

# TEXAS INSTRUMENTS INC

## FORM 10-K (Annual Report)

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
for the fiscal year ended December 31, 2015

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
for the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 1-3761

**TEXAS INSTRUMENTS INCORPORATED**

(Exact name of Registrant as specified in its charter)

Delaware  
(State of Incorporation)  
12500 TI Boulevard, Dallas, Texas  
(Address of Principal Executive Offices)

75-0289970  
(I.R.S. Employer Identification No.)  
75243  
(Zip Code)

Registrant's Telephone Number, Including Area Code: 214-479-3773

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

Title of each class

Common Stock, par value \$1.00

Name of each exchange on which registered

The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 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 (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

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

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

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

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

The aggregate market value of voting stock held by non-affiliates of the Registrant was approximately \$53,229,272,810 as of June 30, 2015.

1,005,257,723 (Number of shares of common stock outstanding as of February 22, 2016)

Part III hereof incorporates information by reference to the Registrant's proxy statement for the 2016 annual meeting of stockholders.

## PART I

### ITEM 1. Business.

We design and make semiconductors that we sell to electronics designers and manufacturers all over the world. We began operations in 1930. We are incorporated in Delaware, headquartered in Dallas, Texas, and have design, manufacturing or sales operations in more than 30 countries. We have two reportable segments: Analog and Embedded Processing. We report the results of our remaining business activities in Other. In 2015, we generated \$13 billion of revenue.

We focus our resources on Analog and Embedded Processing because we believe that these segments' long product life cycles, intrinsic diversity and need for less capital-intensive manufacturing provide a combination of stability, profitability and strong cash generation. This business model is the foundation of our capital management strategy, which is based on our belief that free cash flow growth is important for maximizing shareholder value over the long term. Free cash flow is cash flow from operations less capital expenditures.

#### Product information

Semiconductors are electronic components that serve as the building blocks inside modern electronic systems and equipment. Semiconductors, generally known as "chips," combine multiple transistors on a single piece of material to form a complete electronic circuit. We have tens of thousands of products that are used to accomplish many different things, such as converting and amplifying signals, interfacing with other devices, managing and distributing power, processing data, canceling noise and improving signal resolution. This broad portfolio includes products that are integral to almost all electronic equipment.

We sell catalog and application-specific standard semiconductor products, both of which we market to multiple customers. Catalog products are designed for use by many customers and/or many applications. The life cycles of catalog products generally span multiple years, with some products continuing to sell for decades after their initial release. Application-specific standard products (ASSPs) are designed for use by a smaller number of customers and are targeted to a specific application. The life cycles of ASSPs are generally determined by end-equipment upgrade cycles and can be as short as 12 to 24 months, although some can be used across multiple generations of customers' products. We also sell custom semiconductor products, which are designed for a specific customer to use in a specific application and are sold only to that customer. The vast majority of our revenue is derived from products that are differentiated from competitors' products. Our products are sold through distribution channels and directly to customers.

Our segments represent groups of similar products that are combined on the basis of similar design and development requirements, product characteristics, manufacturing processes and distribution channels. Our segments also reflect how management allocates resources and measures results. Additional information regarding each segment follows.

#### Analog

Analog generated \$8.3 billion of revenue in 2015. Analog semiconductors change real-world signals, such as sound, temperature, pressure or images, by conditioning them, amplifying them and often converting them to a stream of digital data that can be processed by other semiconductors, such as embedded processors. Analog semiconductors also are used to manage power in every electronic device by converting, distributing, storing, discharging, isolating and measuring electrical energy, whether the device is plugged into a wall or running off a battery. Our Analog products are used in many markets, particularly personal electronics and industrial.

Sales of our Analog products generated about 64 percent of our revenue in 2015. According to external sources, the market for analog semiconductors was \$45 billion in 2015. Our Analog segment's revenue in 2015 was 18 percent of this fragmented market, the leading position. We believe we are well positioned to increase our market share over time.

Our Analog segment includes the following major product lines: High Volume Analog & Logic (HVAL), Power Management (Power), High Performance Analog (HPA) and Silicon Valley Analog (SVA).

#### *HVAL*

These include high-volume integrated ASSPs and high-volume catalog products. HVAL products support applications like automotive safety devices, touchscreen controllers, low-voltage motor drivers and integrated motor controllers.

### *Power*

These include both catalog products and ASSPs that help customers manage power in electronic systems. Our broad portfolio of Power products is designed to enhance the efficiency of powered devices using battery management solutions, portable power devices, power supply controls and point-of-load products.

### *HPA*

These include catalog products that we market to many different customers who use them in manufacturing a wide range of products. HPA products include high-speed data converters, amplifiers, sensors, high-reliability products, interface products and precision products that are typically used in systems that require high performance. HPA products generally have long life cycles, often more than 10 years.

### *SVA*

These include a broad portfolio of industrial, high-voltage power management, data converter, interface and operational amplifier catalog products used in manufacturing a wide range of electronic systems. SVA products support applications like video and data interface products, high voltage power conversion, and mobile lighting and display systems. SVA products generally have long life cycles, often more than 10 years. SVA consists primarily of products that we acquired through our purchase of National Semiconductor Corporation in 2011.

### Embedded Processing

Embedded Processing generated \$2.8 billion of revenue in 2015. Embedded Processing products are the “brains” of many electronic devices. Embedded processors are designed to handle specific tasks and can be optimized for various combinations of performance, power and cost, depending on the application. The devices vary from simple, low-cost products used in electric toothbrushes to highly specialized, complex devices used in automotive applications such as infotainment systems and advanced driver assistance systems (ADAS). Our Embedded Processing products are used in many markets, particularly industrial and automotive.

An important characteristic of our Embedded Processing products is that our customers often invest their own research and development (R&D) to write software that operates on our products. This investment tends to increase the length of our customer relationships because many customers prefer to re-use software from one product generation to the next.

Sales of Embedded Processing products generated about 21 percent of our revenue in 2015. According to external sources, the market for embedded processors was \$18 billion in 2015. Our 15 percent share of this fragmented market is among the leaders. We believe we are well positioned to increase our market share over time.

Our Embedded Processing segment includes the following major product lines: Microcontrollers, Processors and Connectivity.

### *Microcontrollers*

These include self-contained systems with a processor core, memory and peripherals that are designed to control a set of specific tasks for electronic equipment. Microcontrollers tend to have minimal requirements for memory and program length, with no operating system and low software complexity. Analog components that control or interface with sensors and other systems are often integrated into microcontrollers.

### *Processors*

These include digital signal processors (DSPs) and applications processors. DSPs perform mathematical computations almost instantaneously to process or improve digital data. Processors are typically tailored for a specific class of applications such as industrial (factory automation or grid infrastructure) and automotive (infotainment and ADAS). They are also sold into broad industrial applications.

### *Connectivity*

These include products that enable electronic devices to seamlessly connect and transfer data, and the requirements for speed, data capability, distance, power and security vary depending on the application. Our Connectivity products support many wireless technologies to meet these requirements, including low-power wireless network standards like Zigbee® and other technologies like

Bluetooth®, WiFi and GPS. Our Connectivity products are usually designed into customer devices alongside our processor and microcontroller products, enabling data to be collected, transmitted and acted upon.

#### Other

We report the results of our remaining business activities in Other, which generated \$1.9 billion of revenue in 2015 and includes:

- Revenue from our smaller product lines, such as DLP® products (primarily used in projectors to create high-definition images), calculators and certain custom semiconductors known as application-specific integrated circuits (ASICs).
- Royalties received from agreements involving license rights to our patent portfolio.

We also include in Other items that are not used in evaluating the results of or in allocating resources to our segments. Examples of these items include acquisition charges; restructuring charges; revenue from our legacy wireless products; and certain corporate-level items, such as litigation expenses, environmental costs, insurance settlements, and gains and losses from other activities, including asset dispositions.

Financial information with respect to our segments and our operations outside the United States is contained in Note 1 to the financial statements, which is included in Item 8, “Financial Statements and Supplementary Data.” Risks attendant to our foreign operations are described in Item 1A, “Risk Factors.”

## Markets for our products

The table below lists the major markets that used our products in 2015 and the estimated percentage of our 2015 revenue that the market represented. The chart also lists, in decreasing order of our revenue, the sectors within each market.

<b>Markets</b>	<b>Sectors</b>
<b>Industrial</b> (31% of TI revenue)	Factory automation and control Medical/healthcare/fitness Building automation Grid infrastructure Test and measurement Motor drives Electronic point of sale Space/avionics/defense Display Power delivery Appliances Lighting Industrial transportation Industrial other
<b>Automotive</b> (15% of TI revenue)	Infotainment and cluster Passive safety ADAS Body electronics and lighting Hybrid/electric vehicle and powertrain
<b>Personal electronics</b> (30% of TI revenue)	Mobile phones Personal and notebook computers TV/set-top box/audio Storage Printers and other peripherals Tablets Wearables (non-medical) Gaming
<b>Communications equipment</b> (13% of TI revenue)	Wireless infrastructure Telecom infrastructure Enterprise switching Residential
<b>Enterprise systems</b> (6% of TI revenue)	Projectors Servers High-performance computing Multi-function printers Thin client
<b>Other (calculators, royalties and other)</b> (5% of TI revenue)	

## ***Market characteristics***

### Competitive landscape

The analog and embedded processing markets are highly fragmented. As a result, we face significant global competition from dozens of large and small companies, including both broad-based suppliers and niche suppliers. Our competitors also include emerging companies, particularly in Asia, that sell products into the same markets in which we operate.

We believe that competitive performance in the semiconductor market generally depends on several factors, including the breadth of a company's product line, the strength and depth of the sales network, technological innovation, product development execution, technical support, customer service, quality, reliability, price and scale. The primary competitive factors for our Analog products include design proficiency, a diverse product portfolio to meet wide-ranging customer needs, manufacturing process technologies that provide differentiated levels of performance, applications and sales support, and manufacturing expertise and capacity. The primary competitive factors for our Embedded Processing products are the ability to design and cost-effectively manufacture products, system-level knowledge about targeted end markets, installed base of software, software expertise, applications and sales support, and a product's performance, integration and power characteristics.

### Product cycle

The global semiconductor market is characterized by constant, though generally incremental, advances in product designs and manufacturing processes. Semiconductor prices and manufacturing costs tend to decline over time as manufacturing processes and product life cycles mature.

### Market cycle

The "semiconductor cycle" refers to the ebb and flow of supply and demand. The semiconductor market historically has been characterized by periods of tight supply caused by strengthening demand and/or insufficient manufacturing capacity, followed by periods of surplus inventory caused by weakening demand and/or excess manufacturing capacity. These are typically referred to as upturns and downturns in the semiconductor cycle. The semiconductor cycle is affected by the significant time and money required to build and maintain semiconductor manufacturing facilities.

We employ several strategies to dampen the effect of the semiconductor cycle on TI. We acquire our facilities and equipment ahead of demand, which usually allows us to acquire this capacity at lower costs. We focus our resources on our Analog and Embedded Processing segments, which serve diverse markets and diverse customers. This diversity reduces our dependence on the performance of a single market or small group of customers. Additionally, we utilize consignment inventory programs with our customers and distributors.

### Seasonality

Our revenue is subject to some seasonal variation. Historically, our semiconductor revenue growth rate tends to be weaker in the first and fourth quarters when compared to the second and third quarters. Calculator revenue is tied to the U.S. back-to-school season and is therefore at its highest in the second and third quarters.

## **Manufacturing**

Semiconductor manufacturing begins with a sequence of photolithographic and chemical processing steps that fabricate a number of semiconductor devices on a thin silicon wafer. Each device on the wafer is packaged and tested. The entire process takes place in highly specialized facilities and requires an average of 12 weeks, with most products completing within 7 to 16 weeks.

The cost and lifespan of the equipment and processes we use to manufacture semiconductors vary by technology. Our Analog products and most of our Embedded Processing products can be manufactured using mature and stable, and therefore less expensive, equipment than is needed for manufacturing advanced logic products, such as some of our processor products.

We own and operate semiconductor manufacturing facilities in North America, Asia, Japan and Europe. These include both wafer fabrication and assembly/test facilities. Our facilities require substantial investment to construct and are largely fixed-cost assets once in operation. We own much of our manufacturing capacity; therefore, a significant portion of our operating cost is fixed and changes in factory loadings can cause short-term variations in profit margins. When factory loadings decrease, our fixed costs are spread over reduced output and, absent other circumstances, our profit margins decrease. Conversely, as factory loadings increase, our fixed costs

are spread over increased output and, absent other circumstances, our profit margins increase. Our operating focus is more on maximizing long-term free cash flow than minimizing short-term variations in profit margins caused by factory loadings.

To this end, we seek to maximize long-term free cash flow by keeping capital expenditures low through opportunistic purchases of facilities and equipment ahead of demand. For example, in 2013 we purchased an assembly/test facility in Chengdu, China. In 2015 we began production at an existing facility in Dallas, Texas, that we adapted to manufacture analog products using 300-millimeter wafers, our most cost-effective manufacturing process. These activities may have near-term effects on our profit margins, but we believe they will result in long-term benefits to free cash flow.

We expect to maintain sufficient internal manufacturing capacity to meet the vast majority of our production needs. To supplement our manufacturing capacity and maximize our responsiveness to customer demand and return on capital, we utilize the capacity of outside suppliers, commonly known as foundries, and subcontractors. In 2015, we sourced about 20 percent of our total wafers from external foundries and about 40 percent of our assembly/test services from subcontractors.

### **Customers**

We estimate that we sell our products to more than 100,000 customers. Our customer base is diverse, with one-third of our revenue deriving from customers outside our largest 100. Our largest single end customer in 2015 was Apple Inc. Apple accounted for approximately 11 percent of revenue, recognized primarily in our Analog segment.

### **Sales and distribution**

We market and sell our semiconductor products through a direct sales force and distributors. We have sales or marketing offices in more than 30 countries. About 60 percent of our revenue comes through distribution channels. Our distributors maintain an inventory of our products and sell directly to a wide range of customers. They also sell products from our competitors.

### **Inventory**

Our inventory practices differ by product, but we generally maintain inventory levels that are consistent with our expectations of customer demand. We carry proportionally more inventory of products with long life cycles and a broad customer base. Additionally, we sometimes maintain product inventory in unfinished wafer form, as well as higher finished-goods inventory of low-volume products, allowing greater flexibility in periods of high demand.

We generate about 55 percent of our revenue from consignment inventory programs that we have in place for our large customers and distributors. With these programs, we own inventory that is stored at our customers' and distributors' locations, and we recognize revenue when the product is pulled from consigned inventory. These consignment programs give us improved insight into demand, allowing us to better manage our factory loadings. About 60 percent of our distributor revenue is generated from sales of consigned inventory.

### **Backlog**

We define backlog as of a particular date as purchase orders with a customer-requested delivery date within a specified length of time. Our backlog at any particular date may not be indicative of revenue for any future period. As customer requirements and industry conditions change, orders may be subject to cancellation or modification of terms such as pricing, quantity or delivery date. Customer order placement practices continually evolve based on customers' individual business needs and capabilities, as well as industry supply and capacity considerations. Further, our consignment programs do not result in backlog because the order occurs at the same time as delivery, i.e., when the customer pulls the product from consigned inventory. Our backlog of orders was \$0.95 billion at December 31, 2015, and \$0.94 billion at December 31, 2014.

### **Acquisitions, divestitures and investments**

From time to time we consider acquisitions and divestitures that may strengthen our business portfolio. We also make investments directly or indirectly in private companies. Investments are focused primarily on next-generation technologies and markets strategic to us.

## Raw materials

We purchase materials, parts and supplies from a number of suppliers. In some cases we purchase such items from sole source suppliers. The materials, parts and supplies essential to our business are generally available at present, and we believe that such materials, parts and supplies will be available in the foreseeable future.

## Intellectual property

We own many patents, and have many patent applications pending, in the United States and other countries in fields relating to our business. We have developed a strong, broad-based patent portfolio and continually add patents to that portfolio. We also have agreements with numerous companies involving license rights to our portfolio and anticipate that other license agreements may be negotiated in the future. In general, our license agreements have multi-year terms and may be renewed after renegotiation.

Our patent portfolio is an ongoing contributor to our revenue. We do not consider our business materially dependent upon any one patent or patent license, although taken as a whole, our rights and the products made and sold under patents and patent licenses are important to our business.

We often participate in industry initiatives to set technical standards. Our competitors may participate in the same initiatives. Participation in these initiatives may require us to license certain of our patents to other companies on reasonable and non-discriminatory terms.

We own trademarks that are used in the conduct of our business. These trademarks are valuable assets, the most important of which are “Texas Instruments” and our corporate monogram. DLP<sup>®</sup> is another valuable trademark.

## Research and development

Our R&D expense was \$1.28 billion in 2015, compared with \$1.36 billion in 2014 and \$1.52 billion in 2013. Our primary areas of R&D investment are Analog and Embedded Processing products.

We conduct most of our R&D internally. However, we also closely engage with a wide range of third parties, including software suppliers, universities and select industry consortia, and we collaborate with our foundry suppliers on semiconductor manufacturing technology.

## Executive officers of the Registrant

The following is an alphabetical list of the names and ages of the executive officers of the company and the positions or offices with the company held by each person named:

Name	Age	Position
Stephen A. Anderson	54	Senior Vice President
Brian T. Crutcher	43	Executive Vice President
R. Gregory Delagi	53	Senior Vice President
Kevin P. March	58	Senior Vice President and Chief Financial Officer
Kevin J. Ritchie	59	Senior Vice President
Richard K. Templeton	57	Director; Chairman of the Board; President and Chief Executive Officer
Cynthia Hoff Trochu	52	Senior Vice President, Secretary and General Counsel
Teresa L. West	55	Senior Vice President
Darla H. Whitaker	50	Senior Vice President
Bing Xie	48	Senior Vice President

The term of office of these officers is from the date of their election until their successor shall have been elected and qualified. All have been employees of the company for more than five years. Messrs. Anderson, Crutcher, Delagi, March, Ritchie and Templeton and Meses. West and Whitaker have served as executive officers of the company for more than five years. Ms. Trochu and Mr. Xie became executive officers of the company in 2015.

