200)	—	(14.1)	—	—	(14.1)
Balances at December 31, 2013	262,073	52.4	894.6	3,682.8	188.3	4,818.1
Net income	—	—	—	1,229.6	—	1,229.6
Other comprehensive loss, net of tax	—	—	—	—	(51.9)	(51.9)
Dividends	—	—	—	(462.1)	—	(462.1)
Common stock-based compensation plans activity						
Shares issued upon option exercises	3,679	.8	106.3	—	—	107.1
Restricted shares issued, net of shares withheld for taxes	625	.1	(12.3)	—	—	(12.2)
Shares issued upon vesting of restricted stock units, net of shares withheld for taxes	163	—	(4.7)	—	—	(4.7)
Forfeiture of restricted awards	(117)	—	—	—	—	—
Net tax benefits	—	—	53.4	—	—	53.4
Stock-based compensation expense	—	—	133.4	—	—	133.4
Restricted stock units issued as dividend equivalents	—	—	.2	(.2)	—	—
Common shares repurchased	(5,313)	(1.1)	(414.4)	—	—	(415.5)
Balances at December 31, 2014	261,110	52.2	756.5	4,450.1	136.4	5,395.2
Net income	—	—	—	1,223.0	—	1,223.0
Other comprehensive loss, net of tax	—	—	—	—	(49.8)	(49.8)
Dividends	—	—	—	(1,059.0)	—	(1,059.0)
Common stock-based compensation plans activity						
Shares issued upon option exercises	2,471	.5	84.0	—	—	84.5
Restricted shares withheld for taxes, net of shares issued	(180)	—	(14.3)	—	—	(14.3)
Shares issued upon vesting of restricted stock units, net of shares withheld for taxes	236	—	(2.0)	—	—	(2.0)
Forfeiture of restricted awards	(59)	—	—	—	—	—
Net tax benefits	—	—	23.2	—	—	23.2
Stock-based compensation expense	—	—	149.0	—	—	149.0
Restricted stock units issued as dividend equivalents	—	—	.2	(.2)	—	—
Common shares repurchased	(13,109)	(2.6)	(342.0)	(643.2)	—	(987.8)
Balances at December 31, 2015	250,469	\$ 50.1	\$ 654.6	\$ 3,970.7	\$ 86.6	\$ 4,762.0

The accompanying summary of significant accounting policies and notes to consolidated financial statements are an integral part of these statements.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES.

T. Rowe Price Group derives its consolidated revenues and net income primarily from investment advisory services that its subsidiaries provide to individual and institutional investors in the sponsored T. Rowe Price U.S. mutual funds and other investment portfolios. We also provide our investment advisory clients with related administrative services, including distribution, mutual fund transfer agent, accounting and shareholder services; participant recordkeeping and transfer agent services for defined contribution retirement plans; brokerage, and trust services.

Investment advisory revenues depend largely on the total value and composition of assets under our management. Accordingly, fluctuations in financial markets and in the composition of assets under management impact our revenues and results of operations.

BASIS OF PREPARATION.

These consolidated financial statements have been prepared by our management in accordance with accounting principles generally accepted in the U.S. These principles require that we make certain estimates and assumptions. Actual results may vary from our estimates.

CONSOLIDATION.

Our financial statements include the accounts of all subsidiaries and sponsored portfolios in which we have a controlling financial interest. We are generally deemed to have a controlling financial interest when we own the majority of the voting interest of an entity or are considered to be the primary beneficiary of a variable interest entity. All material intercompany accounts and transactions are eliminated in consolidation. We have determined that the sponsored portfolios in which we have investments at December 31, 2014 and 2015, are voting interest entities and, as a result, have consolidated those sponsored portfolios in which we own a majority of the voting interest.

If we determine that we no longer have a controlling financial interest in a subsidiary or a sponsored portfolio, we deconsolidate the carrying value of their assets and liabilities and record our remaining equity interest, if any, at its fair value. Any gain or loss realized upon deconsolidation is included in non-operating investment income in our consolidated statements of income.

We will implement Accounting Standards Update No. 2015-02 - Consolidation (Topic 810): Amendments to the Consolidation Analysis on January 1, 2016, using the modified retrospective transition method. The adoption of this new guidance will increase the number of sponsored fund investments that we consolidate, either because we own the majority of the voting interest of those U.S. mutual funds or because we are considered the primary beneficiary of those investment vehicles outside the U.S. that will be required to be analyzed as variable interest entities. As a result, the underlying assets and liabilities of the consolidated funds will be included in our consolidated balance sheet, and we will recognize redeemable non-controlling interest for the portion of the consolidated funds that are owned by a third-party investor. Additionally, the change in fair value of the consolidated funds, net of taxes, will begin to be recognized in net income instead of other comprehensive income as they will no longer be accounted for as available-for-sale investments. We are evaluating the effect ASU 2015-02 will have on our consolidated financial statements and related disclosures.

CASH EQUIVALENTS.

Cash equivalents consist primarily of short-term, highly liquid investments in our sponsored money market mutual funds. The cost of these funds is equivalent to fair value.

INVESTMENTS IN SPONSORED FUNDS - AVAILABLE FOR SALE.

These are investments we have made for both general corporate investment purposes and to provide seed capital for newly formed funds. These sponsored funds were determined to be voting interest entities and are classified as available-for-sale. These investments are carried at fair value using the quoted closing net asset value, or NAV, per share of each fund as of the balance sheet date. Changes in net unrealized holding gains or losses on these investments are recognized in other comprehensive income.

We review the carrying amount of each investment on a quarterly basis and recognize an impairment charge in non-operating investment income whenever an unrealized loss is considered other than temporary. In determining whether a fund holding is other-than-temporarily impaired, we consider various factors, including the duration of time it has existed, the severity of the

impairment, any subsequent changes in value, and our intent and ability to hold the fund for a period of time sufficient for an anticipated recovery in fair value. Subject to the other considerations noted above, we believe a fund holding with an unrealized loss that has persisted daily throughout the six months between quarter-ends is generally presumed to have an other-than-temporary impairment. We may also recognize an other-than-temporary impairment if particular circumstances of the underlying investment do not warrant our belief that a near-term recovery is possible.

OTHER INVESTMENTS.

Cost method investments consist of investments in entities over which we do not exercise significant influence over the operating and financial policies of the investee.

Equity method investments consist of investments in entities, including sponsored portfolios, over which we have the ability to exercise significant influence over the operating and financial policies of the investee. The carrying values of these investments are adjusted to reflect our proportionate share of the investee's net income or loss, any unrealized gain or loss resulting from the translation of foreign denominated financial statements into U.S. dollars, and dividends received. Our proportionate share of income or loss is included in non-operating investment income in the consolidated statements of income. As permitted under existing accounting guidance, we adopted a policy by which we recognize our share of UTI Asset Management Company Limited's (UTI) earnings on a quarter lag as current financial information is not available in a timely manner. The basis difference between our carrying value and our proportionate share of UTI's book value is primarily related to consideration paid in excess of the stepped-up basis of assets and liabilities on the date of purchase.

We evaluate our equity and cost method investments for impairment when events or changes in circumstances indicate that the carrying value of the investment exceeds its fair value, and the decline in fair value is other than temporary.

Investments held as trading consist of the underlying securities of sponsored portfolios in which we have a controlling financial interest and sponsored portfolio investments we expect to hold for only a short period of time. These investments are generally the initial seed investments we make at the portfolio's formation. If we are deemed to have a controlling financial interest in the sponsored portfolio, we will consolidate the investment, and the portfolio's underlying securities are accounted for as trading securities. These investments are carried at fair value, with changes in fair value recognized in non-operating investment income. The valuation policies, methods, and sources for these investments are the same as those employed by the T. Rowe Price U.S. mutual funds to price similar investment holdings as further described under our revenue recognition policy below.

CONCENTRATIONS OF RISK.

Concentration of credit risk in accounts receivable is believed to be minimal in that our clients generally have substantial assets, including those in the investment portfolios that we manage for them.

Our investments in sponsored funds and investments held as trading expose us to market risk, that is, the potential future loss of value that would result from a decline in the fair value of each investment or its underlying net assets. Our underlying holdings of our assets under management are also subject to market risk, which may arise from changes in equity prices, credit ratings, foreign currency exchange rates, and interest rates.

PROPERTY AND EQUIPMENT.

Property and equipment is stated at cost net of accumulated depreciation and amortization computed using the straight-line method. Provisions for depreciation and amortization are based on the following weighted-average estimated useful lives: computer and communications software and equipment, 4 years; buildings and improvements, 33 years; leasehold improvements, 8 years; furniture and other equipment, 7 years; and leased land, 99 years.

GOODWILL.

We evaluate the carrying amount of goodwill in our consolidated balance sheets for possible impairment on an annual basis in the third quarter of each year using a fair value approach. Our evaluations have indicated that no impairment exists.

We internally conduct, manage, and report our operations as one investment advisory business. We do not have distinct operating segments or components that separately constitute a business. Accordingly, we attribute goodwill to a single reportable business segment and reporting unit—our investment advisory business.

REVENUE RECOGNITION.

Fees for investment advisory services, which are based on a percentage of assets under management, and related administrative services that we provide to investment advisory clients, including our sponsored funds and portfolios, are recognized in the period that our services are provided.

Our assets under management are valued in accordance with a valuation and pricing policy that defines the valuation and pricing processes for each major type of investment held in our sponsored U.S. mutual funds and other client investment portfolios. Fair values used in our processes are primarily determined from quoted market prices; prices furnished by dealers who make markets in such securities; or from data provided by an independent pricing service that considers yield or price of investments of comparable quality, coupon, maturity, and type. Investments for which market prices are not readily available are not a material portion of our total assets under management.

Distribution and servicing fees earned from 12b-1 plans of the Advisor Class, R Class, and Variable Annuity II Class shares of our sponsored U.S. mutual funds are recognized in the period that they are earned, which is the same period that the related mutual funds recognize their expense. These fees are offset entirely by the distribution and servicing costs paid to third-party financial intermediaries that source the assets of these share classes.

We provide all services to the sponsored U.S. mutual funds under contracts that are subject to periodic review and approval by the funds' Boards. Regulations require that the funds' shareholders also approve material changes to investment advisory contracts.

Taxes billed to our clients based on our fees for services rendered are not included in revenues.

ADVERTISING.

Costs of advertising are expensed the first time that the advertising takes place.

STOCK-BASED COMPENSATION.