## Employees

At December 31, 2015, we had 29,977 employees.

## Available information

Our Internet address is [www.ti.com](http://www.ti.com). Information on our web site is not a part of this report. We make available free of charge through our Investor Relations web site our reports on Forms 10-K, 10-Q and 8-K, and amendments to those reports, as soon as reasonably practicable after they are filed with the SEC. Also available through the TI Investor Relations web site are reports filed by our directors and executive officers on Forms 3, 4 and 5, and amendments to those reports.

Available on our web site at [www.ti.com/corporategovernance](http://www.ti.com/corporategovernance) are: (i) our Corporate Governance Guidelines; (ii) charters for the Audit, Compensation, and Governance and Stockholder Relations Committees of our board of directors; (iii) our Code of Conduct; and (iv) our Code of Ethics for TI Chief Executive Officer and Senior Finance Officers. Stockholders may request copies of these documents free of charge by writing to Texas Instruments Incorporated, P.O. Box 660199, MS 8657, Dallas, Texas, 75266-0199, Attention: Investor Relations.

## ITEM 1A. Risk Factors.

You should read the following risk factors in conjunction with the factors discussed elsewhere in this and other of our filings with the Securities and Exchange Commission (SEC) and in materials incorporated by reference into these filings. These risk factors are intended to highlight certain factors that may affect our financial condition and results of operations and are not meant to be an exhaustive discussion of risks that apply to companies like TI with broad international operations. Like other companies, we are susceptible to macroeconomic downturns in the United States or abroad that may affect the general economic climate and our performance and the performance of our customers. Similarly, the price of our securities is subject to volatility due to fluctuations in general market conditions, actual financial results that do not meet our and/or the investment community's expectations, changes in our and/or the investment community's expectations for our future results and other factors, many of which are beyond our control.

### We face substantial competition that requires us to respond rapidly to product development and pricing pressures.

We face intense technological and pricing competition in the markets in which we operate. We expect this competition will continue to increase from large competitors and from smaller competitors serving niche markets, and also from emerging companies, particularly in Asia, that sell products into the same markets in which we operate. For example, the China market is highly competitive, and both international and domestic competitors are aggressively seeking to increase their market share. Additionally, we may face increased competition as a result of China's adoption of policies designed to promote its domestic semiconductor industry. Certain of our competitors possess sufficient financial, technical and management resources to develop and market products that may compete favorably against our products, and consolidation among our competitors may allow them to compete more effectively. Additionally, traditional intellectual property licensors are increasingly providing functionality, designs and complete hardware or software solutions that compete with our products. The price and product development pressures that result from competition may lead to reduced profit margins and lost business opportunities in the event that we are unable to match the price declines or cost efficiencies, or meet the technological, product, support, software or manufacturing advancements of our competitors.

### Rapid technological change in markets we serve requires us to develop new technologies and products.

Rapid technological change in markets we serve could contribute to shortened product life cycles and a decline in average selling prices of our products. Our results of operations depend in part upon our ability to successfully develop, manufacture and market innovative products. We require significant investments to develop new technologies and products that meet changing customer demands, and we might not realize a return on our investments because they are generally made before commercial viability can be assured. Further, projects that are commercially viable may not contribute significant revenue until at least a few years after they are completed.

### Changes in expected demand for our products could have a material adverse effect on our results of operations.

Our customers include companies in a wide range of end markets and sectors within those markets. If demand in one or more sectors within our end markets declines or grows at a significantly slower pace than management expects, our results of operations may be adversely affected. Additionally, the loss or significant curtailment of purchases by one or more of our large customers, including curtailments due to a change in the design or manufacturing sourcing policies or practices of these customers, or the timing of customer or distributor inventory adjustments, may adversely affect our results of operations and financial condition.

Our results of operations also might suffer because of a general decline in customer demand resulting from, for example: uncertainty regarding the stability of global credit and financial markets; natural events or domestic or international political, social, economic or other conditions; breaches of customer information technology systems that disrupt customer operations; or a customer's inability to access credit markets and other sources of needed liquidity.

Our ability to match inventory and production with the product mix needed to fill orders may affect our ability to meet a quarter's revenue forecast. In addition, when responding to customers' requests for shorter shipment lead times, we manufacture products based on forecasts of customers' demands. These forecasts are based on multiple assumptions. If we inaccurately forecast customer demand, we may hold inadequate, excess or obsolete inventory that would reduce our profit margins and adversely affect our results of operations and financial condition.

Our margins may vary over time.

Our profit margins may be adversely affected by a number of factors, including decreases in customer demand and shipment volume; obsolescence of our inventory; and shifts in our product mix. In addition, we operate in a highly competitive market environment that might adversely affect pricing for our products. Because we own much of our manufacturing capacity, a significant portion of our operating costs is fixed. In general, these fixed costs do not decline with reductions in customer demand or factory loadings, and can adversely affect profit margins as a result.

Cyclical nature of the semiconductor market may affect our performance.

Semiconductor products are the principal source of our revenue. The cyclical nature of the semiconductor market may lead to significant and often rapid increases and decreases in product demand. These changes could have adverse effects on our results of operations, and on the market price of our securities.

Our global operations subject us to risks associated with domestic or international political, social, economic or other conditions.

We have facilities in more than 30 countries. About 85 percent of our revenue comes from shipments to locations outside the United States; in particular, shipments of products into China typically represent a large portion of our revenue. We are exposed to political, social and economic conditions, security risks, terrorism or other hostile acts, health conditions, labor conditions, and possible disruptions in transportation, communications and information technology networks of the various countries in which we operate. Any of these could result in an adverse effect on our operations and our financial results. Additionally, in periods when the U.S. dollar significantly fluctuates in relation to the non-U.S. currencies in which we transact business, the remeasurement of non-U.S. dollar transactions can have an adverse effect on our results of operations and financial condition.

Our results of operations could be affected by natural events in the locations in which we operate.

We have manufacturing, data and design facilities and other operations in locations subject to natural occurrences such as severe weather, geological events or health epidemics that could disrupt operations. A natural disaster that results in a prolonged disruption to our operations may adversely affect our results and financial condition.

We face supply chain and manufacturing risks.

We rely on third parties to supply us with goods and services in a cost-effective and timely manner. Our access to needed goods and services may be adversely affected if our suppliers' operations were disrupted as a result of, for example: quality excursions; uncertainty regarding the stability of global credit and financial markets; domestic or international political, social, economic and other conditions; natural events in the locations in which our suppliers operate; or limited or delayed access to key raw materials, natural resources, and utilities. Additionally, a breach of our suppliers' information technology systems could result in a release of our confidential or proprietary information. If our suppliers are unable to access credit markets and other sources of needed liquidity, we may be unable to obtain needed supplies, collect accounts receivable or access needed technology.

In particular, our manufacturing processes and critical manufacturing equipment require that certain key raw materials, natural resources and utilities be available. Limited or delayed access to and high costs of these items could adversely affect our results of operations. Our products contain materials that are subject to conflict minerals reporting requirements. Our relationships with customers and suppliers may be adversely affected if we are unable to describe our products as conflict-free. Additionally, our costs may increase if one or more of our customers demands that we change the sourcing of materials we cannot identify as conflict-free.

Our inability to timely implement new manufacturing technologies or install manufacturing equipment could adversely affect our results of operations. We subcontract a portion of our wafer fabrication and assembly and testing of our products, and we depend on third parties to provide advanced logic manufacturing process technology development. We do not have long-term contracts with all of these suppliers, and the number of alternate suppliers is limited. Reliance on these suppliers involves risks, including possible shortages of capacity in periods of high demand, suppliers' inability to develop and deliver advanced logic manufacturing process technology in a timely, cost effective, and appropriate manner and the possibility of suppliers' imposition of increased costs on us.

Our operating results and our reputation could be adversely affected by breaches of our information technology systems.

Breaches of our information technology systems could be caused by computer viruses, unauthorized access, sabotage, vandalism or terrorism. These breaches could compromise our information technology networks and could result in unauthorized release of our, our customers' or our suppliers' confidential or proprietary information, cause a disruption to our manufacturing and other operations, result in release of employee personal data, or cause us to incur increased information technology protection costs, any of which could adversely affect our operating results and our reputation.

Our performance depends in part on our ability to enforce our intellectual property rights and to develop and license new intellectual property.

Access to worldwide markets depends in part on the continued strength of our intellectual property portfolio. There can be no assurance that, as our business expands into new areas, we will be able to independently develop the technology, software or know-how necessary to conduct our business or that we can do so without infringing the intellectual property rights of others. To the extent that we have to rely on licensed technology from others, there can be no assurance that we will be able to obtain licenses at all or on terms we consider reasonable. The lack of a necessary license could expose us to claims for damages and/or injunction from third parties, as well as claims for indemnification by our customers in instances where we have a contractual or other legal obligation to indemnify them against damages resulting from infringement claims.

We actively enforce and protect our own intellectual property rights. However, there can be no assurance that our efforts will be adequate to prevent misappropriation or improper use of our protected technology. Moreover, the laws of countries where we operate may not protect our intellectual property rights to the same extent as U.S. laws.

We benefit from royalty revenue generated from various patent license agreements. The amount of such revenue depends in part on negotiations with new licensees, and with existing licensees in connection with renewals of their licenses. There is no guarantee that such negotiations will be successful. Future royalty revenue also depends on the strength and enforceability of our patent portfolio and our enforcement efforts, and on the sales and financial stability of our licensees. Additionally, consolidation of our licensees may negatively affect our royalty revenue. Royalty revenue from licensees is not always uniform or predictable, in part due to the performance of our licensees and in part due to the timing of new license agreements or the expiration and renewal of existing agreements.

Our operations could be affected by the complex laws, rules and regulations to which our business is subject.

We are subject to complex laws, rules and regulations affecting our domestic and international operations relating to, for example, the environment, safety and health; exports and imports; bribery and corruption; tax; data privacy and protection; labor and employment; competition; and intellectual property ownership and infringement. Compliance with these laws, rules and regulations may be onerous and expensive, and if we fail to comply or if we become subject to enforcement activity, our ability to manufacture our products and operate our business could be restricted and we could be subject to fines, penalties or other legal liability. Furthermore, should these laws, rules and regulations be amended or expanded, or new ones enacted, we could incur materially greater compliance costs or restrictions on our ability to manufacture our products and operate our business.

Some of these complex laws, rules and regulations – for example, those related to environmental, safety and health requirements – may particularly affect us in the jurisdictions in which we manufacture products, especially if such laws and regulations: require the use of abatement equipment beyond what we currently employ; require the addition or elimination of a raw material or process to or from our current manufacturing processes; or impose costs, fees or reporting requirements on the direct or indirect use of energy, natural resources, or materials or gases used or emitted into the environment in connection with the manufacture of our products. A substitute for a prohibited raw material or process might not be available, or might not be available at reasonable cost.

Our results of operations and our reputation could be affected by warranty claims, product recalls, product liability claims, or legal proceedings.

We could be subject to claims based on warranty, product liability, epidemic or delivery failures, or other grounds relating to our products, manufacturing, services, designs or communications that could lead to significant expenses as we defend such claims or pay damage awards or settlements. In the event of a claim, we may also incur costs if we decide to compensate the affected customer or end consumer. We maintain product liability insurance, but there is no guarantee that such insurance will be available or adequate to protect against all such claims. In addition, it is possible for one of our customers to recall a product containing a TI part. In such instances, we may incur costs and expenses relating to the recall. Costs or payments we may make in connection with warranty, epidemic failure and delivery claims, product recalls or other legal proceedings may adversely affect our results of operations and financial condition and our reputation.

Our results of operations could be affected by changes in tax-related matters.

We have facilities in more than 30 countries and as a result are subject to taxation and audit by a number of taxing authorities. Tax rates vary among the jurisdictions in which we operate. If our tax rate increases, our results of operations could be adversely affected. A number of factors could cause our tax rate to increase, including a change in the jurisdictions in which our profits are earned and taxed; a change in the mix of profits from those jurisdictions; changes in available tax credits; changes in applicable tax rates; or adverse resolution of audits by taxing authorities.

In addition, we are subject to laws and regulations in various jurisdictions that determine how much profit has been earned and when it is subject to taxation in that jurisdiction. Changes in these laws and regulations could affect the locations where we are deemed to earn income, which could in turn affect our results of operations. We have deferred tax assets on our balance sheet. Changes in applicable tax laws and regulations or in our business performance could affect our ability to realize those deferred tax assets, which could also affect our results of operations. Each quarter we forecast our tax liability based on our forecast of our performance for the year. If that performance forecast changes, our forecasted tax liability will change.

We have not made a provision for U.S. income tax on the portion of our undistributed earnings of our non-U.S. subsidiaries that is considered permanently reinvested outside the United States. If in the future we repatriate any of these foreign earnings, we might incur incremental U.S. income tax, which could affect our results of operations.

Our results of operations could be adversely affected by our distributors' promotion of competing product lines or our distributors' financial performance.

In 2015, about 60 percent of our revenue was generated from sales of our products through distributors. Our distributors carry competing product lines, and our sales could be affected if our distributors promote competing products over our products. Moreover, our results of operations could be affected if our distributors suffer financial difficulties that result in their inability to pay amounts owed to us.

Our results of operations and financial condition could be adversely affected if a customer or a distributor suffers a loss with respect to our inventory.

We have consignment inventory programs in place for some of our largest customers and distributors. If a customer or distributor were to experience a loss with respect to TI-consigned inventory, our results of operations and financial condition may be adversely affected if we do not recover the full value of the lost inventory from the customer, distributor or insurer, or if our recovery is delayed.

Our debt could affect our operations and financial condition.

From time to time, we issue debt securities with various interest rates and maturities. While we believe we will have the ability to service this debt, our ability to make principal and interest payments when due depends upon our future performance, which will be subject to general economic conditions, industry cycles, and business and other factors affecting our operations, including the other risk factors described under Item 1A, many of which are beyond our control. In addition, our obligation to make principal and interest payments could divert funds that otherwise would be invested in our operations or returned to shareholders, or could cause us to raise funds by, for example, issuing new debt or equity or selling assets.

Our results of operations and liquidity could be affected by changes in the financial markets.

We maintain bank accounts, one or more multi-year revolving credit agreements, and a portfolio of investments to support the financing needs of the company. Our ability to fund our operations, invest in our business, make strategic acquisitions, service our debt obligations and meet our cash return objectives depends upon continuous access to our bank and investment accounts, and may depend on access to our bank credit lines that support commercial paper borrowings and provide additional liquidity through short-term bank loans. If we are unable to access these accounts and credit lines (for example, due to instability in the financial markets), our results of operations and financial condition could be adversely affected and our ability to access the capital markets or redeem our investments could be restricted.

Increases in health care and pension benefit costs could affect our results of operations and financial condition.

Federal and state health care reform programs could increase our costs with regard to medical coverage of our employees, which could reduce profitability and affect our results of operations and financial condition. In addition, obligations related to our pension and other postretirement plans reflect assumptions that affect the planned funding and costs of these plans, including the actual return on plan assets, discount rates, plan participant population demographics and changes in pension regulations. Changes in these assumptions may affect plan funding, cash flow and results of operations, and our costs and funding obligations could increase significantly if our plans' actual experience differs from these assumptions.

Our continued success depends in part on our ability to retain and recruit a sufficient number of qualified employees in a competitive environment.

Our continued success depends in part on the retention and recruitment of skilled personnel, including technical, marketing, management and staff personnel. There can be no assurance that we will be able to successfully retain and recruit the key personnel that we require.

Our ability to successfully implement business and organizational changes could affect our business plans and results of operations.

From time to time, we undertake business and organizational changes, including acquisitions, divestitures and restructuring actions, to support or carry out our strategic objectives. Our failure to successfully implement these changes could adversely affect our business plans and operating results. For example, we may not realize the expected benefits of an acquisition if we are unable to timely and successfully integrate acquired operations, product lines and technology, and our pre-acquisition due diligence may not identify all possible issues and risks that might arise with respect to an acquisition. Further, we may not achieve or sustain the expected growth or cost savings benefits of business and organizational changes, and restructuring charges could differ materially in amount and timing from our expectations.

Material impairments of our goodwill or intangible assets could adversely affect our results of operations.

Charges associated with impairments of our goodwill or intangible assets could adversely affect our financial condition and results of operations. Goodwill is reviewed for impairment annually or more frequently if certain impairment indicators arise or upon the disposition of a significant portion of a reporting unit. The review compares the fair value for each reporting unit to its associated book value including goodwill. A decrease in the fair value associated with a reporting unit resulting from, among other things, unfavorable changes in the estimated future discounted cash flow of the reporting unit, may require us to recognize impairments of goodwill. Most of our intangible assets are amortized over their estimated useful lives, but they are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. If the sum of the future undiscounted cash flows expected to result from the use of the intangible asset and its eventual disposition is less than the carrying amount of the asset, we would recognize an impairment loss to the extent the carrying amount of the asset exceeds its fair value.

**ITEM 1B. Unresolved Staff Comments.**

Not applicable.

**ITEM 2. Properties.**

Our principal executive offices are located at 12500 TI Boulevard, Dallas, Texas. The following table indicates the general location of our principal manufacturing and design operations and the reportable segments that make major use of them. Except as otherwise indicated, we own these facilities.

	<u>Analog</u>	<u>Embedded Processing</u>
Dallas, Texas †	X	X
Sherman, Texas	X	
Houston, Texas		X
Tucson, Arizona *	X	
Santa Clara, California	X	
South Portland, Maine	X	
Aguascalientes, Mexico *	X	
Aizu, Japan	X	X
Miho, Japan	X	X
Chengdu, China †	X	X
Shanghai, China *	X	X
Bangalore, India †	X	X
Kuala Lumpur, Malaysia †	X	X
Melaka, Malaysia †	X	
Baguio, Philippines †	X	X
Pampanga (Clark), Philippines †	X	X
Taipei, Taiwan †	X	X
Freising, Germany	X	X
Greenock, Scotland	X	

\* Leased.

† Portions of the facilities are leased and owned. This may include land leases, particularly for our non-U.S. sites.

Our facilities in the United States contained approximately 13.7 million square feet at December 31, 2015, of which approximately 1.2 million square feet were leased. Our facilities outside the United States contained approximately 10.2 million square feet at December 31, 2015, of which approximately 1.6 million square feet were leased.

At the end of 2015, we occupied substantially all of the space in our facilities.

Leases covering our currently occupied leased facilities expire at varying dates generally within the next five years. We believe our current properties are suitable and adequate for both their intended purpose and our current and foreseeable future needs.

**ITEM 3. Legal Proceedings.**

We are involved in various inquiries and proceedings that arise in the ordinary course of our business. We believe that the amount of our liability, if any, will not have a material adverse effect upon our financial condition, results of operations or liquidity.

**ITEM 4. Mine Safety Disclosures.**

Not applicable.

## PART II

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

The information concerning the number of stockholders of record at December 31, 2015, is contained in Item 6, “Selected Financial Data.”

#### Common stock prices and dividends

TI common stock is listed on The NASDAQ Global Select Market. The table below shows the high and low closing prices of TI common stock as reported by Bloomberg L.P. and the dividends paid per common share in each quarter during the past two years.

		Quarter			
		1st	2nd	3rd	4th
Stock prices:					
<b>2015</b>	<b>High</b>	\$ <b>59.94</b>	\$ <b>58.73</b>	\$ <b>52.08</b>	\$ <b>58.98</b>
	<b>Low</b>	<b>51.78</b>	<b>51.51</b>	<b>43.52</b>	<b>48.44</b>
2014	High	47.16	48.47	49.29	55.62
	Low	40.89	44.89	45.67	41.93
Dividends paid:					
<b>2015</b>		\$ <b>0.34</b>	\$ <b>0.34</b>	\$ <b>0.34</b>	\$ <b>0.38</b>
2014		0.30	0.30	0.30	0.34

#### Issuer purchases of equity securities

The following table contains information regarding our purchases of our common stock during the fourth quarter of 2015.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(1)</sup>	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs <sup>(1)</sup>
October 1, 2015 through October 31, 2015	8,220,390	\$ 52.16	8,220,390	\$ 8.13 billion
November 1, 2015 through November 30, 2015	3,028,345	57.09	3,028,345	7.96 billion
December 1, 2015 through December 31, 2015	458,008	55.41	458,008	7.93 billion
Total	<u>11,706,743<sup>(2)</sup></u>	\$ 53.56	<u>11,706,743<sup>(2)</sup></u>	\$ 7.93 billion <sup>(3)</sup>

- (1) All purchases during the quarter were made under the authorization from our board of directors to purchase up to \$5.0 billion of additional shares of TI common stock announced on February 21, 2013. On September 17, 2015, our board of directors authorized the purchase of an additional \$7.5 billion of our common stock. No expiration date has been specified for these authorizations.
- (2) All purchases during the quarter were open-market purchases.
- (3) As of December 31, 2015, this amount consisted of the remaining portion of the \$5.0 billion authorized in February 2013 and the \$7.5 billion authorized in September 2015.

**ITEM 6. Selected Financial Data .**

(Millions of dollars, except share and per-share amounts)	For Years Ended December 31,				
	2015	2014	2013	2012	2011
<b>Cash flow data:</b>					
Cash flows from operating activities	\$ 4,268	\$ 3,892	\$ 3,384	\$ 3,414	\$ 3,256
Capital expenditures	551	385	412	495	816
Free cash flow (a)	3,717	3,507	2,972	2,919	2,440
Dividends paid	1,444	1,323	1,175	819	644
Stock repurchases	2,741	2,831	2,868	1,800	1,973
<b>Income statement data:</b>					
Revenue by segment:					
Analog	8,339	8,104	7,194	6,998	6,375
Embedded Processing	2,787	2,740	2,450	2,257	2,381
Other	1,874	2,201	2,561	3,570	4,979
Revenue	13,000	13,045	12,205	12,825	13,735
Gross profit	7,560	7,427	6,364	6,368	6,772
Operating expenses (R&D and SG&A)	3,028	3,201	3,380	3,681	3,353
Acquisition charges	329	330	341	450	315
Restructuring charges/other	(71)	(51)	(189)	264	112
Operating profit	4,274	3,947	2,832	1,973	2,992
Net income	\$ 2,986	\$ 2,821	\$ 2,162	\$ 1,759	\$ 2,236

As a result of accounting rule ASC 260, which requires a portion of Net income to be allocated to unvested restricted stock units (RSUs) on which we pay dividend equivalents, diluted earnings per share (EPS) is calculated using the following:

Net income	\$ 2,986	\$ 2,821	\$ 2,162	\$ 1,759	\$ 2,236
Income allocated to RSUs	(42)	(43)	(36)	(31)	(34)
Income allocated to common shares for diluted EPS	\$ 2,944	\$ 2,778	\$ 2,126	\$ 1,728	\$ 2,202
Average diluted shares outstanding, in millions	1,043	1,080	1,113	1,146	1,171
Diluted earnings per common share	\$ 2.82	\$ 2.57	\$ 1.91	\$ 1.51	\$ 1.88
Cash dividends declared per common share	\$ 1.40	\$ 1.24	\$ 1.07	\$ 0.72	\$ 0.56

(a) Free cash flow is a non-GAAP measure derived by subtracting Capital expenditures from Cash flows from operating activities.

(Millions of dollars, except Other data items)	December 31,				
	2015	2014	2013	2012	2011
<b>Balance sheet data:</b>					
Cash, cash equivalents and short-term investments	\$ 3,218	\$ 3,541	\$ 3,829	\$ 3,965	\$ 2,935
Total assets (b)	16,230	17,372	18,554	19,565	19,901
Current portion of long-term debt and commercial paper borrowings	1,000	1,001	1,000	1,500	1,381
Long-term debt (b)	3,120	3,630	4,145	4,175	4,201
<b>Other data – Number of:</b>					
Employees	29,977	31,003	32,209	34,151	34,759
Stockholders of record	15,563	16,361	17,213	18,128	19,733

(b) Prior periods reclassified to conform to the 2015 presentation, having adopted certain accounting standards. See Note 2.

See Notes to the financial statements and Management's discussion and analysis of financial condition and results of operations.

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

### Overview

We design, make and sell semiconductors to electronics designers and manufacturers all over the world. Our business model is carefully constructed around the following attributes:

- *Industry's broadest portfolio of differentiated analog and embedded processing semiconductors.* Our customers' design engineers need at least one, and most times multiple, chips for their systems. The breadth of our portfolio means we can solve more of these needs than can our competitors, which gives us access to more customers and the opportunity to generate more revenue per system. We invest more than \$1 billion each year to develop new products for our portfolio.
- *A strong foundation of manufacturing technology and low-cost production.* We invest in manufacturing technologies that differentiate the features of our semiconductors, and we do most of our own production in-house, as opposed to outsourcing it. This ability to directly control our manufacturing helps ensure a consistent supply of products for our customers. We produce billions of semiconductors each year on a mixture of 150-, 200- and 300-millimeter wafers, and we are able to keep costs low for manufacturing facilities and equipment because our analog and much of our embedded processing semiconductors can be made using mature assets that we acquire ahead of demand when their prices are most attractive. In 2015, we produced approximately 25 percent of our Analog semiconductors on 300-millimeter wafers, the industry's largest wafers, which have a 40 percent cost advantage per unpackaged chip over 200-millimeter wafers. The majority of our future Analog growth will be produced on 300-millimeter wafers, which will be meaningful to the growth of our margins and cash flow over the long term.
- *Industry's largest market channels.* Our global sales force is larger than those of our competitors, and the breadth of our portfolio attracts tens of millions of visits to our web site each year where customers often begin their initial product searches and design-in journey. These capabilities combine to provide us unique access to more than 100,000 customers.
- *Diversity and longevity in our products and in the markets we serve.* The attributes above result in diverse and long-lived positions that deliver high terminal value to our shareholders. Because of the breadth of our portfolio we are not dependent on any single product, and because of the breadth of our markets we are not dependent on any single application or customer. Some of our products generate revenue for decades, which strengthens the return on our investments.

The combined effect of these attributes is that we have consistently grown free cash flow and gained market share in Analog and Embedded Processing. These attributes put us in a unique class of companies with the ability to grow, generate cash, and return that cash to shareholders.

Management's discussion and analysis of financial condition and results of operations (MD&A) should be read in conjunction with the financial statements and the related notes that appear elsewhere in this document. In the following discussion of our results of operations :

- All dollar amounts in the tables are stated in millions of U.S. dollars.
- When we discuss our results:
  - Unless otherwise noted, changes in our revenue are attributable to changes in customer demand, which are evidenced by fluctuations in shipment volumes.
  - New products tend not to have a significant impact on our revenue in any given period because we sell such a large number of products.
  - From time to time, our revenue and gross profit are affected by changes in demand for higher-priced or lower-priced products, which we refer to as changes in the "mix" of products shipped.
  - Because we own much of our manufacturing capacity, a significant portion of our operating cost is fixed. When factory loadings decrease, our fixed costs are spread over reduced output and, absent other circumstances, our profit margins decrease. Conversely, as factory loadings increase, our fixed costs are spread over increased output and, absent other circumstances, our profit margins increase. Increases and decreases in factory loadings tend to correspond to increases and decreases in demand.
  - The term "legacy wireless products" refers to our baseband products, OMAP™ applications processors and connectivity products sold into smartphones and consumer tablets. Our exit from legacy wireless products was complete in 2013.

- Our segments represent groups of similar products that are combined on the basis of similar design and development requirements, product characteristics, manufacturing processes and distribution channels, and how management allocates resources and measures results. See Note 1 to the financial statements for more information regarding our segments.

## Results of operations

We continued to perform well in 2015, reflecting our focus on Analog and Embedded Processing semiconductors. These products serve highly diverse markets with thousands of applications, and we believe have dependable long-term growth opportunities. In 2015, Analog and Embedded Processing represented 86 percent of revenue, up from 83 percent in 2014. Gross margin of 58.2 percent for the year, a new record, reflects the quality of our product portfolio, as well as the efficiency of our manufacturing strategy.

Our focus on Analog and Embedded Processing allows us to generate strong cash flow from operations. In 2015, free cash flow, also a record, was 28.6 percent of revenue, up from 26.9 percent a year ago and consistent with our targeted range of 20-30 percent of revenue. During the year, we returned \$4.2 billion of cash to investors through a combination of stock repurchases and dividends. Free cash flow is a non-GAAP financial measure. For a reconciliation to GAAP and an explanation of the reason for providing this non-GAAP measure, see the Non-GAAP financial information section after the Liquidity and capital resources section.

### Details of financial results – 2015 compared with 2014

Revenue of \$13.00 billion was about even with 2014, as higher revenue from Analog and Embedded Processing was offset by lower revenue from Other. Our 2015 revenue was negatively affected by about \$150 million from changes in foreign currency exchange rates.

Gross profit was \$7.56 billion, an increase of \$133 million, or 2 percent, due to lower manufacturing costs. Gross profit margin was 58.2 percent of revenue compared with 56.9 percent.

Operating expenses were \$1.28 billion for R&D and \$1.75 billion for SG&A. R&D expense decreased \$78 million, or 6 percent, and SG&A decreased \$95 million, or 5 percent. Both comparisons reflect savings from ongoing efforts across the company to align costs with growth opportunities, including the completed restructuring actions in Embedded Processing and Japan. These decreases were partially offset by higher compensation-related costs.

Acquisition charges were related to our 2011 acquisition of National Semiconductor and were \$329 million, about even with 2014. These non-cash charges were primarily from the amortization of intangible assets. See Note 13 to the financial statements.

Restructuring charges/other was a net credit of \$71 million, which included gains on sales of assets of \$83 million that were partially offset by \$12 million related to restructuring charges and other credits. This compared with a net credit of \$51 million in 2014, reflecting gains on sales of assets of \$75 million that were partially offset by restructuring charges and other expenses of \$24 million. These amounts are included in Other for segment reporting purposes. See Note 3 to the financial statements.

Operating profit was \$4.27 billion, or 32.9 percent of revenue, compared with \$3.95 billion, or 30.3 percent of revenue.

The income tax provision was \$1.23 billion compared with \$1.05 billion. The increase in the total tax provision was due to higher income before income taxes and, to a lesser extent, a lower benefit from non-U.S. effective tax rates. Our annual effective tax rate was 29 percent in 2015 and 27 percent in 2014. See Note 6 to the financial statements for a reconciliation of the income tax provision to the statutory federal tax.

Net income was \$2.99 billion, an increase of \$165 million, or 6 percent. EPS was \$2.82 compared with \$2.57. EPS benefited \$0.07 due to a lower number of average shares outstanding as a result of our stock repurchase program.

In the near term, for the first quarter of 2016, we expect about a \$150 million decline in revenue from the first quarter of 2015 within a sector of the personal electronics market.

### Segment results – 2015 compared with 2014

*Analog (includes High Volume Analog & Logic (HVAL), Power Management (Power), High Performance Analog (HPA) and Silicon Valley Analog (SVA) product lines)*

	<u>2015</u>	<u>2014</u>	<u>Change</u>
Revenue	\$ 8,339	\$ 8,104	3%
Operating profit	3,048	2,786	9%
Operating profit % of revenue	36.6%	34.4%	

Analog revenue increased primarily due to HVAL. Power and SVA also grew, but to a lesser extent. HPA declined due to the mix of products shipped. Operating profit increased due to higher revenue and associated gross profit and, to a lesser extent, lower manufacturing costs.

*Embedded Processing (includes Microcontrollers, Processors and Connectivity product lines)*

	<u>2015</u>	<u>2014</u>	<u>Change</u>
Revenue	\$ 2,787	\$ 2,740	2%
Operating profit	596	384	55%
Operating profit % of revenue	21.4%	14.0%	

Embedded Processing revenue increased due about equally to Connectivity and Microcontrollers, which together offset a decline in Processors. Operating profit increased primarily due to lower operating expenses.

*Other (includes DLP products, calculators, custom ASICs and royalties)*

	<u>2015</u>	<u>2014</u>	<u>Change</u>
Revenue	\$ 1,874	\$ 2,201	(15)%
Operating profit*	630	777	(19)%
Operating profit % of revenue	33.6%	35.3%	

\*Includes Acquisition charges and Restructuring charges/other

Other revenue declined primarily due to custom ASICs. Revenue from DLP products also declined, but to a lesser extent. Operating profit declined primarily due to lower revenue and associated gross profit.

### **Prior results of operations**

In 2014, Analog revenue grew 13 percent and Embedded Processing revenue grew 12 percent. Gross margin of 56.9 percent for 2014 reflected the diversity and longevity of our product portfolio, as well as the efficiency of our manufacturing strategy. In 2014, free cash flow was 26.9 percent of revenue, up from 24.4 percent in 2013. During 2014, we returned \$4.2 billion of cash to investors through a combination of stock repurchases and dividends.

### Details of financial results – 2014 compared with 2013

Revenue was \$13.05 billion, up \$840 million, or 7 percent, from 2013 due to higher revenue from Analog and Embedded Processing. These increases more than offset lower revenue from legacy wireless products.

Gross profit was \$7.43 billion, an increase of \$1.06 billion, or 17 percent, from 2013 primarily due to higher revenue and, to a lesser extent, the mix of products shipped. Gross profit margin was 56.9 percent of revenue compared with 52.1 percent in 2013.

Operating expenses were \$1.36 billion for R&D and \$1.84 billion for SG&A. R&D expense decreased \$164 million, or 11 percent, from 2013 primarily due to savings from ongoing efforts across the company to align costs with growth opportunities, including the wind-down of our legacy wireless products and restructuring actions in Embedded Processing and Japan. SG&A expense was about even, as higher variable compensation costs were offset by savings from our cost alignment efforts.

Acquisition charges were related to our 2011 acquisition of National Semiconductor and were \$330 million compared with \$341 million in 2013. The charges were primarily from the amortization of intangible assets.

Restructuring charges/other was a net credit of \$51 million, which included gains on sales of assets of \$75 million that were partially offset by restructuring charges and other expenses of \$24 million. This compared with a net credit of \$189 million in 2013, reflecting a \$315 million gain from our transfer of wireless connectivity technology to a customer that was partially offset by restructuring charges of \$126 million.

Operating profit was \$3.95 billion, or 30.3 percent of revenue, compared with \$2.83 billion, or 23.2 percent, in 2013.

The income tax provision was \$1.05 billion compared with \$592 million in 2013. The increase in the total tax provision was due to higher income before income taxes and, to a lesser extent, the effect of the retroactive reinstatement of the federal research tax credit for 2012 in 2013. Our annual effective tax rate was 27 percent in 2014 and 24 percent in 2013.

Net income was \$2.82 billion, an increase of \$659 million, or 30 percent, from 2013. EPS was \$2.57 compared with \$1.91 in 2013. EPS benefited \$0.07 from 2013 due to a lower number of average shares outstanding as a result of our stock repurchase program.