We maintain three stockholder-approved employee long-term incentive plans (2012 Long-Term Incentive Plan, 2004 Stock Incentive Plan, and 2001 Stock Incentive Plan, collectively the LTI Plans) and two stockholder-approved non-employee director plans (2007 Non-Employee Director Equity Plan and 1998 Director Stock Option Plan). We believe that our stock-based compensation programs align the interests of our employees and directors with those of our common stockholders. As of December 31, 2015, a total of 12,907,212 shares were available for future grant under the 2012 Long-Term Incentive Plan and the 2007 Non-Employee Director Equity Plan.

Under our LTI Plans, we have issued restricted shares and restricted stock units to employees that settle in shares of our common stock after vesting. Vesting of these awards is based on the individual continuing to render service over an average 5.5 -year graded schedule. All restricted shareholders and restricted stock unit holders receive non-forfeitable cash dividends and cash dividend equivalents, respectively, on our dividend payable date.

We grant performance-based restricted shares and restricted stock units to certain executive officers in which the number of restricted shares or restricted stock units ultimately retained is determined based on achievement of certain performance thresholds. The number of restricted shares or restricted stock units retained is also subject to the same time-based vesting requirement as the other restricted shares or restricted stock units described above. Cash dividends and cash dividend equivalents are accrued and paid to the holders of performance-based restricted shares and restricted stock units only after the performance period has lapsed and the performance thresholds have been met.

Under our LTI plans, we have granted qualified incentive and nonqualified fixed stock options with a maximum term of 10 years to employees. Vesting of our employee option grants is based on the individual continuing to render service and generally occurs over an average 5.5 -year graded schedule. The exercise price of each option granted is equivalent to the market price of the common stock at the date of grant.

We grant options, with a maximum term of 10 years, restricted shares and restricted stock units to non-employee directors under the stockholder approved 2007 Non-Employee Director Plan. These grants vest over six months to one year and, in the case of restricted stock units, are settled upon the non-employee directors' departure from the Board. Non-employee directors holding restricted shares receive non-forfeitable dividends while restricted stock unit holders are issued non-forfeitable dividend equivalents in the form of vested stock units on our dividend payable date.

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We recognize the grant-date fair value of these awards as compensation expense ratably over the awards' requisite service period. The expense recognized includes an estimate of awards that will be forfeited and considers, in the case of our performance-based restricted shares and units, the probability of the performance thresholds being met. Both time-based and performance-based restricted shares and units are valued on the grant-date using the closing market price of our common stock. We use the Black-Scholes option-pricing model to estimate the fair value of each option grant as follows:

	Weighted-average		
	2013	2014	2015
Grant-date fair value per option awarded	\$ 19.56	\$ 21.12	\$ 17.35
Assumptions used:			
Expected life in years	7.0	7.0	7.0
Expected volatility	31%	30%	27%
Dividend yield	2.1%	2.2%	2.4%
Risk-free interest rate	1.9%	2.2%	1.9%

Our expected life assumptions are based on the vesting period for each option grant and our historical experience with respect to the average holding period from vesting to option exercise. The assumptions for expected volatility are based on historical experience for the same periods as our expected lives. Dividend yields are based on recent historical experience and future expectations. Risk-free interest rates are set using grant-date U.S. Treasury yield curves for the same periods as our expected lives.

EARNINGS PER SHARE.

We compute our basic and diluted earnings per share under the two-class method, which considers our outstanding restricted shares and stock units, on which we pay non-forfeitable dividends as if they were a separate class of stock.

COMPREHENSIVE INCOME.

The components of comprehensive income are presented in a separate statement following our consolidated statements of income and include net income, the change in net unrealized security holding gains (losses), and the change in our currency translation adjustments. The currency translation adjustments result from translating our proportionate share of the financial statements of UTI, our equity method investment, and certain consolidated investment portfolios into U.S. dollars. Assets and liabilities are translated into U.S. dollars using year-end exchange rates, and revenues and expenses are translated using weighted-average exchange rates for the period.

The change in net unrealized security holding gains (losses) included those related to the debt securities held by our savings bank subsidiary up until December 2013 when we completed the sale of the bank. The investments held by the savings bank were in marketable debt securities, including mortgage-backed and other asset-backed securities and were classified as available-for-sale and reported at fair value.

The changes in accumulated balances of each component of other comprehensive income, the deferred tax impacts of each component, and information about significant items reclassified out of accumulated other comprehensive income are presented in the notes to the financial statements. The notes also indicate the line item of our consolidated income statements to which the significant reclassifications were recognized.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – CASH EQUIVALENTS.

Cash equivalent investments in our sponsored money market mutual funds aggregate \$1,345.8 million at December 31, 2014 , and \$997.5 million at December 31, 2015 . Dividends earned on these investments in each of the last three years were immaterial.

NOTE 2 – INFORMATION ABOUT RECEIVABLES, REVENUES, AND SERVICES.

Accounts receivable from our sponsored mutual funds for advisory fees and advisory-related administrative services aggregate \$245.8 million at December 31, 2014 , and \$252.8 million at December 31, 2015 .

Revenues (in millions) from advisory services provided under agreements with our sponsored mutual funds and other investment clients include:

	2013	2014	2015
Sponsored U.S. mutual funds			
Stock and blended asset	\$ 1,759.7	\$ 2,086.0	\$ 2,241.9
Bond and money market	366.4	399.8	426.0
	<u>2,126.1</u>	<u>2,485.8</u>	<u>2,667.9</u>
Other investment portfolios			
Stock and blended asset	735.6	824.5	862.2
Bond, money market, and stable value	160.9	154.2	157.2
	<u>896.5</u>	<u>978.7</u>	<u>1,019.4</u>
Total	<u>\$ 3,022.6</u>	<u>\$ 3,464.5</u>	<u>\$ 3,687.3</u>

The following table summarizes the investment portfolios and assets under management (in billions) on which we earn advisory fees.

	Average during			As of December 31,	
	2013	2014	2015	2014	2015
Sponsored U.S. mutual funds					
Stock and blended asset	\$ 299.1	\$ 359.3	\$ 387.8	\$ 373.0	\$ 383.0
Bond and money market	92.1	101.6	105.8	104.6	104.1
	<u>391.2</u>	<u>460.9</u>	<u>493.6</u>	<u>477.6</u>	<u>487.1</u>
Other investment portfolios					
Stock and blended asset	179.3	201.6	210.3	206.9	209.8
Bond, money market, and stable value	63.3	62.2	64.0	62.3	66.2
	<u>242.6</u>	<u>263.8</u>	<u>274.3</u>	<u>269.2</u>	<u>276.0</u>
Total	<u>\$ 633.8</u>	<u>\$ 724.7</u>	<u>\$ 767.9</u>	<u>\$ 746.8</u>	<u>\$ 763.1</u>

Investors that we serve are primarily domiciled in the U.S.; investment advisory clients outside the U.S. account for 5.6% and 4.9% of our assets under management at December 31, 2014 , and December 31, 2015 , respectively.

The following table summarizes the other fees (in millions) earned from our sponsored U.S. mutual funds.

	2013	2014	2015
Administrative fees	\$ 264.8	\$ 296.1	\$ 292.8
Distribution and servicing fees	\$ 117.2	\$ 143.6	\$ 151.5

NOTE 3 – INVESTMENTS IN SPONSORED FUNDS - AVAILABLE-FOR-SALE.

Our investments (in millions) in sponsored funds accounted for as available-for-sale at December 31 include:

	Aggregate cost	Unrealized holding		Aggregate fair value
		Gains	Losses	
2014				
Stock and blended asset funds	\$ 505.4	\$ 231.4	\$ (4.2)	\$ 732.6
Bond funds	1,107.9	52.0	(8.5)	1,151.4
Total	\$ 1,613.3	\$ 283.4	\$ (12.7)	\$ 1,884.0
2015				
Stock and blended asset funds	\$ 428.6	\$ 180.3	\$ (9.1)	\$ 599.8
Bond funds	990.5	39.1	(17.1)	1,012.5
Total	\$ 1,419.1	\$ 219.4	\$ (26.2)	\$ 1,612.3

The unrealized holding losses are attributable to 12 fund holdings with an aggregate fair value of \$788.5 million at December 31, 2014 , and 22 fund holdings with an aggregate fair value of \$718.2 million at December 31, 2015 . Of the 22 fund holdings at December 31, 2015 , four fund holdings with an aggregate fair value of \$298.6 million and unrealized holding losses of \$10.4 million , were in a continuous unrealized loss position for 12 months or more. In addition to the duration of the impairments, we also reviewed their severity as well as our intent and ability to hold the funds for a period of time sufficient for an anticipated recovery in fair value. Accordingly, impairment of these fund holdings is considered temporary.

Dividends, excluding capital gain distributions, earned on these sponsored mutual fund investments totaled \$10.6 million in 2013 , \$14.7 million in 2014 , and \$18.1 million in 2015 .

NOTE 4 – OTHER INVESTMENTS.

These investments (in millions) at December 31 include:

	2014	2015
Cost method investments	\$ 63.7	\$ 69.4
Equity method investments		
26% interest in UTI Asset Management Company Limited (India)	132.4	132.8
Sponsored fund investments	125.6	113.7
Other investments	5.7	6.2
Investments held as trading		
Sponsored fund investments	10.3	25.8
Securities held by consolidated sponsored investment portfolios	69.6	57.7
U.S. Treasury note	1.0	1.0
Total	\$ 408.3	\$ 406.6

The securities held by consolidated sponsored investment portfolios, sponsored fund investments held as trading, and the sponsored fund investments treated as equity method investments relate to investment portfolios in which we provided initial seed capital at the time of its formation. We have determined at December 31, 2014 , and December 31, 2015 , that these investment portfolios are voting interest entities and, as a result, have consolidated those sponsored portfolios in which we own a majority of the voting interest.

During 2014 and 2015 , we deconsolidated certain sponsored investment portfolios, in which we provided initial seed capital at the time of its formation, as we no longer had a controlling financial interest. Accordingly, we deconsolidated the carrying value of these investments, which at the deconsolidation dates, was \$25.5 million in 2014 and \$20.3 million in 2015 .

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In 2014, our consolidated investment portfolio was carried at fair value, and the investment portfolio's functional currency was U.S. dollars, therefore, we did not recognize any gain or loss in our consolidated statement of income upon deconsolidation. In 2015, the deconsolidation of a sponsored investment portfolio resulted in the reclassification of the accumulated currency translation loss of \$5.8 million recognized in accumulated other comprehensive income to non-operating investment income. The currency translation loss had been accumulated as the investment portfolio's functional currency was the Australian dollar. The impact of the deconsolidation on our consolidated balance sheet was immaterial. We are reporting our residual interests in these sponsored investment portfolios as equity method investments.

At December 31, 2015, we had outstanding commitments to make additional contributions totaling \$48.2 million to various investment partnerships. The vast majority of these additional contributions will be made to investment partnerships in which we have an existing investment. In addition to such amounts, a percentage of prior distributions may be called under certain circumstances.

NOTE 5 – FAIR VALUE MEASUREMENTS.

We determine the fair value of our investments using the following broad levels of inputs as defined by related accounting standards:

Level 1 – quoted prices in active markets for identical securities.

Level 2 – observable inputs other than Level 1 quoted prices, including, but not limited to, quoted prices for similar securities, interest rates, prepayment speeds, and credit risk. These inputs are based on market data obtained from independent sources.

Level 3 – unobservable inputs reflecting our own assumptions based on the best information available. We do not value any of our investments using Level 3 inputs.

These levels are not necessarily an indication of the risk or liquidity associated with our investments. There have been no material transfers between the levels in 2014 or 2015. The following table summarizes our investments (in millions) that are recognized in our consolidated balance sheets at year-end using fair value measurements determined based on the differing levels of inputs.

	Level 1	Level 2
2014		
Cash equivalents	\$ 1,345.8	\$ —
Investments in sponsored funds - available-for-sale	1,884.0	—
Investments held as trading	27.7	52.2
Total	<u>\$ 3,257.5</u>	<u>\$ 52.2</u>
2015		
Cash equivalents	\$ 997.5	\$ —
Investments in sponsored funds - available-for-sale	1,612.3	—
Investments held as trading	38.8	44.7
Total	<u>\$ 2,648.6</u>	<u>\$ 44.7</u>

NOTE 6 – PROPERTY AND EQUIPMENT.

Property and equipment (in millions) at December 31 consists of:

	2014	2015
Computer and communications software and equipment	\$ 512.0	\$ 610.8
Buildings and improvements	397.1	415.1
Leasehold improvements	93.7	98.7
Furniture and other equipment	131.6	145.9
Land	40.3	40.3
Leased land	2.7	2.7
	1,177.4	1,313.5
Less accumulated depreciation and amortization	591.0	706.4
Total	\$ 586.4	\$ 607.1

Compensation and related costs attributable to the development of computer software for internal use totaling \$15.5 million in 2013 , \$19.6 million in 2014 , and \$22.3 million in 2015 have been capitalized.

We occupy certain office facilities and lease computer and other equipment under noncancelable operating leases. Related rental expense was \$31.5 million in 2013 , \$29.3 million in 2014 , and \$31.1 million in 2015 . Future minimum payments under these leases aggregate \$28.5 million in 2016 , \$26.5 million in 2017 , \$27.1 million in 2018 , \$26.8 million in 2019 , \$21.9 million in 2020 , and \$118.8 million in later years .

NOTE 7 – INCOME TAXES.

The provision for income taxes (in millions) consists of:

	2013	2014	2015
Current income taxes			
U.S. federal	\$ 523.3	\$ 635.8	\$ 669.5
State and local	92.9	126.8	134.3
Foreign	20.7	16.3	18.9
Deferred income taxes (tax benefits)	15.8	(5.4)	(43.3)
Total	\$ 652.7	\$ 773.5	\$ 779.4

Deferred income taxes and benefits arise from temporary differences between taxable income for financial statement and income tax return purposes. The deferred income taxes (tax benefits) recognized as part of our provision for income taxes is related to:

	2013	2014	2015
Property and equipment	\$ 5.3	\$ 2.0	\$ (2.3)
Stock-based compensation	(2.2)	(11.2)	(14.6)
Accrued and deferred compensation	5.2	(.1)	(28.3)
Other-than-temporary impairments of sponsored fund investments	4.3	4.7	(.4)
Other	3.2	(.8)	2.3
Total deferred income taxes (tax benefits)	\$ 15.8	\$ (5.4)	\$ (43.3)

In 2015, the income tax benefits recognized for accrued and deferred compensation are primarily related to the deferral of year-end bonuses by certain employees under our supplemental savings plan. Effective January 1, 2015, the supplemental savings plan provides certain senior officers the opportunity to defer any portion of their cash incentive compensation earned for a respective calendar year during which services are provided for a period of two years or more.

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The following table reconciles the statutory federal income tax rate to our effective income tax rate.

	2013	2014	2015
Statutory U.S. federal income tax rate	35.0 %	35.0 %	35.0 %
State income taxes for current year, net of federal income tax benefits	3.7	4.0	4.3
Other items	(.3)	(.4)	(.4)
Effective income tax rate	<u>38.4 %</u>	<u>38.6 %</u>	<u>38.9 %</u>

The net deferred tax assets (in millions) recognized in our consolidated balance sheets in other assets include the following:

	December 31,	
	2014	2015
Deferred tax liabilities		
Related to property and equipment	\$ (38.3)	\$ (36.0)
Recognized in other comprehensive income on net unrealized holding gains	(106.0)	(74.2)
Other	(21.9)	(26.3)
	<u>(166.2)</u>	<u>(136.5)</u>
Deferred tax assets		
Related to stock-based compensation	147.9	162.5
Related to other-than-temporary impairments of investments in sponsored funds	25.7	26.1
Related to accrued compensation	3.0	31.3
Recognized in other comprehensive income on currency translation adjustment	15.7	18.3
Other	9.9	12.1
	<u>202.2</u>	<u>250.3</u>
Net deferred tax asset	<u>\$ 36.0</u>	<u>\$ 113.8</u>

A deferred tax liability for unremitted earnings of our foreign subsidiaries has not been recognized, as it is our intention to indefinitely reinvest these earnings outside the U.S. The unremitted earnings of these subsidiaries are estimated to be \$345 million at December 31, 2015. If these earnings were distributed to the U.S. in the form of dividends or otherwise, or if any of the entities were sold or otherwise transferred, we would be subject to U.S. income taxes, less any foreign tax credits. Determination of the amount of the unrecognized deferred tax liability related to these earnings is not practicable.

Other assets includes tax refund receivables of \$61.7 million at December 31, 2014, and \$2.4 million at December 31, 2015.

Cash outflows from operating activities include net income taxes paid of \$532.9 million in 2013, \$763.7 million in 2014, and \$778.6 million in 2015.

Additional income tax benefits of \$45.9 million in 2013, \$53.4 million in 2014, and \$23.2 million in 2015 arising from stock-based compensation plans activity reduced the amount of income taxes that would have otherwise been payable.

The following table summarizes the changes in our unrecognized tax benefits (in millions).

	2013	2014	2015
Balance at beginning of year	\$ 4.9	\$ 4.8	\$ 5.6
Changes in tax positions related to			
Current year	.7	1.0	.7
Prior years	—	(.2)	1.8
Expired statute of limitations	(.8)	—	(2.3)
Balance at end of year	<u>\$ 4.8</u>	<u>\$ 5.6</u>	<u>\$ 5.8</u>

If recognized, these tax benefits would affect our effective tax rate; however, we do not expect that unrecognized tax benefits for tax positions taken with respect to 2015 and prior years will significantly change in 2016. The U.S. has concluded

examinations related to federal tax obligations through the year 2014 . A net interest payable related to our unrecognized tax benefits of \$1.3 million at December 31, 2014 , and \$.9 million at December 31, 2015 , are recognized in our consolidated balance sheets. Our accounting policy with respect to interest and penalties arising from income tax settlements is to recognize them as part of our provision for income taxes. Interest recognized as part of our provision for income taxes was not material.

NOTE 8 – STOCKHOLDERS' EQUITY.

SHARE REPURCHASES.

The Board of Directors has authorized the future repurchase of up to 19,791,431 common shares as of December 31, 2015 .

DIVIDENDS.

Regular cash dividends declared per share were \$1.52 in 2013 , \$1.76 in 2014 , and \$2.08 in 2015 . A \$2.00 per share special dividend was also declared and paid during 2015.

RESTRICTED CAPITAL.

Our consolidated stockholders' equity at December 31, 2015 , includes about \$108 million that is restricted as to use by various regulations and agreements arising in the ordinary course of our business.

NOTE 9 – STOCK-BASED COMPENSATION.

EFFECT OF SPECIAL CASH DIVIDEND.

As a result of the special cash dividend declared by the Board of Directors in February 2015, the anti-dilution provisions of our employee long-term incentive plans and non-employee director plans (collectively, the LTI Plans) require an automatic adjustment to neutralize the effect of the special dividend. On the special dividend's ex-dividend date (April 7, 2015), the number of shares authorized and the number of stock options outstanding and their exercise price were adjusted resulting in an increase of 749,578 stock options outstanding on the ex-dividend date and no incremental compensation expense.

SHARES AUTHORIZED FOR STOCK-BASED COMPENSATION PROGRAMS.

At December 31, 2015 , a total of 46,000,781 shares of unissued common stock were authorized for issuance under our stock-based compensation plans. Additionally, a total of 3,497,692 shares are authorized for issuance under a plan whereby substantially all employees may acquire common stock through payroll deductions at prevailing market prices.

STOCK OPTIONS.

The following table summarizes the status of and changes in our stock option grants during 2015 . All numbers have been adjusted to reflect the effect of the special dividend as noted above.

	Options	Weighted-average exercise price	Weighted-average remaining contractual term in years
Outstanding at December 31, 2014	30,463,211	\$ 55.63	
Semiannual grants	3,948,307	\$ 75.95	
New hire grants	45,397	\$ 71.88	
Non-employee director grants	17,400	\$ 78.18	
Exercised	(3,173,793)	\$ 44.15	
Forfeited	(479,153)	\$ 68.77	
Expired	(3,140)	\$ 63.33	
Outstanding at December 31, 2015	<u>30,818,229</u>	\$ 59.24	5.6
Exercisable at December 31, 2015	<u>19,852,243</u>	\$ 52.23	4.3

Compensation and related costs includes a charge for stock option-based compensation expense of \$64.2 million in 2013 , \$63.4 million in 2014 , and \$63.7 million in 2015 .

The total intrinsic value of options exercised was \$182.6 million in 2013 , \$196.5 million in 2014 , and \$108.1 million in 2015 . At December 31, 2015 , the aggregate intrinsic value of in-the-money options outstanding was \$419.4 million , including \$387.2 million related to options exercisable.

RESTRICTED SHARES AND STOCK UNITS.

The following table summarizes the status of and changes in our nonvested restricted shares and restricted stock units during 2015 .