### Segment results – 2014 compared with 2013

#### *Analog*

	<u>2014</u>	<u>2013</u>	<u>Change</u>
Revenue	\$ 8,104	\$ 7,194	13%
Operating profit	2,786	1,859	50%
Operating profit % of revenue	34.4%	25.8%	

Analog revenue increased in all products lines. Revenue from Power grew the most, followed by revenue from, in decreasing order, HPA, HVAL and SVA. Operating profit increased primarily due to higher revenue and associated gross profit .

#### *Embedded Processing*

	<u>2014</u>	<u>2013</u>	<u>Change</u>
Revenue	\$ 2,740	\$ 2,450	12%
Operating profit	384	185	108%
Operating profit % of revenue	14.0%	7.6%	

Embedded Processing revenue increased primarily due to Microcontrollers and Processors, which contributed about equally to the increase. Connectivity increased to a lesser extent. Revenue from Processors increased as a result of the mix of products shipped. Operating profit increased primarily due to higher revenue and associated gross profit .

#### *Other*

	<u>2014</u>	<u>2013</u>	<u>Change</u>
Revenue	\$ 2,201	\$ 2,561	(14)%
Operating profit*	777	788	(1)%
Operating profit % of revenue	35.3%	30.8%	

\*Includes Acquisition charges and Restructuring charges/other

Other revenue decreased due to legacy wireless products. Operating profit was about even as reductions in operating expenses were offset by changes in Restructuring charges/other .

### **Financial condition**

At the end of 2015, total cash (Cash and cash equivalents plus Short-term investments) was \$3.22 billion, a decrease of \$323 million from the end of 2014.

Accounts receivable were \$1.17 billion at the end of 2015. This was a decrease of \$81 million compared with the end of 2014. Days sales outstanding were 33 at the end of 2015 compared with 34 at the end of 2014.

Inventory was \$1.69 billion at the end of 2015. This was a decrease of \$93 million from the end of 2014. Days of inventory at the end of 2015 were 115 compared with 117 at the end of 2014.

### Liquidity and capital resources

Our primary source of liquidity is cash flow from operations. Additional sources of liquidity are Cash and cash equivalents, Short-term investments and a variable rate revolving credit facility. Cash flows from operating activities for 2015 was \$4.27 billion, an increase of \$376 million from 2014 primarily due to an increase in cash provided by working capital.

Our revolving credit facility is with a consortium of investment-grade banks and allows us to borrow up to \$2 billion until March 2020. This credit facility also serves as support for the issuance of commercial paper. As of December 31, 2015, our credit facility was undrawn, and we had no commercial paper outstanding.

In 2015, investing activities used \$302 million compared with \$377 million in 2014. For 2015, Capital expenditures were \$551 million compared with \$385 million in 2014. Capital expenditures in both periods were primarily for semiconductor manufacturing equipment. In 2015, we had sales of short-term investments, net of purchases, that provided cash of \$125 million. In comparison, in 2014 we had purchases of short-term investments, net of sales, that used cash of \$141 million. In addition, we had proceeds from sales of assets of \$110 million in 2015 compared with \$142 million in 2014.

In 2015, financing activities used \$4.17 billion compared with \$3.94 billion in 2014. In both 2015 and 2014, we received proceeds of \$498 million from the issuance of fixed-rate long-term debt (net of original issuance discount) and repaid \$1.00 billion of maturing debt. Dividends paid in 2015 were \$1.44 billion compared with \$1.32 billion in 2014, reflecting increases in the dividend rate. During 2015, the quarterly dividend increased from \$0.34 to \$0.38 per share, resulting in an annualized dividend payment of \$1.52 per share. During 2014, we increased our quarterly dividend from \$0.30 to \$0.34 per share. In 2015, we used \$2.74 billion to repurchase 51.4 million shares of our common stock. This compared with \$2.83 billion used in 2014 to repurchase 61.7 million shares. Employee exercises of stock options are also reflected in Cash flows from financing activities. In 2015, these exercises provided cash proceeds of \$442 million compared with \$616 million in 2014.

We had \$1.00 billion of Cash and cash equivalents and \$2.22 billion of Short-term investments as of December 31, 2015, with our U.S. entities owning about 80 percent of these amounts combined at the end of 2015. We believe we have the necessary financial resources and operating plans to fund our working capital needs, capital expenditures, dividend and debt-related payments, and other business requirements for at least the next 12 months.

### Non-GAAP financial information

This MD&A includes references to free cash flow and ratios based on that measure. These are financial measures that were not prepared in accordance with generally accepted accounting principles in the United States (GAAP). Free cash flow was calculated by subtracting Capital expenditures from the most directly comparable GAAP measure, Cash flows from operating activities (also referred to as cash flow from operations). We believe that free cash flow and the associated ratios provide insight into our liquidity, our cash-generating capability and the amount of cash potentially available to return to investors, as well as insight into our financial performance. These non-GAAP measures are supplemental to the comparable GAAP measures. Reconciliation to the most directly comparable GAAP-based measures is provided in the table below.

	For Years Ended		
	December 31,		
	2015	2014	2013
Cash flow from operations (GAAP)	\$ 4,268	\$ 3,892	\$ 3,384
Capital expenditures	(551)	(385)	(412)
Free cash flow (non-GAAP)	\$ 3,717	\$ 3,507	\$ 2,972
Revenue	\$ 13,000	\$ 13,045	\$ 12,205
Cash flow from operations as a percent of revenue (GAAP)	32.8%	29.8%	27.7%
Free cash flow as a percent of revenue (non-GAAP)	28.6%	26.9%	24.4%

## Long-term contractual obligations

Contractual Obligations	Payments Due by Period				
	2016	2017/2018	2019/2020	Thereafter	Total
Long-term debt obligations (a)	\$ 1,083	\$ 1,224	\$ 1,312	\$ 782	\$ 4,401
Operating lease obligations (b)	69	90	40	62	261
Software license obligations (c)	30	2	—	—	32
Purchase obligations (d)	95	94	50	1	240
Deferred compensation plan (e)	13	39	35	82	169
Total (f)	<u>\$ 1,290</u>	<u>\$ 1,449</u>	<u>\$ 1,437</u>	<u>\$ 927</u>	<u>\$ 5,103</u>

(a) Includes the related interest payments and amounts classified as the current portion of long-term debt, specifically obligations that will mature within 12 months.

(b) Includes minimum payments for leased facilities and equipment and purchases of industrial gases under contracts accounted for as operating leases.

(c) Includes payments under license agreements for electronic design automation software.

(d) Includes contractual arrangements with suppliers where there is a fixed, non-cancellable payment schedule or minimum payments due with a reduced delivery schedule. Excluded from the table are cancellable arrangements. However, depending on when certain purchase arrangements may be cancelled, an additional \$4 million of cancellation penalties may be required to be paid, which are not reflected in the table.

(e) Includes an estimate of payments under this plan for the liability that existed at December 31, 2015.

(f) Excluded from the table are \$84 million of uncertain tax liabilities under ASC 740, as well as any planned future funding contributions to retirement benefit plans. Amounts associated with uncertain tax liabilities have been excluded because of the difficulty in making reasonably reliable estimates of the timing of cash settlements with the respective taxing authorities. Regarding future funding of retirement benefit plans, we plan to contribute about \$100 million in 2016, but funding projections beyond 2016 are not practical to estimate due to the rules affecting tax-deductible contributions and the impact from the plans' asset performance, interest rates and potential U.S. and non-U.S. legislation.

## Critical accounting policies

In preparing our consolidated financial statements in conformity with accounting principles generally accepted in the United States, we use statistical analyses, estimates and projections that affect the reported amounts and related disclosures and may vary from actual results. We consider the following accounting policies to be those that are most important to the portrayal of our financial condition and that require the most subjective judgment. If actual results differ significantly from management's estimates and projections, there could be a significant effect on our financial statements.

### Revenue recognition

We recognize revenue from sales of our products, including direct sales to our distributors, when title and risk of loss pass, which usually occurs upon shipment or delivery to the customer or distributor, depending upon the terms of the sales order; when persuasive evidence of an arrangement exists; when sales amounts are fixed or determinable; and when collectability is reasonably assured. For sales to distributors, payment is due on our standard commercial terms and is not contingent upon resale of the products.

We recognize revenue net of allowances, which are management's estimates of future credits to be granted to customers or distributors under programs common in the semiconductor industry. These allowances are based on analysis of historical data, current economic conditions and contractual terms, and are recorded when revenue is recognized. Allowances may include volume-based incentives, product returns due to quality issues, incentives designed to maximize growth opportunities and special pricing arrangements. For instance, we sell to distributors at standard published prices, but we may grant them price adjustment credits in response to individual competitive opportunities. To estimate allowances, we use statistical percentages of revenue, which are determined quarterly based upon recent historical adjustment trends. Historical claims data are maintained for each of the programs, with differences among geographic regions taken into consideration. We continually monitor the actual claimed allowances against our estimates, and we adjust our estimates as appropriate to reflect trends in distributor revenue and inventory levels. Allowances are also adjusted when recent historical data do not represent anticipated future activity.

We may also provide distributors an allowance to scrap certain slow-selling or obsolete products in their inventory, estimated as a negotiated fixed percentage of each distributor's purchases from us. In addition, if we publish a new price for a product that is lower than that paid by distributors for the same product still remaining in each distributor's on-hand inventory, we may credit them for the

difference between those prices. The allowance for this type of credit is based on the identified product price difference applied to our estimate of each distributor's on-hand inventory of that product.

We believe we can reasonably and reliably estimate allowances for credits to distributors in a timely manner.

Revenue from sales of our products that are subject to inventory consignment agreements, including consignment arrangements with distributors, is recognized in accordance with the principles discussed above, but delivery occurs when the customer or distributor pulls product from consignment inventory that we store at designated locations.

We determine the amount and timing of royalty revenue related to licenses of our patent portfolio based on our contractual agreements with licensees. We recognize royalty revenue when earned under the terms of the agreements and when we consider realization of payment to be probable.

In addition, we record allowances for accounts receivable that we estimate may not be collected. We monitor collectability of accounts receivable primarily through review of the accounts receivable aging. When collection is at risk, we assess the impact on amounts recorded for bad debts and, if necessary, will record a charge in the period such determination is made. We include amounts received from customers for reimbursement of shipping fees in revenue. We include the costs of shipping and handling in COR.

#### Income taxes

In determining Net income for financial statement purposes, we must make certain estimates and judgments in the calculation of tax provisions and the resultant tax liabilities, and in the recoverability of deferred tax assets that arise from temporary differences between the tax and financial statement recognition of revenue and expense.

In the ordinary course of global business, there may be many transactions and calculations where the ultimate tax outcome is uncertain. The calculation of tax liabilities involves dealing with uncertainties in the application of complex tax laws. We recognize potential liabilities for anticipated tax audit issues in the U.S. and other tax jurisdictions based on an estimate of the ultimate resolution of whether, and the extent to which, additional taxes will be due. Although we believe the estimates are reasonable, no assurance can be given that the final outcome of these matters will not be different than what is reflected in the historical income tax provisions and accruals.

As part of our financial process, we must assess the likelihood that our deferred tax assets can be recovered. If recovery is not likely, the provision for taxes must be increased by recording a reserve in the form of a valuation allowance for the deferred tax assets that are estimated not to be ultimately recoverable. In this process, certain relevant criteria are evaluated including the existence of deferred tax liabilities that can be used to absorb deferred tax assets, the taxable income in prior years that can be used to absorb net operating losses and credit carrybacks, and taxable income in future years. Our judgment regarding future recoverability of our deferred tax assets based on these criteria may change due to various factors, including changes in U.S. or international tax laws and changes in market conditions and their impact on our assessment of taxable income in future periods. These changes, if any, may require material adjustments to the deferred tax assets and an accompanying reduction or increase in Net income in the period when such determinations are made. Also, our plans for the permanent reinvestment or eventual repatriation of the accumulated earnings of certain of our non-U.S. operations could change. Such changes could have a material effect on tax expense in future years.

In addition to the factors described above, the effective tax rate reflected in forward-looking statements is based on then-current tax law. Significant changes in tax law enacted during the year could affect these estimates. Retroactive changes in tax law enacted subsequent to the end of a reporting period are reflected in the period of enactment as a discrete tax item.

#### Inventory valuation allowances

Inventory is valued net of allowances for unsalable or obsolete raw materials, work-in-process and finished goods. Statistical allowances are determined quarterly for raw materials and work-in-process based on historical disposals of inventory for salability and obsolescence reasons. For finished goods, quarterly statistical allowances are determined by comparing inventory levels of individual parts to historical shipments, current backlog and estimated future sales in order to identify inventory judged unlikely to be sold. A specific allowance for each material type will be carried if there is a significant event not captured by the statistical allowance. Examples are an end-of-life part or demand with imminent risk of cancellation. Allowances are also calculated quarterly for instances where inventoried costs for individual products are in excess of market prices for those products. Actual future write-offs of inventory for salability and obsolescence reasons may differ from estimates and calculations used to determine valuation allowances due to changes in customer demand, customer negotiations, technology shifts and other factors.

### **Changes in accounting standards**

See Note 2 to the financial statements for information on new accounting standards.

### **Off-balance sheet arrangements**

As of December 31, 2015, we had no significant off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of SEC Regulation S-K .

### **Commitments and contingencies**

See Note 12 to the financial statements for a discussion of our commitments and contingencies.

## **ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk.**

### Foreign exchange risk

The U.S. dollar is the functional currency for financial reporting. Our non-U.S. entities own assets or liabilities denominated in U.S. dollars or other currencies. Exchange rate fluctuations can have a significant impact on taxable income in those jurisdictions, and consequently on our effective tax rate.

Our balance sheet also reflects amounts remeasured from non-U.S. dollar currencies. Because most of the aggregate non-U.S. dollar balance sheet exposure is hedged by forward currency exchange contracts, based on year-end 2015 balances and currency exchange rates, a hypothetical 10 percent plus or minus fluctuation in non-U.S. currency exchange rates relative to the U.S. dollar would result in a pre-tax currency exchange gain or loss of less than \$1 million.

We use these forward currency exchange contracts to reduce the earnings impact exchange rate fluctuations may have on our non-U.S. dollar net balance sheet exposures. For example, at year-end 2015, we had forward currency exchange contracts outstanding with a notional value of \$464 million to hedge net balance sheet exposures (including \$175 million to sell Japanese yen and \$139 million to sell euros). Similar hedging activities existed at year-end 2014.

### Interest rate risk

We have the following potential exposure to changes in interest rates: (1) the effect of changes in interest rates on the fair value of our investments in cash equivalents and short-term investments, which could produce a gain or a loss; and (2) the effect of changes in interest rates on the fair value of our debt.

As of December 31, 2015, a hypothetical 100 basis point increase in interest rates would decrease the fair value of our investments in cash equivalents and short-term investments by \$6 million and decrease the fair value of our long-term debt by \$111 million. Because interest rates on our long-term debt are fixed, changes in interest rates would not affect the cash flows associated with long-term debt.

### Equity risk

Long-term investments at year-end 2015 include the following:

- Investments in mutual funds – includes mutual funds that were selected to generate returns that offset changes in certain liabilities related to deferred compensation arrangements. The mutual funds hold a variety of debt and equity investments.
- Investments in venture capital funds – includes investments in limited partnerships (accounted for under either the equity or cost method).
- Equity investments – includes non-marketable (non-publicly traded) equity securities.

Investments in mutual funds are stated at fair value. Changes in prices of the mutual fund investments are expected to offset related changes in deferred compensation liabilities such that a 10 percent increase or decrease in the investments' fair values would not materially affect operating results. Non-marketable equity securities and some venture capital funds are stated at cost. Impairments deemed to be other-than-temporary are expensed in Net income. Investments in the remaining venture capital funds are stated using the equity method. See Note 8 to the financial statements for details of equity and other long-term investments.

**ITEM 8. Financial Statements and Supplementary Data.**

List of Financial Statements (Item 15(a))

Income for each of the three years in the period ended December 31, 2015

Comprehensive income for each of the three years in the period ended December 31, 2015

Balance sheets at December 31, 2015 and 2014

Cash flows for each of the three years in the period ended December 31, 2015

Stockholders' equity for each of the three years in the period ended December 31, 2015

Schedules have been omitted because the required information is not present or not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements or the notes thereto.

**Consolidated Statements of Income**

For Years Ended December 31,

(Millions of dollars, except share and per-share amounts)

	2015	2014	2013
Revenue	\$ 13,000	\$ 13,045	\$ 12,205
Cost of revenue (COR)	5,440	5,618	5,841
Gross profit	7,560	7,427	6,364
Research and development (R&D)	1,280	1,358	1,522
Selling, general and administrative (SG&A)	1,748	1,843	1,858
Acquisition charges	329	330	341
Restructuring charges/other	(71)	(51)	(189)
Operating profit	4,274	3,947	2,832
Other income (expense), net (OI&E)	32	21	17
Interest and debt expense	90	94	95
Income before income taxes	4,216	3,874	2,754
Provision for income taxes	1,230	1,053	592
Net income	\$ 2,986	\$ 2,821	\$ 2,162

## Earnings per common share (EPS):

Basic	\$ 2.86	\$ 2.61	\$ 1.94
Diluted	\$ 2.82	\$ 2.57	\$ 1.91

## Average shares outstanding (millions):

Basic	1,030	1,065	1,098
Diluted	1,043	1,080	1,113

Cash dividends declared per common share	\$ 1.40	\$ 1.24	\$ 1.07
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As a result of accounting rule ASC 260, which requires a portion of Net income to be allocated to unvested restricted stock units (RSUs) on which we pay dividend equivalents, diluted EPS is calculated using the following:

Net income	\$ 2,986	\$ 2,821	\$ 2,162
Income allocated to RSUs	(42)	(43)	(36)
Income allocated to common stock for diluted EPS	\$ 2,944	\$ 2,778	\$ 2,126

See accompanying notes.

**Consolidated Statements of Comprehensive Income****For Years Ended December 31,****(Millions of dollars)**

	<b>2015</b>	<b>2014</b>	<b>2013</b>
Net income	\$ 2,986	\$ 2,821	\$ 2,162
Other comprehensive income (loss)			
Net actuarial gains (losses) of defined benefit plans:			
Adjustment, net of tax benefit (expense) of \$36, \$25 and (\$60)	(74)	(46)	105
Recognized within Net income, net of tax benefit (expense) of (\$25), (\$21) and (\$37)	53	42	71
Prior service (cost) credit of defined benefit plans:			
Adjustment, net of tax benefit (expense) of (\$11), \$0 and \$1	20	(1)	(3)
Recognized within Net income, net of tax benefit (expense) of \$0, \$0 and \$2	—	—	(3)
Derivative instruments:			
Recognized within Net income, net of tax benefit (expense) of (\$1), (\$1) and (\$1)	1	1	1
Other comprehensive income (loss), net of taxes	—	(4)	171
Total comprehensive income	<u>\$ 2,986</u>	<u>\$ 2,817</u>	<u>\$ 2,333</u>

See accompanying notes.

Consolidated Balance Sheets (Millions of dollars, except share amounts)	December 31,	
	2015	2014
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 1,000	\$ 1,199
Short-term investments	2,218	2,342
Accounts receivable, net of allowances of (\$7) and (\$12)	1,165	1,246
Raw materials	109	101
Work in process	846	896
Finished goods	736	787
Inventories	1,691	1,784
Prepaid expenses and other current assets	1,000	850
Total current assets	7,074	7,421
Property, plant and equipment at cost	5,465	6,266
Accumulated depreciation	(2,869)	(3,426)
Property, plant and equipment, net	2,596	2,840
Long-term investments	221	224
Goodwill, net	4,362	4,362
Acquisition-related intangibles, net	1,583	1,902
Deferred income taxes	201	180
Capitalized software licenses, net	46	83
Overfunded retirement plans	85	127
Other assets	62	233
Total assets	\$ 16,230	\$ 17,372
<b>Liabilities and stockholders' equity</b>		
Current liabilities:		
Current portion of long-term debt	\$ 1,000	\$ 1,001
Accounts payable	386	437
Accrued compensation	664	651
Income taxes payable	95	71
Accrued expenses and other liabilities	410	498
Total current liabilities	2,555	2,658
Long-term debt	3,120	3,630
Underfunded retirement plans	196	225
Deferred income taxes	37	64
Deferred credits and other liabilities	376	405
Total liabilities	6,284	6,982
Stockholders' equity:		
Preferred stock, \$25 par value. Authorized – 10,000,000 shares		
Participating cumulative preferred. None issued.	—	—
Common stock, \$1 par value. Authorized – 2,400,000,000 shares		
Shares issued – 1,740,815,939	1,741	1,741
Paid-in capital	1,629	1,368
Retained earnings	31,176	29,653
Treasury common stock at cost		
Shares: 2015 – 729,547,527; 2014 – 694,189,127	(24,068)	(21,840)
Accumulated other comprehensive income (loss), net of taxes (AOCI)	(532)	(532)
Total stockholders' equity	9,946	10,390
Total liabilities and stockholders' equity	\$ 16,230	\$ 17,372

See accompanying notes.

Consolidated Statements of Cash Flows (Millions of dollars)	For Years Ended December 31,		
	2015	2014	2013
<b>Cash flows from operating activities</b>			
Net income	\$ 2,986	\$ 2,821	\$ 2,162
Adjustments to Net income:			
Depreciation	766	850	879
Amortization of acquisition-related intangibles	319	321	336
Amortization of capitalized software	48	59	82
Stock-based compensation	286	277	287
Gains on sales of assets	(85)	(73)	(6)
Deferred income taxes	(55)	(61)	50
Increase (decrease) from changes in:			
Accounts receivable	77	(49)	16
Inventories	93	(53)	26
Prepaid expenses and other current assets	94	65	(136)
Accounts payable and accrued expenses	(188)	(194)	(284)
Accrued compensation	7	89	18
Income taxes payable	11	(81)	78
Changes in funded status of retirement plans	(23)	(58)	28
Other	(68)	(21)	(152)
Cash flows from operating activities	<u>4,268</u>	<u>3,892</u>	<u>3,384</u>
<b>Cash flows from investing activities</b>			
Capital expenditures	(551)	(385)	(412)
Proceeds from asset sales	110	142	21
Purchases of short-term investments	(2,767)	(3,107)	(3,907)
Proceeds from short-term investments	2,892	2,966	4,249
Other	14	7	46
Cash flows from investing activities	<u>(302)</u>	<u>(377)</u>	<u>(3)</u>
<b>Cash flows from financing activities</b>			
Proceeds from issuance of long-term debt	498	498	986
Repayment of debt	(1,000)	(1,000)	(1,500)
Dividends paid	(1,444)	(1,323)	(1,175)
Stock repurchases	(2,741)	(2,831)	(2,868)
Proceeds from common stock transactions	442	616	1,314
Excess tax benefit from share-based payments	83	100	80
Other	(3)	(3)	(7)
Cash flows from financing activities	<u>(4,165)</u>	<u>(3,943)</u>	<u>(3,170)</u>
Net change in Cash and cash equivalents	(199)	(428)	211
Cash and cash equivalents at beginning of period	1,199	1,627	1,416
Cash and cash equivalents at end of period	<u>\$ 1,000</u>	<u>\$ 1,199</u>	<u>\$ 1,627</u>

See accompanying notes.

<b>Consolidated Statements of Stockholders' Equity</b> <b>(Millions of dollars, except per-share amounts)</b>	<b>Common Stock</b>	<b>Paid-in Capital</b>	<b>Retained Earnings</b>	<b>Treasury Common Stock</b>	<b>AOCI</b>
Balance, December 31, 2012	\$ 1,741	\$ 1,176	\$ 27,205	\$ (18,462)	\$ (699)
<b>2013</b>					
Net income	—	—	2,162	—	—
Dividends declared and paid (\$1.07 per share)	—	—	(1,175)	—	—
Common stock issued for stock-based awards	—	(273)	—	1,540	—
Stock repurchases	—	—	—	(2,868)	—
Stock-based compensation	—	287	—	—	—
Tax impact from exercise of options	—	25	—	—	—
Other comprehensive income (loss), net of taxes	—	—	—	—	171
Dividend equivalents paid on restricted stock units	—	—	(19)	—	—
Other	—	(4)	—	—	—
Balance, December 31, 2013	1,741	1,211	28,173	(19,790)	(528)
<b>2014</b>					
Net income	—	—	2,821	—	—
Dividends declared and paid (\$1.24 per share)	—	—	(1,323)	—	—
Common stock issued for stock-based awards	—	(226)	—	781	—
Stock repurchases	—	—	—	(2,831)	—
Stock-based compensation	—	277	—	—	—
Tax impact from exercise of options	—	110	—	—	—
Other comprehensive income (loss), net of taxes	—	—	—	—	(4)
Dividend equivalents paid on restricted stock units	—	—	(18)	—	—
Other	—	(4)	—	—	—
Balance, December 31, 2014	1,741	1,368	29,653	(21,840)	(532)
<b>2015</b>					
Net income	—	—	2,986	—	—
Dividends declared and paid (\$1.40 per share)	—	—	(1,444)	—	—
Common stock issued for stock-based awards	—	(116)	—	513	—
Stock repurchases	—	—	—	(2,741)	—
Stock-based compensation	—	286	—	—	—
Tax impact from exercise of options	—	90	—	—	—
Other comprehensive income (loss), net of taxes	—	—	—	—	—
Dividend equivalents paid on restricted stock units	—	—	(19)	—	—
Other	—	1	—	—	—
Balance, December 31, 2015	\$ 1,741	\$ 1,629	\$ 31,176	\$ (24,068)	\$ (532)

See accompanying notes.

## Notes to financial statements

### 1. Description of business, including segment and geographic area information

We design, make and sell semiconductors to electronics designers and manufacturers all over the world. We have two reportable segments, which are established along major categories of products as follows:

- *Analog* – consists of the following product lines: High Volume Analog & Logic; Power Management; High Performance Analog; and Silicon Valley Analog, which consists primarily of products that we acquired through our purchase of National Semiconductor Corporation (National) in 2011.
- *Embedded Processing* – consists of the following product lines: Microcontrollers, Processors and Connectivity.

We report the results of our remaining business activities in Other. Other includes operating segments that do not meet the quantitative thresholds for individually reportable segments and cannot be aggregated with other operating segments. Other includes DLP® products, calculators, custom ASICs and royalties received from agreements involving license rights to our patent portfolio.

We also include in Other items that are not used in evaluating the results of or in allocating resources to our segments. Examples of these items include Acquisition charges (see Note 13); restructuring charges (see Note 3); revenue from our legacy wireless products; and certain corporate-level items, such as litigation expenses, environmental costs, insurance settlements, and gains and losses from other activities, including asset dispositions. We allocate the remainder of our expenses associated with corporate activities to our operating segments based on specific methodologies, such as percentage of operating expenses or headcount.

Our centralized manufacturing and support organizations, such as facilities, procurement and logistics, provide support to our operating segments, including those in Other. Costs incurred by these organizations, including depreciation, are charged to the segments on a per-unit basis. Consequently, depreciation expense is not an independently identifiable component within the segments' results and, therefore, is not provided. The assets and liabilities associated with these organizations are included in Other.

With the exception of goodwill, we do not identify or allocate assets by operating segment, nor does the chief operating decision maker evaluate operating segments using discrete asset information. We have no material intersegment revenue. The accounting policies of the segments are the same as those described below in the summary of significant accounting policies and practices.

#### Segment information

	For Years Ended December 31,		
	2015	2014	2013
<b>Revenue:</b>			
Analog	\$ 8,339	\$ 8,104	\$ 7,194
Embedded Processing	2,787	2,740	2,450
Other	1,874	2,201	2,561
Total revenue	<u>\$ 13,000</u>	<u>\$ 13,045</u>	<u>\$ 12,205</u>
<b>Operating profit:</b>			
Analog	\$ 3,048	\$ 2,786	\$ 1,859
Embedded Processing	596	384	185
Other	630	777	788
Total operating profit	<u>\$ 4,274</u>	<u>\$ 3,947</u>	<u>\$ 2,832</u>

### Geographic area information

The following geographic area information includes revenue, based on product shipment destination and royalty payor location, and property, plant and equipment, based on physical location. The revenue information is not necessarily indicative of the geographic area in which the end applications containing our products are ultimately consumed because our products tend to be shipped to the locations where our customers manufacture their products. Specifically, many of our products are shipped to our customers in China who may include these parts in the manufacture of their own end products, which they may in turn export to their customers around the world.

	For Years Ended December 31,		
	2015	2014	2013
<b>Revenue:</b>			
United States	\$ 1,612	\$ 1,625	\$ 1,666
Asia (a)	7,910	7,915	7,370
Europe, Middle East and Africa	2,163	2,294	1,926
Japan	1,127	1,032	1,072
Rest of world	188	179	171
Total revenue	<u>\$ 13,000</u>	<u>\$ 13,045</u>	<u>\$ 12,205</u>

(a) Revenue from products shipped into China, including Hong Kong, was \$5.8 billion in 2015, \$5.7 billion in 2014 and \$5.2 billion in 2013.

	December 31,		
	2015	2014	2013
<b>Property, plant and equipment, net:</b>			
United States	\$ 1,370	\$ 1,436	\$ 1,765
Asia (a)	958	1,096	1,277
Europe, Middle East and Africa	130	162	196
Japan	122	124	144
Rest of world	16	22	17
Total property, plant and equipment, net	<u>\$ 2,596</u>	<u>\$ 2,840</u>	<u>\$ 3,399</u>

(a) Property, plant and equipment at our two sites in the Philippines was \$471 million in 2015, \$546 million in 2014 and \$678 million in 2013.

### Major customer

Our largest single end customer in 2015 was Apple Inc., accounting for approximately 11 percent of revenue, recognized primarily in our Analog segment. No customer accounted for 10 percent or more of revenue in 2014 or 2013.

## **2. Basis of presentation and significant accounting policies and practices**

### Basis of presentation

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (GAAP). The basis of these financial statements is comparable for all periods presented herein.

The consolidated financial statements include the accounts of all subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. All dollar amounts in the financial statements and tables in these notes, except per-share amounts, are stated in millions of U.S. dollars unless otherwise indicated. We have reclassified certain amounts in the prior periods' financial statements to conform to the 2015 presentation, including to apply retrospectively the following:

- A new standard on classifying deferred income taxes (see Changes in accounting standards below and Note 6), and
- A new standard on classifying debt issuance costs (see Changes in accounting standards below and Note 11).

The preparation of financial statements requires the use of estimates from which final results may vary.

## Significant accounting policies and practices

### *Revenue recognition*

We recognize revenue from sales of our products, including direct sales to our distributors, when title and risk of loss pass, which usually occurs upon shipment or delivery to the customer or distributor, depending upon the terms of the sales order; when persuasive evidence of an arrangement exists; when sales amounts are fixed or determinable; and when collectability is reasonably assured. For sales to distributors, payment is due on our standard commercial terms and is not contingent upon resale of the products.

We recognize revenue net of allowances, which are management's estimates of future credits to be granted to customers or distributors under programs common in the semiconductor industry. These allowances are based on analysis of historical data, current economic conditions, and contractual terms and are recorded when revenue is recognized. Allowances may include volume-based incentives, product returns due to quality issues, incentives designed to maximize growth opportunities and special pricing arrangements. For instance, we sell to distributors at standard published prices, but we may grant them price adjustment credits in response to individual competitive opportunities. To estimate allowances, we use statistical percentages of revenue, which are determined quarterly based upon recent historical adjustment trends. Historical claims data are maintained for each of the programs, with differences among geographic regions taken into consideration. We continually monitor the actual claimed allowances against our estimates, and we adjust our estimates as appropriate to reflect trends in distributor revenue and inventory levels. Allowances are also adjusted when recent historical data do not represent anticipated future activity.

We may also provide distributors an allowance to scrap certain slow-selling or obsolete products in their inventory, estimated as a negotiated fixed percentage of each distributor's purchases from us. In addition, if we publish a new price for a product that is lower than that paid by distributors for the same product still remaining in each distributor's on-hand inventory, we may credit them for the difference between those prices. The allowance for this type of credit is based on the identified product price difference applied to our estimate of each distributor's on-hand inventory of that product.

We believe we can reasonably and reliably estimate allowances for credits to distributors in a timely manner.

Revenue from sales of our products that are subject to inventory consignment agreements, including consignment arrangements with distributors, is recognized in accordance with the principles discussed above, but delivery occurs when the customer or distributor pulls product from consignment inventory that we store at designated locations.

We determine the amount and timing of royalty revenue related to licenses of our patent portfolio based on our contractual agreements with licensees. We recognize royalty revenue when earned under the terms of the agreements and when we consider realization of payment to be probable.

In addition, we record allowances for accounts receivable that we estimate may not be collected. We monitor collectability of accounts receivable primarily through review of the accounts receivable aging. When collection is at risk, we assess the impact on amounts recorded for bad debts and, if necessary, will record a charge in the period such determination is made.

We recognize shipping fees received from customers in revenue, and we include the shipping and handling costs in COR.

### *Advertising costs*

We expense advertising and other promotional costs as incurred. This expense was \$46 million in 2015, \$45 million in 2014 and \$46 million in 2013.

### *Restructuring charges*

Restructuring charges may consist of voluntary or involuntary severance-related charges, asset-related charges and other costs due to exit activities. We recognize voluntary termination benefits when the employee accepts the offered benefit arrangement. We recognize involuntary severance-related charges depending on whether the termination benefits are provided under an ongoing benefit arrangement or under a one-time benefit arrangement. If the former, we recognize the charges once they are probable and the amounts are estimable. If the latter, we recognize the charges once the benefits have been communicated to employees.

Restructuring activities associated with assets are recorded as an adjustment to the basis of the asset, not as a liability. When we commit to a plan to abandon a long-lived asset before the end of its previously estimated useful life, we accelerate the recognition of depreciation to reflect the use of the asset over its shortened useful life. When an asset is held for sale, we write down the carrying value to its net realizable value and cease depreciation. Restructuring actions may be viewed as an impairment indicator requiring testing of the recoverability of intangible assets, including goodwill.

### Income taxes

We account for income taxes using an asset and liability approach. We record the amount of taxes payable or refundable for the current year and the deferred tax assets and liabilities for future tax consequences of events that have been recognized in the financial statements or tax returns. We record a valuation allowance when it is more likely than not that some or all of the deferred tax assets will not be realized.

### Other assessed taxes

Some transactions require us to collect taxes such as sales, value-added and excise taxes from our customers. These transactions are presented in our Consolidated Statements of Income on a net (excluded from revenue) basis.

### Earnings per share (EPS)

Unvested share-based payment awards that contain non-forfeitable rights to receive dividends or dividend equivalents, such as our restricted stock units (RSUs), are considered to be participating securities and the two-class method is used for purposes of calculating EPS. Under the two-class method, a portion of Net income is allocated to these participating securities and, therefore, is excluded from the calculation of EPS allocated to common stock, as shown in the table below.