	Restricted shares	Restricted stock units	Weighted-average fair value
Nonvested at December 31, 2014	2,061,559	1,006,753	\$ 72.79
Granted - time-based vesting	14,750	1,447,307	\$ 76.24
Granted - performance-based vesting	—	91,321	\$ 75.33
Vested (value at vest date was \$60.1 million)	(546,179)	(270,802)	\$ 70.71
Forfeited	(59,303)	(58,148)	\$ 73.46
Nonvested at December 31, 2015	<u>1,470,827</u>	<u>2,216,431</u>	\$ 74.66

The nonvested at December 31, 2015 , includes 21,600 performance-based restricted shares and 201,181 performance-based restricted stock units. These nonvested performance-based restricted shares and units include 21,600 shares and 109,860 units for which the performance period has lapsed and the performance threshold has been met.

Compensation and related costs includes expenses for restricted shares and restricted stock units of \$50.4 million in 2013 , \$70.0 million in 2014 , and \$85.3 million in 2015 .

At December 31, 2015 , non-employee directors held 58,909 vested stock units that will convert to common shares upon their separation from the Board.

FUTURE STOCK-BASED COMPENSATION EXPENSE.

The following table presents the compensation expense (in millions) to be recognized over the remaining vesting periods of the stock-based compensation awards outstanding at December 31, 2015. Estimated future compensation expense will change to reflect future awards, including options, unrestricted shares, restricted shares, and restricted stock units; changes in estimated forfeitures; changes in the probability of performance thresholds being met; and adjustments for actual forfeitures.

First quarter 2016	\$	31.6
Second quarter 2016		30.5
Third quarter 2016		30.5
Fourth quarter 2016		26.8
Total 2016		<u>119.4</u>
2017 through 2021		<u>128.1</u>
Total	\$	<u><u>247.5</u></u>

NOTE 10 – EARNINGS PER SHARE CALCULATIONS.

The following table presents the reconciliation (in millions) of our net income to net income allocated to our common stockholders and the weighted-average shares (in millions) that are used in calculating the basic and diluted earnings per share on our common stock. Weighted-average common shares outstanding assuming dilution reflects the potential dilution, determined using the treasury stock method that could occur if outstanding stock options were exercised and nonparticipating stock awards vested.

	2013	2014	2015
Net income	\$ 1,047.7	\$ 1,229.6	\$ 1,223.0
Less net income allocated to outstanding restricted stock and stock unit holders	(9.3)	(14.2)	(16.1)
Net income allocated to common stockholders	<u>\$ 1,038.4</u>	<u>\$ 1,215.4</u>	<u>\$ 1,206.9</u>
Weighted-average common shares			
Outstanding	<u>258.3</u>	<u>259.6</u>	<u>254.6</u>
Outstanding assuming dilution	<u>266.3</u>	<u>267.4</u>	<u>260.9</u>

The following table shows the weighted-average outstanding stock options (in millions) that are excluded from the calculation of diluted earnings per common share as the inclusion of such shares would be anti-dilutive.

	2013	2014	2015
Weighted-average outstanding stock options excluded	<u>3.1</u>	<u>3.8</u>	<u>6.4</u>

NOTE 11 – OTHER COMPREHENSIVE INCOME AND ACCUMULATED OTHER COMPREHENSIVE INCOME.

The following table presents the deferred tax benefits (income taxes) impact of the components (in millions) of other comprehensive income.

	2013	2014	2015
Deferred tax benefits (income taxes) on:			
Net unrealized holding gains or losses	\$ (57.8)	\$.8	\$ 5.1
Reclassification adjustments:			
Recognized in the provision for income taxes related to capital gain distributions	6.0	11.9	7.9
Recognized in the provision for income taxes related to net gains realized on dispositions	5.3	18.8	20.7
Recognized in the provision for income taxes relating to other-than-temporary impairments	—	—	(1.9)
Recognized in non-operating investment income for net unrealized holding gains derecognized upon the sale of savings bank subsidiary	.6	—	—
Net deferred tax benefits (income taxes) on net unrealized holding gains or losses recognized in other comprehensive income	(45.9)	31.5	31.8
Currency translation adjustments	8.3	.7	3.8
Reclassification adjustment recognized in the provision for income taxes upon deconsolidation of sponsored fund subsidiary	\$ —	\$ —	\$ (1.2)
Total deferred tax benefits on currency translation adjustments	\$ 8.3	\$.7	\$ 2.6
Total deferred tax benefits (income taxes)	\$ (37.6)	\$ 32.2	\$ 34.4

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The changes (in millions) in each component of accumulated other comprehensive income for each year ended December 31 are presented below.

	Net unrealized holding gains					
	Investments in sponsored funds	Debt securities held by savings bank subsidiary	Equity share of UTI's net unrealized holding gains	Total net unrealized holding gains	Currency translation adjustments	Total
Balances at December 31, 2012	\$ 142.3	\$ 1.9	\$.3	\$ 144.5	\$ (12.6)	\$ 131.9
Other comprehensive income (loss) before reclassifications and income taxes	149.7	(1.6)	—	148.1	(23.7)	124.4
Reclassification adjustments recognized in non-operating investment income	(28.8)	(1.6)	—	(30.4)	—	(30.4)
	120.9	(3.2)	—	117.7	(23.7)	94.0
Deferred tax benefits (income taxes)	(47.2)	1.3	—	(45.9)	8.3	(37.6)
Other comprehensive income (loss)	73.7	(1.9)	—	71.8	(15.4)	56.4
Balances at December 31, 2013	216.0	—	.3	216.3	(28.0)	188.3
Other comprehensive income (loss) before reclassifications and income taxes	(2.1)	—	.2	(1.9)	(1.8)	(3.7)
Reclassification adjustments recognized in non-operating investment income	(80.4)	—	—	(80.4)	—	(80.4)
	(82.5)	—	.2	(82.3)	(1.8)	(84.1)
Deferred tax benefits (income taxes)	31.5	—	—	31.5	.7	32.2
Other comprehensive income (loss)	(51.0)	—	.2	(50.8)	(1.1)	(51.9)
Balances at December 31, 2014	165.0	—	.5	165.5	(29.1)	136.4
Other comprehensive income (loss) before reclassifications and income taxes	(5.0)	—	.5	(4.5)	(13.0)	(17.5)
Reclassification adjustments recognized in non-operating investment income	(72.5)	—	—	(72.5)	5.8	(66.7)
	(77.5)	—	.5	(77.0)	(7.2)	(84.2)
Deferred tax benefits (income taxes)	32.0	—	(.2)	31.8	2.6	34.4
Other comprehensive income (loss)	(45.5)	—	.3	(45.2)	(4.6)	(49.8)
Balances at December 31, 2015	\$ 119.5	\$ —	\$.8	\$ 120.3	\$ (33.7)	\$ 86.6

NOTE 12 – OTHER DISCLOSURES.

CONTINGENCIES.

From time to time, various claims against us arise in the ordinary course of business, including employment-related claims. In the opinion of management, after consultation with counsel, the likelihood that an adverse determination in one or more pending claims would have a material adverse effect on our financial position or results of operations is remote.

RETIREMENT PLANS.

Compensation and related costs includes expense recognized for our defined contribution retirement plans of \$61.8 million in 2013 , \$70.6 million in 2014 , and \$74.9 million in 2015 .

SAVINGS BANK SUBSIDIARY.

On May 23, 2013, we entered into an agreement to sell 100% of the capital stock of our savings bank subsidiary to Jacob M. Safra for cash equal to the bank's net book value on the closing date plus \$500,000 . We completed the sale on December 5, 2013, for proceeds of \$23.6 million . The total gain we recognized in non-operating investment income also included \$1.0 million of net unrealized holding gains previously recognized on the saving bank's available-for-sale portfolio that were reclassified from accumulated other comprehensive income.

NOTE 13 – SUPPLEMENTARY QUARTERLY FINANCIAL DATA (Unaudited).

	Net revenues	Net income	Basic earnings on common stock	Diluted earnings on common stock
	(in millions)		(per share)	
2014				
1st quarter	\$ 954.6	\$ 304.3	\$ 1.16	\$ 1.12
2nd quarter	\$ 984.3	\$ 305.8	\$ 1.16	\$ 1.13
3rd quarter	\$ 1,020.8	\$ 303.6	\$ 1.15	\$ 1.12
4th quarter	\$ 1,022.4	\$ 315.9	\$ 1.21	\$ 1.18
2015				
1st quarter	\$ 1,027.0	\$ 309.5	\$ 1.16	\$ 1.13
2nd quarter	\$ 1,072.4	\$ 333.2	\$ 1.28	\$ 1.24
3rd quarter	\$ 1,049.0	\$ 277.1	\$ 1.08	\$ 1.06
4th quarter	\$ 1,052.2	\$ 303.2	\$ 1.20	\$ 1.17

The sums of quarterly earnings per share do not equal annual earnings per share because the computations are done independently.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
T. Rowe Price Group, Inc.:

We have audited the accompanying consolidated balance sheets of T. Rowe Price Group, Inc. and subsidiaries (“the Company”) as of December 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, stockholders’ equity, and cash flows for each of the years in the three-year period ended December 31, 2015. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of T. Rowe Price Group, Inc. and subsidiaries as of December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), T. Rowe Price Group, Inc.’s internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 5, 2016 expressed an unqualified opinion on the effectiveness of T. Rowe Price Group, Inc.’s internal control over financial reporting.

/s/ KPMG LLP

Baltimore, Maryland
February 5, 2016

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Our management, including our principal executive and principal financial officers, has evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2015 . Based on that evaluation, our principal executive and principal financial officers have concluded that our disclosure controls and procedures as of December 31, 2015 , are effective at the reasonable assurance level to ensure that the information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, including our Form 10-K annual report, is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s rules and forms, and to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Our management, including our principal executive and principal financial officers, has evaluated any change in our internal control over financial reporting that occurred during the fourth quarter of 2015 , and has concluded that there was no change during the fourth quarter of 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Management’s report on our internal control over financial reporting and the attestation report of KPMG LLP follow after Item 9B.

Item 9B. Other Information.

None.

REPORT OF MANAGEMENT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

To the Stockholders of T. Rowe Price Group, Inc.:

We, together with other members of management of T. Rowe Price Group, Inc., are responsible for establishing and maintaining adequate internal control over the company's financial reporting. Internal control over financial reporting is the process designed under our supervision, and effected by the company's Board of Directors, management, and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the company's financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

There are inherent limitations in the effectiveness of internal control over financial reporting, including the possibility that misstatements may not be prevented or detected. Accordingly, even effective internal controls over financial reporting can provide only reasonable assurance with respect to financial statement preparation. Furthermore, the effectiveness of internal controls can change with circumstances.

Management has evaluated the effectiveness of internal control over financial reporting as of December 31, 2015, in relation to criteria described in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on management's assessment, we believe that the company's internal control over financial reporting was effective as of December 31, 2015.