Computation and reconciliation of earnings per common share are as follows (shares in millions):

	For Years Ended December 31,								
	2015			2014			2013		
	Net Income	Shares	EPS	Net Income	Shares	EPS	Net Income	Shares	EPS
<b>Basic EPS:</b>									
Net income	\$ 2,986			\$ 2,821			\$ 2,162		
Income allocated to RSUs	(43)			(44)			(37)		
Income allocated to common stock for basic EPS calculation	<u>\$ 2,943</u>	<u>1,030</u>	<u>\$ 2.86</u>	<u>\$ 2,777</u>	<u>1,065</u>	<u>\$ 2.61</u>	<u>\$ 2,125</u>	<u>1,098</u>	<u>\$ 1.94</u>
Adjustment for dilutive shares:									
Stock-based compensation plans		13			15			15	
<b>Diluted EPS:</b>									
Net income	\$ 2,986			\$ 2,821			\$ 2,162		
Income allocated to RSUs	(42)			(43)			(36)		
Income allocated to common stock for diluted EPS calculation	<u>\$ 2,944</u>	<u>1,043</u>	<u>\$ 2.82</u>	<u>\$ 2,778</u>	<u>1,080</u>	<u>\$ 2.57</u>	<u>\$ 2,126</u>	<u>1,113</u>	<u>\$ 1.91</u>

Potentially dilutive securities representing 12 million and 11 million shares of common stock that were outstanding during 2015 and 2014, respectively, were excluded from the computation of diluted earnings per common share for these periods because their effect would have been anti-dilutive. There were no potentially dilutive securities to exclude from the computation of diluted earnings per common share during 2013.

### Investments

We present investments on our Consolidated Balance Sheets as cash equivalents, short-term investments or long-term investments. Specific details are as follows:

- *Cash equivalents and short-term investments:* We consider investments in debt securities with maturities of 90 days or less from the date of our investment to be cash equivalents. We consider investments in debt securities with maturities beyond 90 days from the date of our investment as being available for use in current operations and include them in short-term investments. The primary objectives of our cash equivalent and short-term investment activities are to preserve capital and maintain liquidity while generating appropriate returns.
- *Long-term investments:* Long-term investments consist of mutual funds, venture capital funds and non-marketable equity securities.

- *Classification of investments:* Depending on our reasons for holding the investment and our ownership percentage, we classify our investments as either available for sale, trading, equity method or cost method, which are more fully described in Note 8. We determine cost or amortized cost, as appropriate, on a specific identification basis.

#### *Inventories*

Inventories are stated at the lower of cost or estimated net realizable value. Cost is generally computed on a currently adjusted standard cost basis, which approximates cost on a first-in first-out basis. Standard cost is based on the normal utilization of installed factory capacity. Cost associated with underutilization of capacity is expensed as incurred. Inventory held at consignment locations is included in our finished goods inventory. Consigned inventory was \$275 million and \$258 million as of December 31, 2015 and 2014, respectively.

We review inventory quarterly for salability and obsolescence. A statistical allowance is provided for inventory considered unlikely to be sold. The statistical allowance is based on an analysis of historical disposal activity, historical customer shipments, as well as estimated future sales. A specific allowance for each material type will be carried if there is a significant event not captured by the statistical allowance. We write off inventory in the period in which disposal occurs.

#### *Property, plant and equipment; acquisition-related intangibles and other capitalized costs*

Property, plant and equipment are stated at cost and depreciated over their estimated useful lives using the straight-line method. Our cost basis includes certain assets acquired in business combinations that were initially recorded at fair value as of the date of acquisition. Leasehold improvements are amortized using the straight-line method over the shorter of the remaining lease term or the estimated useful lives of the improvements. We amortize acquisition-related intangibles on a straight-line basis over the estimated economic life of the assets. Capitalized software licenses generally are amortized on a straight-line basis over the term of the license. Fully depreciated or amortized assets are written off against accumulated depreciation or amortization.

#### *Impairments of long-lived assets*

We regularly review whether facts or circumstances exist that indicate the carrying values of property, plant and equipment or other long-lived assets, including intangible assets, are impaired. We assess the recoverability of assets by comparing the projected undiscounted net cash flows associated with those assets to their respective carrying amounts. Any impairment charge is based on the excess of the carrying amount over the fair value of those assets. Fair value is determined by available market valuations, if applicable, or by discounted cash flows.

#### *Goodwill and indefinite-lived intangibles*

Goodwill is not amortized but is reviewed for impairment annually or more frequently if certain impairment indicators arise. We perform our annual goodwill impairment test as of October 1 for our reporting units, which compares the fair value for each reporting unit to its associated carrying value, including goodwill. See Note 9 for additional information.

#### *Foreign currency*

The functional currency for our non-U.S. subsidiaries is the U.S. dollar. Accounts recorded in currencies other than the U.S. dollar are remeasured into the functional currency. Current assets (except inventories), deferred income taxes, other assets, current liabilities and long-term liabilities are remeasured at exchange rates in effect at the end of each reporting period. Property, plant and equipment with associated depreciation and inventories are valued at historical exchange rates. Revenue and expense accounts other than depreciation for each month are remeasured at the appropriate daily rate of exchange. Currency exchange gains and losses from remeasurement are credited or charged to OI&E. See Note 13 for additional information.

#### *Derivatives and hedging*

We use derivative financial instruments to manage exposure to foreign exchange risk. These instruments are primarily forward foreign currency exchange contracts, which are used as economic hedges to reduce the earnings impact that exchange rate fluctuations may have on our non-U.S. dollar net balance sheet exposures. Gains and losses from changes in the fair value of these forward foreign currency exchange contracts are credited or charged to OI&E. We do not apply hedge accounting to our foreign currency derivative instruments.

In connection with the issuance of long-term debt, we use financial derivatives such as treasury rate lock agreements that are recognized in AOCI and amortized over the life of the related debt. The results of these derivative transactions have not been material.

We do not use derivatives for speculative or trading purposes.

### Changes in accounting standards

#### *Adopted standards for current period*

In April and August 2015, respectively, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-03, *Interest – Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*, and ASU 2015-15, *Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements – Amendments to SEC Paragraphs Pursuant to Staff Announcement at June 18, 2015 EITF Meeting*. These standards require that costs associated with the issuance of debt, except for costs associated with line-of-credit arrangements, be reported as a direct reduction of the related debt balance. Previously, such costs were recorded as deferred assets. Costs associated with line-of-credit arrangements may continue to be recorded as deferred assets. We adopted these standards as of December 31, 2015, and retrospectively applied the standards to prior periods presented herein. The effect of the reclassification on our Consolidated Balance Sheets is quantified in Note 11. The reclassification we made to address these standards had no impact on our Consolidated Statements of Income.

In November 2015, the FASB issued ASU 2015-17, *Balance Sheet Classification of Deferred Taxes*. This standard requires that companies classify all deferred tax assets and liabilities within a taxing jurisdiction as noncurrent on their consolidated balance sheets. The effect of this new requirement is that deferred income taxes previously reported in either current assets or current liabilities shall be reclassified to noncurrent assets or liabilities. This standard can be applied either prospectively or retrospectively, and is effective for annual and interim periods beginning after December 15, 2016. Early adoption is allowed. We adopted this standard as of December 31, 2015, and retrospectively applied it to prior periods presented herein. The effect of the reclassifications on our Consolidated Balance Sheets is quantified in Note 6.

#### *Standards not yet adopted*

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. This standard provides a single set of guidelines for revenue recognition to be used across all industries and requires additional disclosures. In July 2015, the FASB deferred the effective date by one year to December 15, 2017, for annual and interim reporting periods beginning after that date. This standard permits early adoption, but not before the original effective date of December 15, 2016, and permits the use of either the retrospective or cumulative effect transition method. We are currently evaluating the potential impact of this standard on our financial position and results of operations, as well as our selected transition method. Based on our preliminary assessment, we believe the new standard will not have a material impact on our financial position and results of operations as we do not expect to change the manner or timing of recognizing revenue on a majority of our revenue transactions. We recognize revenue on sales to customers, including sales to distributors, upon satisfaction of our performance obligations when the goods are shipped. For consignment sales, we recognize revenue when the goods are pulled from consignment inventory.

In February 2015, the FASB issued ASU No. 2015-02, *Consolidation (Topic 810) – Amendments to the Consolidation Analysis*, which changes the way reporting entities evaluate certain investment holdings for possible consolidation and also includes possible changes in disclosures resulting from that evaluation. This standard is effective for annual and interim reporting periods beginning January 1, 2016, and will have no material impact on our financial position and results of operations.

In April 2015, the FASB issued ASU No. 2015-05, *Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Fees Paid in a Cloud Computing Arrangement*, which provides guidance on whether a cloud-computing arrangement contains a software license, and whether that license should be accounted for separately as an asset or solely as a service contract. This standard also aligns the accounting for licenses of internal-use software with the accounting for licenses of other acquired intangible assets. This standard is effective beginning January 1, 2016, and we will adopt it prospectively to all arrangements entered into or materially modified after the effective date. We do not expect this standard to have a material impact on our financial position and results of operations.

### 3. Restructuring charges/other

Restructuring charges/other is comprised of the following components:

	For Years Ended December 31,		
	2015	2014	2013
Restructuring charges (a)	\$ 14	\$ 20	\$ 126
Gains on sales of assets	(83)	(75)	—
Gain on technology transfer	—	—	(315)
Other	(2)	4	—
Restructuring charges/other	<u>\$ (71)</u>	<u>\$ (51)</u>	<u>\$ (189)</u>

(a) Includes severance and benefits, along with changes in estimates; 2014 and 2013 also include other exit costs and accelerated depreciation.

Restructuring charges/other are recognized in Other for segment reporting purposes.

#### Restructuring charges

As a result of management’s decision in the fourth quarter of 2015, we announced in January 2016 our intentions to phase out a small, older manufacturing facility in Greenock, Scotland, over the next three years. Plans are to move production from this facility to more cost-effective 200-millimeter TI manufacturing facilities in Germany, Japan and Maine, resulting in annualized savings of about \$35 million per year. Total restructuring charges, primarily severance and related benefit costs associated with the expected reduction of about 350 jobs, are estimated to be about \$40 million. We recognized charges of \$17 million in the fourth quarter of 2015. The remaining charges are expected to be recognized over the next three years. As of December 31, 2015, no payments have been made.

The 2014 and 2013 restructuring charges related to prior actions in Embedded Processing, Japan, our former Wireless business and factory closures in Houston, Texas, and Hiji, Japan. These actions have been completed.

#### *Changes in accrued restructuring balances*

	2015	2014	2013
Balance, January 1	\$ 57	\$ 161	\$ 349
Restructuring charges	14	20	126
Non-cash items (a)	—	—	(22)
Payments	(39)	(124)	(292)
Balance, December 31	<u>\$ 32</u>	<u>\$ 57</u>	<u>\$ 161</u>

(a) Reflects charges for impacts of accelerated depreciation and postretirement benefit plans.

The restructuring accrual balances are primarily reported as a component of either Accrued expenses and other liabilities or Deferred credits and other liabilities on our Consolidated Balance Sheets, depending on the expected timing of payment. The \$32 million as of December 31, 2015 is composed of \$17 million related to the 2015 action and \$15 million related to prior actions.

## Other

### *Gains on sales of assets*

We recognized \$83 million of gains on sales of assets in 2015. This included \$48 million associated with the sale of a site in Plano, Texas, and \$34 million associated with the sale of a manufacturing facility in Houston, Texas.

We recognized \$75 million of gains on sales of assets in 2014. This consisted of \$30 million associated with the sale of a site in Nice, France; \$28 million associated with the sales of real estate in Santa Clara, California; and \$17 million of asset sales associated primarily with the factory closures in Houston, Texas, and Hiji, Japan.

### *Gain on technology transfer*

During 2013, we recognized a gain of \$315 million on the transfer of wireless connectivity technology to a customer. This technology was associated with the former Wireless business.

## **4. Stock-based compensation**

We have stock options outstanding to participants under long-term incentive plans. We also have assumed stock options that were granted by companies that we later acquired. Unless the options are acquisition-related replacement options, the option price per share may not be less than 100 percent of the fair market value of our common stock on the date of the grant. Substantially all the options have a 10 -year term and vest ratably over four years. Our options generally continue to vest after the option recipient retires.

We also have RSUs outstanding under long-term incentive plans. Each RSU represents the right to receive one share of TI common stock on the vesting date , which is generally four years after the date of grant. Upon vesting, the shares are issued without payment by the grantee. Beginning with 2013 grants, RSUs generally continue to vest after the recipient retires. Holders of most RSUs receive an annual cash payment equivalent to the dividends paid on our common stock.

We have options and RSUs outstanding to non-employee directors under director compensation plans. The plans generally provide for annual grants of stock options and RSUs, a one-time grant of RSUs to each new non-employee director and the issuance of TI common stock upon the distribution of stock units credited to deferred compensation accounts established for such directors.

We also have an employee stock purchase plan under which options are offered to all eligible employees in amounts based on a percentage of the employee's compensation, subject to a cap. Under the plan, the option price per share is 85 percent of the fair market value on the exercise date, and options have a three -month term.

Total stock-based compensation expense recognized was as follows:

	For Years Ended December 31,		
	2015	2014	2013
COR	\$ 47	\$ 48	\$ 49
R&D	60	62	67
SG&A	169	156	160
Acquisition charges	10	11	11
Total	\$ 286	\$ 277	\$ 287

These amounts include expenses related to non-qualified stock options, RSUs and stock options offered under our employee stock purchase plan and are net of expected forfeitures.

We issue awards of non-qualified stock options with graded vesting provisions (e.g., 25 percent per year for four years). Generally, we recognize the related compensation expense on a straight-line basis over the minimum service period required for vesting of the award, adjusting for expected forfeiture activity. Awards issued to employees who are retirement eligible or nearing retirement eligibility are expensed on an accelerated basis.

Our RSUs generally vest four years after the date of grant. We recognize the related compensation expense on a straight-line basis over the vesting period, adjusting for expected forfeiture activity. Beginning with 2013 grants, RSUs issued to employees who are retirement eligible or nearing retirement eligibility are expensed on an accelerated basis.

### Fair-value methods and assumptions

We account for all awards granted under our various stock-based compensation plans at fair value. We estimate the fair values for non-qualified stock options using the Black-Scholes-Merton option-pricing model with the following weighted average assumptions.

	For Years Ended December 31,		
	2015	2014	2013
Weighted average grant date fair value, per share	\$ 9.49	\$ 8.13	\$ 6.78
Weighted average assumptions used:			
Expected volatility	22%	22%	26%
Expected lives (in years)	7.3	7.3	7.4
Risk-free interest rates	1.64%	2.45%	1.43%
Expected dividend yields	2.52%	2.72%	2.56%

We determine expected volatility on all options granted using available implied volatility rates. We believe that market-based measures of implied volatility are currently the best available indicators of the expected volatility used in these estimates.

We determine expected lives of options based on the historical option exercise experience of our optionees using a rolling 10- year average. We believe the historical experience method is the best estimate of future exercise patterns currently available.

Risk-free interest rates are determined using the implied yield currently available for zero -coupon U.S. government issues with a remaining term equal to the expected life of the options.

Expected dividend yields are based on the annualized approved quarterly dividend rate and the current market price of our common stock at the time of grant. No assumption for a future dividend rate change is included unless there is an approved plan to change the dividend in the near term.

The fair value per share of RSUs is determined based on the closing price of our common stock on the date of grant.

Our employee stock purchase plan is a discount-purchase plan and consequently the Black-Scholes-Merton option-pricing model is not used to determine the fair value per share of these awards. The fair value per share under this plan equals the amount of the discount.

### Long-term incentive and director compensation plans

Stock option and RSU transactions under our long-term incentive and director compensation plans during 2015 were as follows:

	Stock Options		RSUs	
	Shares	Weighted Average Exercise Price per Share	Shares	Weighted Average Grant Date Fair Value per Share
Outstanding grants, December 31, 2014	57,647,446	\$ 32.84	17,303,815	\$ 35.24
<b>Granted</b>	<b>11,913,832</b>	<b>53.95</b>	<b>2,679,437</b>	<b>53.22</b>
<b>Vested RSUs</b>	<b>—</b>	<b>—</b>	<b>(3,386,415)</b>	<b>33.72</b>
<b>Forfeited and expired</b>	<b>(833,840)</b>	<b>42.71</b>	<b>(541,295)</b>	<b>36.94</b>
<b>Exercised</b>	<b>(11,953,455)</b>	<b>31.33</b>	<b>—</b>	<b>—</b>
<b>Outstanding grants, December 31, 2015</b>	<b>56,773,983</b>	<b>37.45</b>	<b>16,055,542</b>	<b>38.51</b>

The weighted average grant date fair value of RSUs granted during the years 2015, 2014 and 2013 was \$53.22, \$44.71 and \$33.70 per share, respectively. For the years ended December 31, 2015, 2014 and 2013, the total grant date fair value of shares vested from RSU grants was \$114 million, \$133 million and \$98 million, respectively.

Summarized information about stock options outstanding at December 31, 2015 , is as follows:

Exercise Price Range	Stock Options Outstanding			Options Exercisable	
	Number Outstanding (Shares)	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price per Share	Number Exercisable (Shares)	Weighted Average Exercise Price per Share
\$ 14.47 to 20.00	3,499,029	3.1	\$ 14.96	3,499,029	\$ 14.96
20.01 to 30.00	8,385,885	3.1	25.56	8,377,295	25.56
30.01 to 40.00	21,215,903	6.0	33.00	12,732,409	33.21
40.01 to 50.00	12,012,519	8.1	44.11	2,229,828	44.10
50.01 to 58.98	11,660,647	9.1	53.96	1,521	55.41
14.47 to 58.98	<u>56,773,983</u>	6.5	37.45	<u>26,840,082</u>	29.35

During the years ended December 31, 2015 , 2014 and 2013, the aggregate intrinsic value (i.e., the difference in the closing market price on the date of exercise and the exercise price paid by the optionee) of options exercised was \$ 290 million , \$ 367 million and \$427 million , respectively.