KPMG LLP, an independent registered public accounting firm, has audited our financial statements that are included in this annual report and expressed an unqualified opinion thereon. KPMG has also expressed an unqualified opinion on the effective operation of our internal control over financial reporting as of December 31, 2015.

February 5, 2016

/ s / William J. Stromberg
President and Chief Executive Officer

/ s / Kenneth V. Moreland
Vice President, Chief Financial Officer and Treasurer

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
T. Rowe Price Group, Inc.:

We have audited T. Rowe Price Group, Inc.'s ("the Company") internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report of Management on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

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

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

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

In our opinion, T. Rowe Price Group, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of T. Rowe Price Group, Inc. and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2015, and our report dated February 5, 2016, expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Baltimore, Maryland
February 5, 2016

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Information required by this item as to the identification of our executive officers is furnished in a separate item at the end of Part I of this Report. Other information required by this item is incorporated by reference from the definitive proxy statement required to be filed pursuant to Regulation 14A for the 2016 Annual Meeting of our stockholders.

Item 11. Executive Compensation.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Item 14. Principal Accountant Fees and Services.

Information required by these items is incorporated by reference from the definitive proxy statement required to be filed pursuant to Regulation 14A for the 2016 Annual Meeting of our stockholders.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

The following documents are filed as part of this report.

- (1) Financial Statements: See Item 8 of Part II of this report.
- (2) Financial Statement Schedules: None.
- (3) The following exhibits required by Item 601 of Regulation S-K are filed herewith, except for Exhibit 32 that is furnished herewith. Management contracts and compensatory plans and arrangements are filed as Exhibits 10.07 through 10.19.2.
 - 3(i) Charter of T. Rowe Price Group, Inc., as Amended by Articles of Amendment dated April 10, 2008. (Incorporated by reference from Form 10-Q Report for the quarterly period ended March 31, 2008 filed on April 24, 2008; File No. 033-07012-99.)
 - 3(ii) Amended and Restated By-Laws of T. Rowe Price Group, Inc. as of February 12, 2009. (Incorporated by reference from Form 8-K Current Report filed on December 10, 2015; File No. 000-32191.)
 - 10.01.1 Representative Investment Management Agreement for the T. Rowe Price mutual funds that pay a management fee consisting of two components - a group management fee and individual management fee. (Incorporated by reference from Form 485BPOS filed on August 12, 2015; File No. 002-65539.)
 - 10.01.2 Representative Investment Management Agreement for the T. Rowe Price mutual funds that pay an individual management fee. (Incorporated by reference from Form 485BPOS filed on August 14, 2014; File No. 033-29697.)
 - 10.01.3 Representative Investment Management Agreement for the T. Rowe Price mutual funds that pay an all-inclusive fee (i.e., a single fee that covers investment management and ordinary recurring operating expenses). (Incorporated by reference from Form 485BPOS filed on April 23, 2014; File No. 333-84634.)
 - 10.02 Representative Underwriting Agreement between a T. Rowe Price mutual fund and T. Rowe Price Investment Services, Inc. (Incorporated by reference from Form N-1A/A filed on August 29, 2006; File No. 333-136805.)
 - 10.03 Transfer Agency and Service Agreement as of January 1, 2015, between T. Rowe Price Services, Inc. and the T. Rowe Price Funds. (Incorporated by reference from Form 485BPOS filed on April 27, 2015; File No. 033-16567.)
 - 10.04 Agreement as of January 1, 2015, between T. Rowe Price Retirement Plan Services, Inc. and certain of the T. Rowe Price Funds. (Incorporated by reference from Form 485BPOS filed on April 27, 2015; File No. 033-16567.)
 - 10.05 Agreement as of January 1, 2014, between T. Rowe Price Associates, Inc. and the T. Rowe Price Funds for Fund Accounting Services. (Incorporated by reference from Form 485BPOS filed on April 27, 2015; File No. 033-16567.)

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- 10.07 1998 Director Stock Option Plan, as Amended and Restated effective December 16, 2004, including forms of option agreements. (Incorporated by reference from Form 10-K for 2004 filed on March 1, 2005; File No. 033-07012-99.)
- 10.08 Statements of additional terms and conditions for awards granted under the Amended and Restated 2007 Non-Employee Director Equity Plans after February 12, 2009. (Incorporated by reference from Form 10-Q for the quarterly period ended March 31, 2009 filed on April 22, 2009; File No. 033-07012-99.)
- 10.08.1 Amended and Restated 2007 Non-Employee Director Equity Plan.
- 10.10 T. Rowe Price Group, Inc. Outside Directors Deferred Compensation Plan. (Incorporated by reference from Form 10-K for 2004 filed on March 1, 2005; File No. 033-07012-99.)
- 10.13.1 2001 Stock Incentive Plan. (Incorporated by reference from Form DEFR 14A filed on February 26, 2001; File No. 033-07012-99.)
- 10.13.2 First Amendment to 2001 Stock Incentive Plan dated April 8, 2004. (Incorporated by reference from Form DEF 14A filed on February 27, 2004; File No. 033-07012-99.)
- 10.13.3 Second Amendment to 2001 Stock Incentive Plan dated December 12, 2008. (Incorporated by reference from Form 10-Q for the quarterly period ended March 31, 2009 filed on April 22, 2009; File No. 033-07012-99.)
- 10.14.1 2004 Stock Incentive Plan. (Incorporated by reference from Form 10-K for 2007 filed on February 7, 2008; File No. 033-07012-99.)
- 10.14.2 HM Revenue and Customs Approved Sub-Plan for UK Employees under the 2004 Stock Incentive Plan. (Incorporated by reference from Form 10-Q for the quarterly period ended June 30, 2010 filed on July 23, 2010; File No. 033-07012-99.)
- 10.14.3 First Amendment to 2004 Stock Incentive Plan dated December 12, 2008. (Incorporated by reference from Form 10-Q for the quarterly period ended March 31, 2009 filed on April 22, 2009; File No. 033-07012-99.)
- 10.15 Forms of agreements available for stock-based awards issued under the 2001 and 2004 Stock Incentive Plans. (Incorporated by reference from Form 10-Q for the quarterly period ended June 30, 2010 filed on July 23, 2010; File No. 033-07012-99.)
- 10.15.1 Forms of agreement for stock options issued under the HM Revenue and Customs Approved Sub-Plan for UK Employees under the 2004 Stock Incentive Plan. (Incorporated by reference from Form 10-Q for the quarterly period ended June 30, 2010 filed on July 23, 2010; File No. 033-07012-99.)
- 10.15.2 Forms of agreement for stock options issued after February 2, 2012 under the 2004 Stock Incentive Plan. (Incorporated by reference from Form 10-Q for the quarterly period ended June 30, 2012 filed on July 25, 2012; File No. 033-07012-99.)
- 10.15.3 Forms of agreement for restricted stock units issued after February 2, 2012 under the 2004 Stock Incentive Plan. (Incorporated by reference from Form 10-Q for the quarterly period ended June 30, 2012 filed on July 25, 2012; File No. 033-07012-99.)
- 10.15.4 Forms of agreement for restricted stock awards issued after February 2, 2012 under the 2004 Stock Incentive Plan. (Incorporated by reference from Form 10-Q for the quarterly period ended June 30, 2012 filed on July 25, 2012; File No. 033-07012-99.)
- 10.16 Annual Incentive Compensation Pool. (Incorporated by reference from Form DEF 14A filed on March 3, 2003; File No. 033-07012-99.)
- 10.17 Policy for Recoupment of Incentive Compensation. (Incorporated by reference from Form 8-K Current Report as of April 14, 2010 filed on April 16, 2010; File No. 033-07012-99.)
- 10.18.1 2012 Long-term Incentive Plan. (Incorporated by reference from Form 10-K for 2012 filed on February 4, 2013; File No. 000-32191.)
- 10.18.2 Forms of agreement for restricted stock awards issued under the 2012 Long-term Incentive Plan. (Incorporated by reference from Form 10-Q Report for the quarterly period ended June 30, 2012 filed on July 25, 2012; File No. 000-32191.)
- 10.18.3 Forms of agreement for restricted stock units issued under the 2012 Long-term Incentive Plan. (Incorporated by reference from Form 10-Q Report for the quarterly period ended June 30, 2012 filed on July 25, 2012; File No. 000-32191.)

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10.18.4	Forms of agreement of stock options issued under the 2012 Long-term Incentive Plan. (Incorporated by reference from Form 10-Q Report for the quarterly period ended June 30, 2012 filed on July 25, 2012; File No. 000-32191.)
10.18.5	HM Revenue and Customs Approved Sub-Plan for UK Employees under the 2012 Long-Term Incentive Plan. (Incorporated by reference from Form 10-Q for the quarterly period ended March 31, 2013 filed on April 24, 2013; File No. 033-07012-99.)
10.18.6	Forms of Agreement for Stock Options issued under the HM Revenue and Customs Approved Sub-Plan for UK Employees under the 2012 Long-Term Incentive Plan. (Incorporated by reference from Form 10-Q for the quarterly period ended March 31, 2013 filed on April 24, 2013; File No. 033-07012-99.)
10.19	Supplemental Savings Plan (Incorporated by reference from Form S-8 registration statement filed on October 23, 2014; File No. 333-199560.)
10.19.1	Supplemental Savings Plan - Schedule 1 - Sponsoring Employers (Incorporated by reference from Form S-8 registration statement filed on October 23, 2014; File No. 333-199560.)
10.19.2	Supplemental Savings Plan - Schedule 2 - UK Addendum (Incorporated by reference from Form S-8 registration statement filed on October 23, 2014; File No. 333-199560.)
10.20	Consulting agreement as of April 1, 2016, between T. Rowe Price Group, Inc. and James A.C. Kennedy. (Incorporated by reference from Form 8-K Current Report filed on December 10, 2015; File No. 000-32191.)
21	Subsidiaries of T. Rowe Price Group, Inc.
23	Consent of Independent Registered Public Accounting Firm, KPMG LLP.
31(i).1	Rule 13a-14(a) Certification of Principal Executive Officer.
31(i).2	Rule 13a-14(a) Certification of Principal Financial Officer.
32	Section 1350 Certifications.
101	<p>The following series of unaudited XBRL-formatted documents are collectively included herewith as Exhibit 101. The financial information is extracted from T. Rowe Price Group's consolidated financial statements and notes that are included in this Form 10-K Report.</p> <p>101.INS XBRL Instance Document (File name: trow-20151231.xml).</p> <p>101.SCH XBRL Taxonomy Extension Schema Document (File name: trow-20151231.xsd).</p> <p>101.CAL XBRL Taxonomy Calculation Linkbase Document (File name: trow-20151231_cal.xml).</p> <p>101.LAB XBRL Taxonomy Label Linkbase Document (File name: trow-20151231_lab.xml).</p> <p>101.PRE XBRL Taxonomy Presentation Linkbase Document (File name: trow-20151231_pre.xml).</p> <p>101.DEF XBRL Taxonomy Definition Linkbase Document (File name: trow-20151231_def.xml).</p>

SIGNATURES

Pursuant to the requirements of Section 13 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, on February 5, 2016 .