Summarized information as of December 31, 2015 , about outstanding stock options that are vested and expected to vest, as well as stock options that are currently exercisable, is as follows:

	Outstanding Stock Options (Fully Vested and Expected to Vest) (a)	Options Exercisable
Number of outstanding (shares)	55,421,103	26,840,082
Weighted average remaining contractual life (in years)	6.4	4.6
Weighted average exercise price per share	\$ 37.17	\$ 29.35
Intrinsic value (millions of dollars)	\$ 978	\$ 683

(a) Includes effects of expected forfeitures of approximately 1 million shares. Excluding the effects of expected forfeitures, the aggregate intrinsic value of stock options outstanding was \$986 million.

As of December 31, 2015 , the total future compensation cost related to equity awards not yet recognized in the Consolidated Statements of Income was \$ 273 million , consisting of \$ 112 million related to unvested stock options and \$ 161 million related to unvested RSUs. The \$ 273 million is expected to be recognized as follows: \$ 140 million in 2016, \$ 86 million in 2017, \$ 42 million in 2018 and \$ 5 million in 2019.

#### Director deferred compensation

Directors who retire or resign from the board may receive stock distributions for compensation they elected to defer. For these stock distributions, we issue treasury shares. Director deferred stock activity during 2015 was as follows:

	Director Deferred Stock (Shares)
Outstanding, December 31, 2014	135,722
New shares deferred	14,722
Issued	(7,531)
<b>Outstanding, December 31, 2015</b>	<u>142,913</u>

#### Employee stock purchase plan

Options outstanding under the employee stock purchase plan at December 31, 2015 , had an exercise price equal to 85 percent of the fair market value of TI common stock on the date of automatic exercise. The automatic exercise occurred on January 4, 2016, resulting in an exercise price of \$46.19 per share. Of the total outstanding options, none were exercisable at year-end 2015.

Employee stock purchase plan transactions during 2015 were as follows:

	<b>Employee Stock Purchase Plan (Shares)</b>	<b>Exercise Price</b>
Outstanding grants, December 31, 2014	374,703	\$ 45.46
<b>Granted</b>	<b>1,530,127</b>	<b>44.75</b>
<b>Exercised</b>	<b>(1,532,264)</b>	<b>44.57</b>
<b>Outstanding grants, December 31, 2015</b>	<b>372,566</b>	<b>46.19</b>

The weighted average grant date fair value of options granted under the employee stock purchase plans during the years 2015, 2014 and 2013 was \$ 7.89, \$ 7.34 and \$5.71 per share, respectively. During the years ended December 31, 2015, 2014 and 2013, the total intrinsic value of options exercised under these plans was \$ 12 million, \$ 12 million and \$13 million, respectively.

Effect on shares outstanding and treasury shares

Treasury shares were acquired in connection with the board-authorized stock repurchase program. As of December 31, 2015, \$7.93 billion of stock repurchase authorizations remain, and no expiration date has been specified.

Our current practice is to issue shares of common stock from treasury shares upon exercise of stock options, distribution of director deferred compensation and vesting of RSUs. The table below reflects the changes in our treasury shares:

	<b>Stock Options</b>	<b>RSUs</b>	<b>Treasury Shares</b>
Balance, December 31, 2012			632,636,970
Repurchases			77,564,013
Shares used for:			
Stock options/RSUs	(45,507,711)	(5,741,981)	
Stock applied to taxes	—	1,461,422	
ESPP	(2,386,834)	—	
Director deferred stock	—	—	(12,909)
Total issued	<u>(47,894,545)</u>	<u>(4,280,559)</u>	<u>(52,175,104)</u>
Balance, December 31, 2013			658,012,970
Repurchases			61,665,209
Shares used for:			
Stock options/RSUs	(19,503,382)	(5,609,627)	
Stock applied to exercises or taxes	6,618	1,408,701	
ESPP	(1,784,184)	—	
Director deferred stock	—	—	(7,178)
Total issued	<u>(21,280,948)</u>	<u>(4,200,926)</u>	<u>(25,481,874)</u>
Balance, December 31, 2014			694,189,127
Repurchases			51,384,339
Shares used for:			
Stock options/RSUs	(11,953,455)	(3,386,415)	
Stock applied to exercises or taxes	8,562	845,164	
ESPP	(1,532,264)	—	
Director deferred stock	—	—	(7,531)
Total issued	<u>(13,477,157)</u>	<u>(2,541,251)</u>	<u>(16,018,408)</u>
Balance, December 31, 2015			<u>729,547,527</u>

Shares available for future grants and reserved for issuance are summarized below:

Shares	December 31, 2015		
	Long-Term Incentive and Director Compensation Plans	Employee Stock Purchase Plan	Total
Reserved for issuance (a)	105,793,583	38,032,774	143,826,357
Shares to be issued upon exercise of outstanding options and RSUs (a)	(72,972,438)	(372,566)	(73,345,004)
Available for future grants	32,821,145	37,660,208	70,481,353

(a) Includes 142,913 shares credited to directors' deferred stock accounts that settle in shares of TI common stock. These shares are not included as grants outstanding at December 31, 2015.

The effects on cash flows were as follows:

	For Years Ended December 31,		
	2015	2014	2013
Proceeds from common stock transactions	\$ 442	\$ 616	\$ 1,314
Tax benefit realized from stock options exercised	171	218	227

## 5. Profit sharing plans

Profit sharing benefits are generally formulaic and determined by one or more subsidiary or company-wide financial metrics. We pay profit sharing benefits primarily under the company-wide TI Employee Profit Sharing Plan. This plan provides for profit sharing to be paid based solely on TI's operating margin for the full calendar year. Under this plan, TI must achieve a minimum threshold of 10 percent operating margin before any profit sharing is paid. At 10 percent operating margin, profit sharing will be 2 percent of eligible payroll. The maximum amount of profit sharing available under the plan is 20 percent of eligible payroll, which is paid only if TI's operating margin is at or above 35 percent for a full calendar year.

We recognized \$309 million, \$269 million and \$161 million of profit sharing expense under the TI Employee Profit Sharing Plan in 2015, 2014 and 2013, respectively.

## 6. Income taxes

### Income before Income Taxes

	U.S.	Non-U.S.	Total
2015	\$ 3,218	\$ 998	\$ 4,216
2014	2,684	1,190	3,874
2013	1,507	1,247	2,754

**Provision (Benefit) for Income Taxes**

	U.S. Federal	Non-U.S.	U.S. State	Total
<b>2015</b>				
Current	\$ 1,110	\$ 168	\$ 7	\$ 1,285
Deferred	(72)	14	3	(55)
<b>Total</b>	<b>\$ 1,038</b>	<b>\$ 182</b>	<b>\$ 10</b>	<b>\$ 1,230</b>
<b>2014</b>				
Current	\$ 911	\$ 194	\$ 9	\$ 1,114
Deferred	(73)	11	1	(61)
<b>Total</b>	<b>\$ 838</b>	<b>\$ 205</b>	<b>\$ 10</b>	<b>\$ 1,053</b>
<b>2013</b>				
Current	\$ 291	\$ 247	\$ 4	\$ 542
Deferred	17	33	—	50
<b>Total</b>	<b>\$ 308</b>	<b>\$ 280</b>	<b>\$ 4</b>	<b>\$ 592</b>

Principal reconciling items from income tax computed at the statutory federal rate follow:

	For Years Ended December 31,		
	2015	2014	2013
Computed tax at statutory rate	\$ 1,476	\$ 1,356	\$ 964
Non-U.S. effective tax rates	(167)	(212)	(156)
U.S. tax benefit for manufacturing	(69)	(51)	(66)
U.S. R&D tax credit	(56)	(59)	(129)
Non-deductible expenses	13	6	13
Impact of changes to uncertain tax positions	8	3	(14)
Other	25	10	(20)
<b>Total provision for income taxes</b>	<b>\$ 1,230</b>	<b>\$ 1,053</b>	<b>\$ 592</b>

The total provision for 2013 in the reconciliation above includes \$79 million of discrete tax benefits primarily for the reinstatement of the U.S. R&D tax credit retroactive to 2012 .

Our annual effective tax rate benefits from lower rates (compared to the U.S. statutory rate) applicable to our operations in many of the jurisdictions in which we operate and from U.S. tax benefits. These lower non-U.S. tax rates are generally statutory in nature, without expiration and available to companies that operate in those taxing jurisdictions. Also included in the non-U.S. effective tax rates reconciling item above are benefits from tax holidays of \$60 million , \$44 million and \$40 million in 2015, 2014 and 2013, respectively. The tax benefits relate to our operations in Malaysia and the Philippines, and expire in 2018 and 2017, respectively. The terms of the Malaysia tax holiday are currently under governmental review as required for the end of the first five years of the holiday period. We do not expect any potential change in the holiday to have a material impact on the financial statements.

The primary components of deferred income tax assets and liabilities were as follows:

	December 31,	
	2015	2014
Deferred income tax assets:		
Stock-based compensation	\$ 244	\$ 229
Deferred loss and tax credit carryforwards	226	289
Accrued expenses	215	246
Inventories and related reserves	147	156
Retirement costs for defined benefit and retiree health care	87	80
Other	101	87
Total deferred income tax assets, before valuation allowance	1,020	1,087
Valuation allowance	(186)	(195)
Total deferred income tax assets, after valuation allowance	834	892
Deferred income tax liabilities:		
Acquisition-related intangibles and fair-value adjustments	(565)	(672)
International earnings	(105)	(104)
Total deferred income tax liabilities	(670)	(776)
Net deferred income tax asset	\$ 164	\$ 116

The deferred income tax assets and liabilities based on tax jurisdictions are presented on the Consolidated Balance Sheets as follows:

	December 31,	
	2015	2014
Noncurrent deferred income tax assets	\$ 201	\$ 180
Noncurrent deferred income tax liabilities	(37)	(64)
Net deferred income tax asset	\$ 164	\$ 116

As a result of our early adoption of ASU 2015-17, *Balance Sheet Classification of Deferred Taxes*, we have adjusted the presentation of deferred taxes on the Consolidated Balance Sheets. We have retrospectively adjusted the 2014 Consolidated Balance Sheets to conform to the 2015 presentation by reclassifying current deferred income tax assets and liabilities to noncurrent deferred income tax assets and liabilities. The effect of applying the new standard, as shown in the following table, is the result of netting Current deferred income tax assets with Noncurrent deferred income tax liabilities, by tax jurisdiction. See Note 2 for additional information.

	2014 As Reported	Effect of Applying New Standard	2014 As Adjusted
Current deferred income tax assets	\$ 347	\$ (347)	\$ —
Noncurrent deferred income tax assets	172	8	180
Current deferred income tax liabilities	(4)	4	—
Noncurrent deferred income tax liabilities	(399)	335	(64)
Net deferred income tax asset	\$ 116	\$ —	\$ 116

We make an ongoing assessment regarding the realization of U.S. and non-U.S. deferred tax assets. This assessment is based on our evaluation of relevant criteria, including the existence of deferred tax liabilities that can be used to absorb deferred tax assets, taxable income in prior carryback years and expectations for future taxable income. Changes in valuation allowance balances in the years 2015, 2014 and 2013 of \$9 million, \$24 million and \$2 million, respectively, had no impact on Net income.

We have U.S. and non-U.S. tax loss carryforwards of approximately \$35 million, none of which will expire before the year 2025.

A provision has been made for deferred taxes on undistributed earnings of non-U.S. subsidiaries to the extent that dividend payments from these subsidiaries are expected to result in additional tax liability. The remaining undistributed earnings of approximately \$8.35 billion at December 31, 2015, have been indefinitely reinvested outside of the United States; therefore, no U.S. tax provision has been made for taxes due upon remittance of these earnings. The indefinitely reinvested earnings of our non-U.S. subsidiaries are primarily invested in working capital and property, plant and equipment. Determination of the amount of unrecognized deferred income tax liability is not practical because of the complexities associated with its hypothetical calculation.

Cash payments made for income taxes, net of refunds, were \$ 1.167 billion , \$1.104 billion and \$ 569 million for the years ended December 31, 2015 , 2014 and 2013, respectively.

#### Uncertain tax positions

We operate in a number of tax jurisdictions, and our income tax returns are subject to examination by tax authorities in those jurisdictions who may challenge any item on these tax returns. Because the matters challenged by authorities are typically complex, their ultimate outcome is uncertain. Before any benefit can be recorded in the financial statements, we must determine that it is “more likely than not” that a tax position will be sustained by the appropriate tax authorities. We recognize accrued interest related to uncertain tax positions and penalties as components of OI&E.

The changes in the total amounts of uncertain tax positions are summarized as follows:

	2015	2014	2013
Balance, January 1	\$ 108	\$ 91	\$ 184
Additions based on tax positions related to the current year	11	10	7
Additions for tax positions of prior years	3	52	19
Reductions for tax positions of prior years	(21)	(9)	(10)
Settlements with tax authorities	(17)	(36)	(96)
Expiration of the statute of limitations for assessing taxes	—	—	(13)
Balance, December 31	<u>\$ 84</u>	<u>\$ 108</u>	<u>\$ 91</u>
Interest income (expense) recognized in the year ended December 31	<u>\$ 8</u>	<u>\$ 6</u>	<u>\$ (10)</u>
Interest receivable (payable) as of December 31	<u>\$ 9</u>	<u>\$ —</u>	<u>\$ (5)</u>

The liability for uncertain tax positions is a component of Deferred credits and other liabilities on our Consolidated Balance Sheets.

All of the \$84 million liability for uncertain tax positions as of December 31, 2015, is comprised of positions that, if recognized, would impact the tax rate. If these tax liabilities are ultimately realized, \$12 million of existing deferred tax assets would also be realized, related to refunds from counterparty jurisdictions resulting from procedures for relief from double taxation. It is reasonably possible that the liability could increase in 2016 by up to \$150 million for a tax depreciation-related position. The increase would offset the tax benefit realized with no net profit impact.

All of the \$108 million liability for uncertain tax positions as of December 31, 2014 , is comprised of positions that, if recognized, would impact the tax rate. If these tax liabilities are ultimately realized, \$56 million of existing deferred tax assets would also be realized, primarily related to refunds from counterparty jurisdictions resulting from procedures for relief from double taxation.

As of December 31, 2015 , the statute of limitations remains open for U.S. federal tax returns for 2010 and following years. Audit activities related to our U.S. federal tax returns through 2009 have been completed except for certain pending tax treaty procedures for relief from double taxation and the review of refunds claimed on amended returns for years prior to 2010. The procedures for relief from double taxation pertain to U.S. federal tax returns for the years 2006 through 2009.

In non-U.S. jurisdictions, the years open to audit represent the years still open under the statute of limitations. With respect to major jurisdictions outside the United States, our subsidiaries are no longer subject to income tax audits for years before 2007.

## **7. Financial instruments and risk concentration**

### Financial instruments

We hold derivative financial instruments such as forward foreign currency exchange contracts, the fair value of which was not material as of December 31, 2015 . Our forward foreign currency exchange contracts outstanding as of December 31, 2015 , had a notional value of \$464 million to hedge our non-U.S. dollar net balance sheet exposures, including \$ 175 million to sell Japanese yen and \$139 million to sell euros.

Our investments in cash equivalents, short-term investments and certain long-term investments, as well as our postretirement plan assets and deferred compensation liabilities, are carried at fair value. The carrying values for other current financial assets and liabilities, such as accounts receivable and accounts payable, approximate fair value due to the short maturity of such instruments. The carrying value of our long-term debt approximates the fair value as measured using broker-dealer quotes, which are Level 2 inputs. See Note 8 for a description of fair value and the definition of Level 2 inputs.

### Risk concentration

We are subject to counterparty risks from financial institutions, customers and issuers of debt securities. Financial instruments that could subject us to concentrations of credit risk are primarily cash deposits, cash equivalents, short-term investments and accounts receivable. To manage our credit risk exposure, we place cash investments in investment-grade debt securities and limit the amount of credit exposure to any one issuer. We also limit counterparties on cash deposits and financial derivative contracts to financial institutions with investment-grade ratings.

Concentrations of credit risk with respect to accounts receivable are limited due to our large number of customers and their dispersion across different industries and geographic areas. We maintain allowances for expected returns, disputes, adjustments, incentives and collectability. These allowances are deducted from accounts receivable on our Consolidated Balance Sheets.

Details of these accounts receivable allowances are as follows:

	2015	2014	2013
Balance, January 1	\$ 12	\$ 22	\$ 31
Additions charged (credited) to operating results	(5)	(9)	(9)
Recoveries and write-offs, net	—	(1)	—
Balance, December 31	<u>\$ 7</u>	<u>\$ 12</u>	<u>\$ 22</u>

## **8. Valuation of debt and equity investments and certain liabilities**

### Debt and equity investments

We classify our investments as either available for sale, trading, equity method or cost method. Most of our investments are classified as available for sale.

Available-for-sale and trading securities are stated at fair value, which is generally based on market prices or broker quotes. See the fair-value discussion below. Unrealized gains and losses on available-for-sale securities are recorded as an increase or decrease, net of taxes, in AOCI on our Consolidated Balance Sheets. We record other-than-temporary impairments on available-for-sale securities in OI&E in our Consolidated Statements of Income.

We classify certain mutual funds as trading securities. These mutual funds hold a variety of debt and equity investments intended to generate returns that offset changes in certain deferred compensation liabilities. We record changes in the fair value of these mutual funds and the related deferred compensation liabilities in SG&A.