T. Rowe Price Group, Inc.

By: / s / William J. Stromberg, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on February 5, 2016 .

/ s / Brian C. Rogers, Chairman of the Board of Directors

/ s / Edward C. Bernard, Vice Chairman of the Board of Directors

/ s / William J. Stromberg, President and Chief Executive Officer

/ s / Mark S. Bartlett, Director

/ s / Mary K. Bush, Director

/ s / H. Lawrence Culp, Jr., Director

/ s / Donald B. Hebb, Jr., Director

/ s / Freeman A. Hrabowski III, Director

/ s / James A.C. Kennedy, Director

/ s / Robert F. MacLellan, Director

/ s / Alfred Sommer, Director

/ s / Olympia J. Snowe, Director

/ s / Dwight S. Taylor, Director

/ s / Anne Marie Whittemore, Director

/ s / Alan D. Wilson, Director

/ s / Kenneth V. Moreland, Vice President, Chief Financial Officer and Treasurer

/ s / Jessica M. Hiebler, Vice President and Principal Accounting Officer

**T. ROWE PRICE GROUP, INC. AMENDED AND RESTATED
2007 NON-EMPLOYEE DIRECTOR EQUITY PLAN**

1) Purpose

T. Rowe Price Group, Inc., a Maryland corporation (the “Company”), maintains the T. Rowe Price Group, Inc. 2007 Non-Employee Director Equity Plan (the “Plan”) for the benefit of Non-Employee Directors of the Company. The Plan is intended to benefit the Company by providing Non-Employee Directors of the Company with a proprietary stake in the Company’s future success and, thereby, aligning their interests with those of the Company’s stockholders. The Plan hereby is amended and restated, as set forth herein, effective as of February 12, 2009, to be known hereafter as the T. Rowe Price Group, Inc. Amended and Restated 2007 Non-Employee Director Equity Plan.

The Plan provides for equity grants to Non-Employee Directors which they may choose to receive in the form of stock options, restricted shares, or stock units.

2) Definitions

Under this Plan, except where the context otherwise indicates, the following definitions apply:

- a) “Account” means a bookkeeping reserve account to which Stock Units are credited on behalf of Non-Employee Directors.
- b) “Annual Meeting” means the annual meeting of the stockholders of the Company at which members of the Board are to be elected.
- c) “Award” means a share of Common Stock, Stock Unit, or Option granted under this Plan.
- d) “Board” means the Board of Directors of the Company.
- e) “Change in Control” means the earliest to occur of any of the following events, construed in accordance with Code section 409A:
 - i) Any one person or more than one person acting as a group acquires, or has acquired during the twelve-month period ending on the date of the most recent acquisition by such person or group, beneficial ownership of thirty-five percent or more of the total voting power of the Company’s then outstanding voting securities;
 - ii) A majority of the members of the Company’s Board is replaced during any twelve-month period by directors whose appointment or election is not endorsed or approved by a majority of the members of the Board who were members of the Board of Directors prior to the initiation of the replacement; or

iii) Any one person or more than one person acting as a group acquires, or has acquired during the twelve-month period ending on the date of the most recent acquisition by such person or group, assets of the Company that have a total gross fair market value of forty percent or more of the total gross fair market value of all of the assets of the Company immediately prior to the initiation of the acquisition.

f) “Code” means the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder.

g) “Common Stock” means the common stock, par value \$.20 per share, of the Company.

h) “Company” means T. Rowe Price Group, Inc., a Maryland corporation. i) “Effective Date” means April 12, 2007.

j) “Election Form” means the form prescribed by the Plan Administrator on which a Non-Employee Director specifies the form in which his or her Initial Director Grant or Periodic Grants are to be granted.

k) “Fair Market Value” means, with respect to the Common Stock, as of any date:

i) if the principal market for the Common Stock (as determined by the Plan Administrator if the Common Stock is listed or admitted to trading on more than one exchange or market) is a national securities exchange or an established securities market, the official closing price per share of Common Stock for the regular market session on that date on the principal exchange or market on which the Common Stock is then listed or admitted to trading or, if no sale is reported for that date, on the last preceding day on which a sale was reported;

ii) if the principal market for the Common Stock is not a national securities exchange or an established securities market, the average of the highest bid and lowest asked prices for the Common Stock on that date as reported on a national quotation system or, if no prices are reported for that date, on the last preceding day on which prices were reported; or

iii) if the Common Stock is neither listed or admitted to trading on a national securities exchange or an established securities market, nor quoted by a national quotation system, the value determined by the Plan Administrator in good faith.

l) “Incumbent Director” means a person who is a Non-Employee Director immediately before and on the Effective Date.

m) “Initial Director Grant” means the initial grant of Restricted Shares or Stock Units to a Non-Employee Director pursuant to Section 5(a).

n) “Initial Plan Year” means the first Plan Year commencing on the Effective Date.

o) “ New Director” means a person who (i) is first elected or appointed as a Non-Employee Director on or after the Effective Date, or (ii) first becomes a Non-Employee Director on or after the Effective Date.

p) “ Non-Employee Director” means a member of the Board who, at the relevant time, is not an employee of the Company or of any direct or indirect subsidiary or affiliate of the Company.

q) “ Option” means a nonstatutory option to purchase shares of Common Stock.

r) “ Periodic Grant” means the grant of Options, Restricted Shares or Stock Units to a Non-Employee Director pursuant to Section 5(b).

s) “ Plan” means this T. Rowe Price Group, Inc. 2007 Non-Employee Director Equity Plan, as amended from time to time.

t) “ Plan Administrator” means the Nominating and Corporate Governance Committee of the Board.

u) “ Plan Share Reserve” means the maximum number of shares of Common Stock that may be issued with respect to Awards granted under the Plan.

v) “ Plan Year” shall be the twelve-month period coinciding with the calendar year; provided, however, that the first Plan Year shall be a shorter period commencing on the Effective Date and ending on December 31, 2007.

w) “ Restricted Shares” means shares of Common Stock that, upon issuance, are nontransferable and subject to forfeiture for a specified period.

x) “ Stock Unit” means a share equivalent credited to a Non-Employee’s Account and which represents the Company’s unfunded promise to deliver one share of Common Stock upon a specified future event or date.

y) “ Termination Date” means the date on which a Non-Employee Director ceases to serve as a member of the Board and has otherwise incurred a “separation from service” within the meaning of Code section 409A.

3) Administration

The Plan Administrator shall have full authority to administer the Plan. This authority includes, without limitation, authority (i) to interpret and construe any provision of the Plan and the terms of any Award granted under it, (ii) to modify in its discretion the number, timing and/or terms of Awards to be granted pursuant to Section 5 of the Plan without requiring stockholder approval thereof, and (iii) in general, to make all other determinations advisable for the administration of the Plan to achieve its stated purpose. This authority also includes the authority, as the Plan Administrator may

deem necessary or advisable, to adopt such rules, regulations, agreements, guidelines and instruments for administering the Plan and for conducting the Plan Administrator's business. A majority of the members of the Plan Administrator shall constitute a quorum for the transaction of business and the vote of a majority of those members present at any meeting at which a quorum is present shall decide any question brought before that meeting. In lieu of a meeting, the Plan Administrator may take action by unanimous written consent. Decisions of the Plan Administrator shall be final and binding on all parties. The Plan Administrator shall have the power to delegate all or any of its non-discretionary duties to one or more designees. To the maximum extent permitted by law, no member of the Plan Administrator or its designees shall be liable for any action taken or decision made in good faith relating to the Plan or any Award. To the maximum extent permitted by law and by the Company's charter and by-laws, the members of the Plan Administrator and its designees shall be indemnified by the Company in respect of all their activities under the Plan.

4) Stock Reserved for the Plan

a) *Plan Share Reserve.* Subject to the following provisions of this Section 4 and adjustments as provided in Section 8 of the Plan, the Plan Share Reserve shall be equal to 750,000 shares of Common Stock. *

b) *Adjustments to Plan Share Reserve.* If any Award, or portion of an Award, under the Plan expires or terminates unexercised, becomes unexercisable or is forfeited or otherwise terminated, surrendered or canceled as to any shares, the shares subject to such Award shall thereafter be available for further Awards under the Plan.

c) *Share Accounting.* Any shares of Common Stock subject to Options granted under the Plan shall be counted against the Plan Share Reserve set forth in Section 4(a) as one share of Common Stock for every one share subject to such Award. Any shares of Common Stock subject to Awards other than Options shall be counted against the Plan Share Reserve set forth in Section 4(a) as three and one-third shares of Common Stock for every one share subject to such Award.

d) *Source of Shares .* The Company shall reserve for issuance pursuant to this Plan such number of shares of Common Stock as may from time to time be granted or subject to Awards hereunder. The source of the shares of Common Stock issued pursuant to this Plan may be, in the discretion of the Board or the Plan Administrator, authorized and unissued shares, shares purchased on the open market, or shares derived from any other proper source. In the absence of any specific determination by the Board or the Plan Administrator, the source shall be authorized and unissued shares.

* Adjusted pursuant to Section 8 on December 13, 2012 by 1.56% to 761,700 shares of Common Stock and on April 7, 2015 by 2.50% to 780,743 shares of Common Stock to reflect the change in capitalization resulting from the Company's declaration and payment of special dividends.

5) Grants of Equity Awards [†]

a) *Initial Director Grant* . Each person first elected or appointed as a Non-Employee Director on or after the Effective Date, shall be granted, as of the close of business on the date of the first regular meeting of the Board held on or after the date of such Non-Employee Director's election or appointment, an Initial Director Grant of 4,350 Restricted Shares or 4,350 Stock Units, in such form as the Non-Employee Director shall have elected pursuant to Section 7. Notwithstanding the foregoing sentence, a person who was an employee of the Company or any of its subsidiaries or affiliates at any time within three years before becoming a Non-Employee Director shall not be entitled to receive an Initial Director Grant.

b) *Periodic Grants* . Each Non-Employee Director shall be granted, as of the close of business on the third business day following the earnings release for the first and third fiscal quarter of each year, in such form as the Non-Employee Director shall have elected pursuant to Section 7, an Award of 4,350 Options, 1,300 Restricted Shares, or 1,300 Stock Units.

c) *Non-duplication of Grants* . Notwithstanding the provisions of Section 5(b) above, Periodic Grants will not be granted to a Non-Employee Director during the calendar year in which the Non-Employee Director receives his or her Initial Director Grant.

d) *Grant Eligibility* . No individual shall be granted an Award under this Plan unless such individual is a Non-Employee Director on the applicable grant date.

e) *Modification of Awards* . The Plan Administrator in its discretion may modify the number and/or timing of the Awards to be granted pursuant to the provisions of Sections 5(a) and 5(b) above without stockholder approval.

6) Terms of Awards

a) *Terms of Options* . Each Option granted under this Plan on or after February 12, 2009, shall:

i) have an exercise price for each share subject thereto equal to the Fair Market Value of the Common Stock on the grant date;

ii) be unvested and not be exercisable as to any shares when granted and, subject to the provisions of Section 8(b)(ii), shall (A) if granted as an Initial Director Grant, become vested and exercisable in full as of the close of business on the earlier of the Non-Employee Director's date of death or the first anniversary of the grant date, and (B) if granted as a Periodic Grant, become vested and exercisable in full as of the close of business on the earliest of the Non-Employee Director's date of death, the first anniversary of the grant date, or the day immediately prior to the Annual Meeting that occurs in the next calendar year following the year in which the grant date occurs, provided that in the case of

[†] Reflects modifications to the number of Awards effectuated by the Plan Administrator pursuant to Section 5(e) on April 23, 2015.

subclause (A) or (B) of this Section 6(a)(ii) the holder is a member of the Board on the applicable vesting date;

iii) terminate and no longer be exercisable, to the extent unvested, when the Non-Employee Director ceases to be a member of the Board for any reason other than death, and to the extent vested, on the earlier to occur of the expiration of ten years after the grant date of such Option or five years after the Non-Employee Director ceases to be a member of the Board for any reason; and

iv) provide for payment of the exercise price via cash, check, or tender of shares of Common Stock, by way of a broker-assisted cashless exercise in accordance with procedures established by the Plan Administrator, or any combination thereof.

Options granted under this Plan are not transferable by the Non-Employee Director otherwise than by will or the laws of descent and distribution and are exercisable during the Non-Employee Director's lifetime only by the Non-Employee Director; except that with the consent of the Plan Administrator, Options may be transferred to a family member or a trust, partnership or the like for the benefit of the Non-Employee Director or such family members. No assignment or transfer of an Option, or of the rights represented thereby, whether voluntary or involuntary, by operation of law or otherwise, except by will, the laws of descent and distribution or by consent of the Plan Administrator, shall vest in the assignee or transferee any interest or right therein whatsoever, but immediately upon any attempt to assign or transfer the Option the same shall terminate and be of no force or effect. No Option holder shall have any rights as a stockholder with respect to any shares of Common Stock covered by an Option until the date a stock certificate or certificates representing such shares is issued or such other evidence of issuance of the shares to the person is entered on the records of the Company. Except as provided in Section 8, no adjustment for dividends or otherwise shall be made if the record date is prior to the date of issuance of the shares of Common Stock purchased pursuant to exercise of the Option.

b) *Terms of Restricted Shares* . All Restricted Shares granted under this Plan on or after February 12, 2009, shall:

i) be unvested and forfeitable upon grant and shall not be transferable or subject in any manner to anticipation, alienation, sale, exchange, assignment, pledge, encumbrance, or garnishment, or in any other manner made subject to a hedge transaction or puts and calls prior to becoming vested in full;

ii) subject to the provisions of Section 8(b)(ii), (A) if granted as an Initial Director Grant, become vested in full, no longer subject to risk of forfeiture and transferable (subject to any restrictions imposed by law and any then-applicable stock ownership and retention guidelines for directors of the Company) as of the close of business on the earlier of the Non-Employee Director's date of death or the first anniversary of the grant date, and (B) if granted as a Periodic Grant, become vested in full, no longer subject to risk of forfeiture and transferable (subject to any restrictions imposed by law and any then-applicable stock ownership and retention guidelines for directors of the Company) as of the close of business

on the earliest of the Non-Employee Director's date of death, the first anniversary of the grant date, or the day immediately prior to the Annual Meeting that occurs in the next calendar year following the year in which the grant date occurs, provided that in the case of subclause (A) or (B) of this Section 6(b)(ii) the holder is a member of the Board on the applicable vesting date; and

iii) entitle the holder to all the rights of a stockholder, including voting and rights to receive dividends and distributions with respect to such shares, but shall be subject to transfer restrictions until vested.

If the Non-Employee Director ceases to be a member of the Board for any reason other than death, all unvested Restricted Shares will be forfeited to the Company upon such cessation without any consideration paid therefor. The Non-Employee Director will be reflected on the Company's books as the owner of record of the shares of Common Stock represented by the Restricted Shares as of the grant date. The Company will retain the shares in uncertificated book entry form with a notation as to their nontransferability, until the Restricted Shares become vested and nonforfeitable. As soon as practicable after vesting of the Restricted Shares, the Company will remove any notation of nontransferability of the shares on its books and, unless requested to deliver a share certificate to the Non-Employee Director, or to deliver shares electronically or in certificate form to the Non-Employee Director's designated broker on the director's behalf, for such vested shares, the Company will retain the shares in uncertificated book entry form. All regular cash dividends payable with respect to the Restricted Shares will be paid directly to the Non-Employee Director on the applicable dividend payment dates, notwithstanding that the shares are then unvested.

c) *Terms of Stock Units.* All Stock Units granted under this Plan on or after February 12, 2009, shall:

i) be unvested and subject to risk of forfeiture when granted and, subject to the provisions of Section 8(b)(ii), shall (A) if granted as an Initial Director Grant, become vested in full and no longer subject to risk of forfeiture as of the close of business on the earlier of the Non-Employee Director's date of death or the first anniversary of the grant date, and (B) if granted as a Periodic Grant, become vested in full as of the close of business on the earliest of the Non-Employee Director's date of death, the first anniversary of the grant date, or the day immediately prior to the Annual Meeting that occurs in the next calendar year following the year in which the grant date occurs, provided that in the case of subclause (A) or (B) of this Section 6(c)(i) the holder is a member of the Board on the applicable vesting date;

ii) at all times be nontransferable and not subject in any manner to anticipation, alienation, sale, exchange, transfer, assignment, pledge, encumbrance, or garnishment, or in any other manner made subject to a hedge transaction or puts and calls; and

iii) be settled in shares of Common Stock, to the extent vested, upon the Non-Employee Director's Termination Date, unless the Non-Employee director is a "specified employee" (as defined under Code section 409A and determined in good faith by the Plan Administrator). If a Non-Employee Director is a "specified employee" on the Termination Date, the restricted stock units to be settled on account of the occurrence of that Termination Date will be settled within 15 days after the end of the six-month period beginning on that Termination Date or, if earlier, within 15 days after the appointment of the personal representative or executor of the estate after the Non-Employee Director's death.

If the Non-Employee Director ceases to be a member of the Board for any reason other than death, all unvested Stock Units will be forfeited upon such cessation without any consideration paid therefor. Upon settlement, the Company shall issue to the unit holder, or the unit holder's estate as applicable, a number of shares of Common Stock equal to the number of whole, vested Stock Units then credited to the unit holder's Account; any fractional Stock Units will be settled in cash. The grant of a Stock Unit shall not entitle the unit holder to voting or other rights as a stockholder until shares of Common Stock are issued to the unit holder upon settlement. If the Company declares a cash dividend payable to the holders of its Common Stock, then, on the dividend payment date, each unit holder who has Stock Units credited to an Account on the record date for such dividend will be credited with dividend equivalents in the form of additional, vested Stock Units. The number of Stock Units to be credited shall be equal to the quotient determined by dividing (a) by (b), where (a) is the product of (i) the cash dividend payable per share of Common Stock, multiplied by (ii) the number of whole Stock Units credited to the unit holder's Account as of the record date, and (b) is the Fair Market Value of a share of Common Stock on the dividend payment date. The Plan Administrator shall determine, in its discretion, whether to credit fractional units to the Account, eliminate fractional units, or pay out fractional units in cash to the unit holder on the dividend payment date. If the unit holder's Stock Units have been settled after the record date but prior to the dividend payment date, any Stock Units that would be credited pursuant to the preceding sentence shall be settled on or as soon as practicable after the dividend payment date.

d) *Award Agreement* . Each Award granted under this Plan shall be evidenced by an agreement, in a form approved by the Plan Administrator, which shall be subject to the terms and conditions of the Plan.

7) Election Procedures

a) *Election Timing Rules*. Each Non-Employee Director shall elect the form in which he or she will be granted Awards under the Plan by filing with the treasurer of the Company an Election Form in accordance with the following rules:

i) *Initial Plan Elections* . For the Initial Plan Year, Incumbent Directors must file an Election Form prior to or within 14 days after the Effective Date. Such elections shall apply to Awards that are scheduled to be granted, under the terms of Section 5, after the written notice is received by the treasurer of the Company.

ii) *Elections by New Directors* . Each New Director must file an Election Form prior to or within 14 days after becoming a Non-Employee Director. Such election shall apply to Awards that are scheduled to be granted, under the terms of Section 5, after the written notice is received by the treasurer of the Company.

iii) *Modification of Elections*. Election Forms will remain in effect from year to year unless modified prospectively by the Non-Employee Director for a subsequent Plan Year. A Non-Employee Director may modify an existing Election Form for any subsequent Plan Year by filing a new Election Form with the treasurer of the Company by December 31st of the year preceding the Plan Year for which the modification is to become effective. A Non-Employee Director may not modify an Election Form with respect to Awards to be granted during a Plan Year after the Plan Year has commenced.

b) *Default Election* . If a Non-Employee Director does not have a valid Election Form in effect at the relevant time, the Non-Employee Director's Award shall be made in the form of Stock Units.

8) Adjustments for Corporate Transactions and Other Events

a) *Capital Adjustments* . The Plan Share Reserve, the number of shares covered by each outstanding Award or reflected in the Accounts, the exercise price per share of each outstanding Option, and the number of Awards to be granted pursuant to Section 5 shall all be proportionately adjusted automatically for any increase or decrease in the number of issued shares of Common Stock of the Company resulting from a subdivision or consolidation of shares or other capital adjustment, or the payment of a stock dividend or other increase or decrease in such shares, effected without receipt of consideration by the Company. In the case of other changes in the Company's capitalization, adjustments shall be made to reflect the transaction as determined by the Plan Administrator to be necessary or appropriate. The Plan Administrator shall determine the treatment of fractional shares and fractional cents that arise with respect to outstanding Awards as a result of the adjustments to be made under this Section 8(a), which treatment may include the cancellation of fractional shares without payment therefor. The Plan Administrator will make the adjustments and determinations under this Section 8(a), and its determination will be final, binding and conclusive.

b) *Merger, Consolidation, or Other Events*.

i) *Non-Change in Control Transactions*. Except with respect to the transactions set forth in Section 8(a), in the event of any change affecting the Common Stock, the Company or its capitalization, by reason of a spin-off, split-up, dividend, recapitalization, merger, consolidation or share exchange, other than any such change that is part of a transaction resulting in a Change in Control of the Company, the Plan Administrator, in its discretion and without the consent of the holders of the Awards, may make (A) appropriate adjustments to the maximum number and kind of shares reserved for issuance or with respect to which Awards may be granted under the Plan, as provided in Section 4 of the Plan; and (B) any adjustments in outstanding Awards, including but not limited to modifying the

number, kind and price of securities subject to the Awards.

ii) *Change in Control Transactions*. In the event of any transaction resulting in a Change in Control of the Company, (A) all outstanding Awards will become fully vested immediately before and contingent upon the Change in Control; (B) all outstanding Options not exercised prior to or upon the Change in Control will terminate at the effective time of such Change in Control unless provision is made in connection with the transaction for the continuation, assumption or settlement of such Options by, or for the substitution of equivalent options of, the surviving or successor entity or a parent thereof; and (C) all Stock Units credited to Accounts as of the Change in Control will be settled in shares or in cash at the discretion of the Board upon the Change in Control or as soon as practicable thereafter but in no event later than the close of the calendar year in which the Change in Control occurs.

iii) *Other*. In the event of a change in the Company's Common Stock which is limited to a change in the designation thereof to "Capital Stock" or other similar designation, or to a change in the par value thereof, or from par value to no par value, without increase in the number of issued shares, the shares resulting from any such change shall be deemed to be Common Stock within the meaning of the Plan.

9) Amendment, Modification and Termination of the Plan

The Board may amend, modify, or terminate this Plan at any time and from time to time; provided, however, that without the degree of stockholder approval required by the Company's charter or bylaws, applicable law, or the rules and regulations of any exchange or trading market on which the Company's securities are then traded, the Board may not: (a) increase the number of shares of Common Stock that may be issued under this Plan, (b) modify the share accounting provisions set forth in Section 4(c) of the Plan, or (c) modify the requirements as to eligibility for participation in this Plan. No amendment, modification, or termination of the Plan shall adversely affect the rights of a holder of an Award without the written consent of the holder. In the event that the Plan is terminated, the Company will continue to maintain the Accounts and settle Stock Units credited thereto only in accordance with the provisions of Code section 409A. Notwithstanding anything herein to the contrary, the Plan Administrator is authorized to amend the Plan in such manner as it may determine to be necessary or desirable to ensure the Plan's compliance with Section 409A of the Code or other applicable law or the rules and regulations of any exchange or trading market on which the Company's securities are then traded.

10) Claims Procedure

a) *Named Fiduciary* . The Plan Administrator shall be the named fiduciary for purposes of this claims procedure.

b) *Initial Claims* . If a Non-Employee Director or other person does not receive timely payment of any benefits which he or she believes are due and payable under the Plan, the claimant of such benefit must file a written claim with the Plan Administrator within 60 days from the date

payment or delivery is refused. The Plan Administrator shall review the written claim and, if the claim is denied in whole or in part, shall provide, in writing and within 90 days of receipt of such claim, the specific reasons for such denial and reference to the provisions of this Plan upon which the denial is based and any additional material or information necessary to perfect the claim. Such written notice shall further indicate the steps to be taken by the claimant if a further review of the claim denial is desired.

c) *Appeals* . If the claimant desires a second review, he or she shall notify the Plan Administrator in writing within 60 days of the first claim denial. The claimant may review the Plan or any documents relating thereto and submit any written issues and comments he or she may feel appropriate. In its discretion, the Plan Administrator shall then review the second claim and provide a written decision within 60 days of receipt of such claim. This decision shall likewise state the specific reasons for the decision and shall include reference to specific provisions of the Plan upon which the decision is based.

11) Compliance With Laws And Regulations

The Plan, the grant of Awards, and the obligation of the Company to issue and deliver shares of Common Stock upon the exercise of Options, grant of Restricted Shares, or settlement of Stock Units shall be subject to all applicable foreign, federal and state laws, rules, and regulations and to such approvals by such governmental or regulatory agency or national securities exchange as may be required. The Company shall not be required to issue any shares of Common Stock upon the exercise of Options, grant of Restricted Shares, or settlement of Stock Units if the issuance of such shares shall constitute a violation by the Non-Employee Director or the Company of any provisions of any law or regulation of any governmental authority or national securities exchange. Each Award granted under this Plan shall be subject to the requirement that, if at any time the Plan Administrator shall determine that (a) the listing, registration or qualification of the shares subject thereto on any securities exchange or trading market or under any state or federal law of the United States or of any other country or governmental subdivision thereof, (b) the consent or approval of any governmental regulatory body, or (c) the making of investment or other representations are necessary or desirable in connection with the issue or purchase of shares subject thereto, no shares of Common Stock may be issued upon grant, settlement, or exercise of any Award unless such listing, registration, qualification, consent, approval or representation shall have been effected or obtained, free of any conditions not acceptable to the Plan Administrator. Any determination in this connection by the Plan Administrator shall be final, binding, and conclusive.

12) Miscellaneous

a) *Non-Guarantee of Service* . Nothing in the Plan or in any agreement evidencing an Award, nor any action taken pursuant to the Plan, shall confer any right on an individual to continue in the service of the Company as a Non-Employee Director or in any other capacity for any period of time or at a particular retainer or other rate of compensation, or as limiting, interfering with or otherwise affecting the provisions of the Company's charter, by-laws or the Maryland General Corporation Law relating to the removal of directors.

b) *Unfunded Status of Plan* . The Plan, with respect to Stock Units credited to Accounts, is intended to constitute and at all times shall be interpreted and administered so as to qualify as an unfunded deferred compensation plan for a select group of directors under the Employee Retirement Income Security Act of 1974, as amended. Neither the Plan nor any Award shall create or be construed to create a trust or separate fund of any kind or a fiduciary relationship between the Company and a Non-Employee Director or any other person. To the extent that any Non-Employee Director or other person acquires a right to receive payments from the Company pursuant to the Plan or any Award made under the Plan, such right shall be no greater than the right of an unsecured general creditor of the Company.

c) *Governing Law* . The validity, construction and effect of the Plan, of Award agreements entered into pursuant to the Plan, and of any rules, regulations, determinations or decisions made by the Plan Administrator relating to the Plan or such Award agreements, and the rights of any and all persons having or claiming to have any interest therein or thereunder, shall be determined exclusively in accordance with applicable federal laws and the laws of the State of Maryland, without regard to its conflict of laws principles.

d) *Effect on Other Plans* . On and after the Effective Date of this Plan, no further stock options shall be granted to Non-Employee Directors under the Company's 1998 Director Stock Option Plan.

e) *Effective Date and Expiration Date* . The Plan became effective on April 12, 2007, which is the date on which it was approved by the stockholders of the Company. No Award shall be granted under the Plan on or after the tenth anniversary of the Effective Date of the Plan. Subject to other applicable provisions of the Plan, all Awards made under the Plan prior to such termination of the Plan shall remain in effect until such Awards have been satisfied or terminated in accordance with the Plan and the terms of such Awards.

f) *409A Savings Clause* . It is intended that the Plan comply with Section 409A of the Code. The Plan shall be administered, interpreted and construed in a manner consistent with such Code Section. Should any provision of this Plan be found not to comply with the provisions of Section 409A of the Code, it shall be modified and given effect, in the sole discretion of the Plan Administrator and without requiring consent of any Award holder, in such manner as the Plan Administrator determines to be necessary or appropriate to comply with Section 409A of the Code.

Subsidiary companies and place of incorporation	Ownership
T. Rowe Price Advisory Services, Inc. (Maryland)	100%
T. Rowe Price Associates, Inc. (Maryland)	100%
T. Rowe Price (Canada), Inc. (Maryland)	100%
T. Rowe Price Investment Services, Inc. (Maryland)	100%
T. Rowe Price Retirement Plan Services, Inc. (Maryland)	100%
T. Rowe Price Services, Inc. (Maryland)	100%
TRP Suburban Second, Inc. (Maryland)	100%
T. Rowe Price International Ltd (United Kingdom)	100%
T. Rowe Price Hong Kong Limited (Hong Kong)	100%
T. Rowe Price Singapore Private Ltd. (Singapore)	100%

Other subsidiaries have been omitted because, when considered in the aggregate, they do not constitute a significant subsidiary.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
T. Rowe Price Group, Inc.:

We consent to the incorporation by reference in the registration statements (No. 33-7012 , No. 333-90967 , No. 333-59714 , No. 333-120882 , No. 333-120883 , No. 333-142092 , No. 333-167317 , No. 333-180904 , and 333-199560) on Form S-8 of T. Rowe Price Group, Inc. of our reports dated February 5, 2016 , with respect to the consolidated balance sheets of T. Rowe Price Group, Inc. and subsidiaries as of December 31, 2015 and 2014 , and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows, for each of the years in the three-year period ended December 31, 2015 , and the effectiveness of internal control over financial reporting of T. Rowe Price Group, Inc. as of December 31, 2015 , which reports appear in the December 31, 2015 Annual Report on Form 10-K of T. Rowe Price Group, Inc.

/s/ KPMG LLP
Baltimore, Maryland
February 5, 2016

I, William J. Stromberg, certify that:

1. I have reviewed this Form 10-K Annual Report for the fiscal year ended December 31, 2015 of T. Rowe Price Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 5, 2016

/ s / William J. Stromberg
President and Chief Executive Officer

I, Kenneth V. Moreland, certify that:

1. I have reviewed this Form 10-K Annual Report for the fiscal year ended December 31, 2015 of T. Rowe Price Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 5, 2016

/s/ Kenneth V. Moreland

Vice President, Chief Financial Officer and Treasurer

We certify, to the best of our knowledge, based upon a review of the Form 10-K Annual Report for the fiscal year ended December 31, 2015 of T. Rowe Price Group, Inc., that:

- (1) The Form 10-K Annual Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Form 10-K Annual Report fairly presents, in all material respects, the financial condition and results of operations of T. Rowe Price Group, Inc.

February 5, 2016

/s/ William J. Stromberg
President and Chief Executive Officer

/s/ Kenneth V. Moreland
Vice President, Chief Financial Officer and Treasurer

A signed original of this written statement has been provided to T. Rowe Price Group, Inc. and will be retained by T. Rowe Price Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.