Our other investments are not measured at fair value but are accounted for using either the equity method or cost method. These investments consist of interests in venture capital funds and other non-marketable equity securities. Gains and losses from equity-method investments are reflected in OI&E based on our ownership share of the investee's financial results. Gains and losses on cost-method investments are recorded in OI&E when realized or when an impairment of the investment's value is warranted based on our assessment of the recoverability of each investment.

Details of our investments are as follows:

	December 31, 2015			December 31, 2014		
	Cash and Cash Equivalents	Short-Term Investments	Long-Term Investments	Cash and Cash Equivalents	Short-Term Investments	Long-Term Investments
<b>Measured at fair value:</b>						
Available-for-sale securities:						
Money market funds	\$ 395	\$ —	\$ —	\$ 522	\$ —	\$ —
Corporate obligations	132	285	—	97	390	—
U.S. Government agency and Treasury securities	245	1,933	—	365	1,952	—
Trading securities:						
Mutual funds	—	—	187	—	—	185
<b>Total</b>	<b>772</b>	<b>2,218</b>	<b>187</b>	<b>984</b>	<b>2,342</b>	<b>185</b>
<b>Other measurement basis:</b>						
Equity-method investments	—	—	25	—	—	27
Cost-method investments	—	—	9	—	—	12
Cash on hand	228	—	—	215	—	—
<b>Total</b>	<b>\$ 1,000</b>	<b>\$ 2,218</b>	<b>\$ 221</b>	<b>\$ 1,199</b>	<b>\$ 2,342</b>	<b>\$ 224</b>

At December 31, 2015 and 2014, unrealized gains and losses associated with our available-for-sale investments were not material. We did not recognize any credit losses related to available-for-sale investments for the years ended December 31, 2015, 2014 and 2013.

For the years ended December 31, 2015, 2014 and 2013, the proceeds from sales, redemptions and maturities of short-term available-for-sale investments were \$2.89 billion, \$2.97 billion and \$4.25 billion, respectively. Gross realized gains and losses from these sales were not material.

The following table presents the aggregate maturities of investments in debt securities classified as available for sale at December 31, 2015:

Due	Fair Value
One year or less	\$ 2,970
One to two years	20

Gross realized gains and losses from sales of long-term investments were not material for 2015, 2014 and 2013. Other-than-temporary declines and impairments in the values of these investments recognized in OI&E were not material in 2015, 2014 and 2013.

#### Fair-value considerations

We measure and report certain financial assets and liabilities at fair value on a recurring basis. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

The three-level hierarchy discussed below indicates the extent and level of judgment used to estimate fair-value measurements.

- Level 1 – Uses unadjusted quoted prices that are available in active markets for identical assets or liabilities as of the reporting date.
- Level 2 – Uses inputs other than Level 1 that are either directly or indirectly observable as of the reporting date through correlation with market data, including quoted prices for similar assets and liabilities in active markets and quoted prices in markets that are not active. Level 2 also includes assets and liabilities that are valued using models or other pricing methodologies that do not require significant judgment since the input assumptions used in the models, such as interest rates and volatility factors, are corroborated by readily observable data. We utilize a third-party data service to provide Level 2 valuations. We verify these valuations for reasonableness relative to unadjusted quotes obtained from brokers or dealers based on observable prices for similar assets in active markets.

- Level 3 – Uses inputs that are unobservable, supported by little or no market activity and reflect the use of significant management judgment. These values are generally determined using pricing models that utilize management estimates of market participant assumptions. As of December 31, 2015 and 2014, we had no Level 3 assets or liabilities, other than certain assets held by our postretirement plans.

The following are our assets and liabilities that were accounted for at fair value on a recurring basis as of December 31, 2015 and 2014. These tables do not include cash on hand, assets held by our postretirement plans, or assets and liabilities that are measured at historical cost or any basis other than fair value.

	Fair Value		
	December 31, 2015	Level 1	Level 2
<b>Assets:</b>			
Money market funds	\$ 395	\$ 395	\$ —
Corporate obligations	417	—	417
U.S. Government agency and Treasury securities	2,178	1,828	350
Mutual funds	187	187	—
Total assets	<u>\$ 3,177</u>	<u>\$ 2,410</u>	<u>\$ 767</u>
<b>Liabilities:</b>			
Deferred compensation	\$ 198	\$ 198	\$ —
Total liabilities	<u>\$ 198</u>	<u>\$ 198</u>	<u>\$ —</u>

	Fair Value		
	December 31, 2014	Level 1	Level 2
<b>Assets:</b>			
Money market funds	\$ 522	\$ 522	\$ —
Corporate obligations	487	—	487
U.S. Government agency and Treasury securities	2,317	1,762	555
Mutual funds	185	185	—
Total assets	<u>\$ 3,511</u>	<u>\$ 2,469</u>	<u>\$ 1,042</u>
<b>Liabilities:</b>			
Deferred compensation	\$ 202	\$ 202	\$ —
Total liabilities	<u>\$ 202</u>	<u>\$ 202</u>	<u>\$ —</u>

## 9. Goodwill and acquisition-related intangibles

The following table summarizes goodwill, net, by segment for the years ended December 31, 2015 and 2014.

	Goodwill
Analog	\$ 4,158
Embedded Processing	172
Other	32
Total	<u>\$ 4,362</u>

We perform our annual goodwill impairment test as of October 1 and determine whether the fair value of each of our reporting units is in excess of its carrying value. Determination of fair value is based upon management estimates and judgment, using unobservable inputs in discounted cash flow models to calculate the fair value of each reporting unit. These unobservable inputs are considered Level 3 measurements. For the years ended December 31, 2015, 2014 and 2013, we determined no impairment was indicated. See Note 8 for additional information.

The components of Acquisition-related intangibles, net, as of December 31, 2015 and 2014, are as follows:

Acquisition-Related Intangibles	Amortization Period (Years)	December 31, 2015			December 31, 2014		
		Gross Carrying Amount	Accumulated Amortization	Net	Gross Carrying Amount	Accumulated Amortization	Net
Developed technology	7 - 10	\$ 2,131	\$ 928	\$ 1,203	\$ 2,135	\$ 714	\$ 1,421
Customer relationships	8	810	431	379	810	330	480
Other intangibles	5	3	2	1	3	2	1
Total		\$ 2,944	\$ 1,361	\$ 1,583	\$ 2,948	\$ 1,046	\$ 1,902

Amortization of acquisition-related intangibles was \$319 million, \$321 million and \$336 million for 2015, 2014 and 2013, respectively, primarily related to developed technology. Fully amortized assets are written off against accumulated amortization. Future estimated amortization of acquisition-related intangibles for the years ended December 31 is as follows:

	Amortization of Acquisition-Related Intangibles
2016	\$ 319
2017	318
2018	318
2019	288
2020	198
Thereafter	142

## 10. Postretirement benefit plans

### Plan descriptions

We have various employee retirement plans, including defined contribution, defined benefit and retiree health care benefit plans. For qualifying employees, we offer deferred compensation arrangements.

#### *U.S. retirement plans*

Our principal retirement plans in the U.S. are a defined contribution plan; an enhanced defined contribution plan; and qualified and non-qualified defined benefit pension plans. The defined benefit plans were closed to new participants in 1997, and then-current participants were allowed to make a one-time election to continue accruing a benefit in the plans, or to cease accruing a benefit and instead to participate in the enhanced defined contribution plan described below.

Both defined contribution plans offer an employer-matching savings option that allows employees to make pre-tax contributions to various investment choices, including a TI common stock fund. Employees who elected to continue accruing a benefit in the qualified defined benefit pension plans may also participate in the defined contribution plan, where employer-matching contributions are provided for up to 2 percent of the employee's annual eligible earnings. Employees who elected not to continue accruing a benefit in the defined benefit pension plans, and employees hired after November 1997 and through December 31, 2003, may participate in the enhanced defined contribution plan. This plan provides for a fixed employer contribution of 2 percent of the employee's annual eligible earnings, plus an employer-matching contribution of up to 4 percent of the employee's annual eligible earnings. Employees hired after December 31, 2003, do not receive the fixed employer contribution of 2 percent of the employee's annual eligible earnings.

At December 31, 2015 and 2014, as a result of employees' elections, TI's U.S. defined contribution plans held shares of TI common stock totaling 13 million shares and 14 million shares valued at \$704 million and \$740 million, respectively. Dividends paid on these shares for both 2015 and 2014 were \$19 million.

Our aggregate expense for the U.S. defined contribution plans was \$60 million in both 2015 and 2014 and \$62 million in 2013.

The defined benefit pension plans include employees still accruing benefits, as well as employees and participants who no longer accrue service-related benefits, but instead, may participate in the enhanced defined contribution plan. Benefits under the qualified defined benefit pension plan are determined using a formula based upon years of service and the highest five consecutive years of compensation. We intend to contribute amounts to this plan to meet the minimum funding requirements of applicable local laws and regulations, plus such additional amounts as we deem appropriate. The non-qualified defined benefit plans are unfunded and closed to new participants.

#### *U.S. retiree health care benefit plan*

U.S. employees who meet eligibility requirements are offered medical coverage during retirement. We make a contribution toward the cost of those retiree medical benefits for certain retirees and their dependents. The contribution rates are based upon various factors, the most important of which are an employee's date of hire, date of retirement, years of service and eligibility for Medicare benefits. The balance of the cost is borne by the plan's participants. Employees hired after January 1, 2001, are responsible for the full cost of their medical benefits during retirement.

#### *Non-U.S. retirement plans*

We provide retirement coverage for non-U.S. employees, as required by local laws or to the extent we deem appropriate, through a number of defined benefit and defined contribution plans. Retirement benefits are generally based on an employee's years of service and compensation. Funding requirements are determined on an individual country and plan basis and are subject to local country practices and market circumstances.

As of December 31, 2015 and 2014, as a result of employees' elections, TI's non-U.S. defined contribution plans held TI common stock valued at \$17 million. Dividends paid on these shares of TI common stock for 2015 and 2014 were not material.

#### Effects on the Consolidated Statements of Income and Balance Sheets

Expense related to defined benefit and retiree health care benefit plans was as follows:

	<u>U.S. Defined Benefit</u>			<u>U.S. Retiree Health Care</u>			<u>Non-U.S. Defined Benefit</u>		
	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
Service cost	\$ 22	\$ 21	\$ 26	\$ 5	\$ 4	\$ 5	\$ 35	\$ 39	\$ 41
Interest cost	43	45	45	20	22	20	53	68	61
Expected return on plan assets	(48)	(42)	(48)	(22)	(20)	(24)	(76)	(80)	(67)
Amortization of prior service cost (credit)	—	—	1	2	4	4	(2)	(2)	(3)
Recognized net actuarial loss	19	26	21	8	7	11	24	24	31
Net periodic benefit costs	<u>36</u>	<u>50</u>	<u>45</u>	<u>13</u>	<u>17</u>	<u>16</u>	<u>34</u>	<u>49</u>	<u>63</u>
Settlement losses	25	5	41	—	—	—	2	1	4
Curtailement gain	—	—	—	—	—	—	—	(2)	(7)
Total, including other postretirement losses (gains)	<u>\$ 61</u>	<u>\$ 55</u>	<u>\$ 86</u>	<u>\$ 13</u>	<u>\$ 17</u>	<u>\$ 16</u>	<u>\$ 36</u>	<u>\$ 48</u>	<u>\$ 60</u>

For the U.S. qualified pension and retiree health care plans, the expected return on plan assets component of net periodic benefit cost is based upon a market-related value of assets. In accordance with U.S. GAAP, the market-related value of assets is the fair value adjusted by a smoothing technique whereby certain gains and losses are phased in over a period of three years.

Changes in the benefit obligations and plan assets for defined benefit and retiree health care benefit plans were as follows:

	U.S. Defined Benefit		U.S. Retiree Health Care		Non-U.S. Defined Benefit	
	2015	2014	2015	2014	2015	2014
<b>Change in plan benefit obligation:</b>						
Benefit obligation at beginning of year	\$ 1,076	\$ 955	\$ 513	\$ 472	\$ 2,316	\$ 2,276
Service cost	22	21	5	4	35	39
Interest cost	43	45	20	22	53	68
Participant contributions	—	—	19	19	6	5
Benefits paid	(8)	(66)	(46)	(45)	(73)	(84)
Medicare subsidy	—	—	3	4	—	—
Actuarial loss (gain)	(6)	133	(21)	37	14	275
Settlements	(94)	(12)	—	—	(18)	(7)
Curtailments	—	—	—	—	—	(11)
Plan amendments	—	—	(30)	—	—	—
Effects of exchange rate changes	—	—	—	—	(102)	(245)
Benefit obligation at end of year (BO)	\$ 1,033	\$ 1,076	\$ 463	\$ 513	\$ 2,231	\$ 2,316
<b>Change in plan assets:</b>						
Fair value of plan assets at beginning of year	\$ 1,082	\$ 941	\$ 497	\$ 485	\$ 2,213	\$ 2,179
Actual return on plan assets	(24)	132	—	24	25	295
Employer contributions (funding of qualified plans)	52	75	1	10	72	64
Employer contributions (payments for non-qualified plans)	11	12	—	—	—	—
Participant contributions	—	—	19	19	6	5
Benefits paid	(8)	(66)	(46)	(45)	(73)	(84)
Medicare subsidy	—	—	—	4	—	—
Settlements	(94)	(12)	—	—	(18)	(7)
Effects of exchange rate changes	—	—	—	—	(91)	(239)
Other	—	—	(30)	—	—	—
Fair value of plan assets at end of year (FVPA)	\$ 1,019	\$ 1,082	\$ 441	\$ 497	\$ 2,134	\$ 2,213
Funded status (FVPA – BO) at end of year	\$ (14)	\$ 6	\$ (22)	\$ (16)	\$ (97)	\$ (103)

Amounts recognized on the Consolidated Balance Sheets as of December 31, 2015, were as follows:

	U.S. Defined Benefit	U.S. Retiree Health Care	Non-U.S. Defined Benefit	Total
Overfunded retirement plans	\$ 51	\$ —	\$ 34	\$ 85
Accrued expenses and other liabilities	(16)	—	(6)	(22)
Underfunded retirement plans	(49)	(22)	(125)	(196)
Funded status (FVPA – BO) at end of year	\$ (14)	\$ (22)	\$ (97)	\$ (133)

Amounts recognized on the Consolidated Balance Sheets as of December 31, 2014, were as follows:

	U.S. Defined Benefit	U.S. Retiree Health Care	Non-U.S. Defined Benefit	Total
Overfunded retirement plans	\$ 72	\$ —	\$ 55	\$ 127
Accrued expenses and other liabilities	(9)	—	(6)	(15)
Underfunded retirement plans	(57)	(16)	(152)	(225)
Funded status (FVPA – BO) at end of year	\$ 6	\$ (16)	\$ (103)	\$ (113)

Contributions to the plans meet or exceed all minimum funding requirements. We expect to contribute about \$100 million to our retirement benefit plans in 2016. The amounts shown for underfunded U.S. defined benefit plans were for non-qualified pension plans, which we do not fund because contributions to them are not tax deductible.

Accumulated benefit obligations, which are generally less than the projected benefit obligations as they exclude the impact of future salary increases, were \$948 million and \$968 million at December 31, 2015 and 2014, respectively, for the U.S. defined benefit plans, and \$2.09 billion and \$2.15 billion at December 31, 2015 and 2014, respectively, for the non-U.S. defined benefit plans.

The amounts recorded in AOCI for the years ended December 31, 2015 and 2014, are detailed below by plan type:

	U.S. Defined Benefit		U.S. Retiree Health Care		Non-U.S. Defined Benefit		Total	
	Net Actuarial Loss	Net Actuarial Loss	Prior Service Cost (Credit)	Net Actuarial Loss	Prior Service Cost (Credit)	Net Actuarial Loss	Prior Service Cost (Credit)	
AOCI balance, net of taxes, December 31, 2014	\$ 153	\$ 85	\$ 8	\$ 291	\$ (8)	\$ 529	\$ —	
<b>Changes in AOCI by category</b>								
Adjustments	65	—	(30)	45	(1)	110	(31)	
Recognized within Net income	(43)	(8)	(2)	(27)	2	(78)	—	
Tax effect	(8)	3	11	(6)	—	(11)	11	
<b>Total change to AOCI</b>	<b>14</b>	<b>(5)</b>	<b>(21)</b>	<b>12</b>	<b>1</b>	<b>21</b>	<b>(20)</b>	
AOCI balance, net of taxes, December 31, 2015	\$ 167	\$ 80	\$ (13)	\$ 303	\$ (7)	\$ 550	\$ (20)	

The estimated amounts of net actuarial loss and unrecognized prior service cost (credit) included in AOCI as of December 31, 2015, that are expected to be amortized into net periodic benefit cost over the next fiscal year are: \$20 million and none for the U.S. defined benefit plans; \$7 million and (\$4) million for the U.S. retiree health care benefit plan; and \$24 million and (\$2) million for the non-U.S. defined benefit plans.

#### Information on plan assets

We report and measure the plan assets of our defined benefit pension and other postretirement plans at fair value. The tables below set forth the fair value of our plan assets as of December 31, 2015 and 2014, using the same three-level hierarchy of fair-value inputs described in Note 8.

	Fair Value			
	December 31, 2015	Level 1	Level 2	Level 3
<b>Assets of U.S. defined benefit plan:</b>				
Fixed income securities and cash equivalents	\$ 664	\$ —	\$ 664	\$ —
Equity securities	355	—	355	—
<b>Total</b>	<b>\$ 1,019</b>	<b>\$ —</b>	<b>\$ 1,019</b>	<b>\$ —</b>
<b>Assets of U.S. retiree health care plan:</b>				
Fixed income securities and cash equivalents	\$ 220	\$ 178	\$ 42	\$ —
Equity securities	221	—	221	—
<b>Total</b>	<b>\$ 441</b>	<b>\$ 178</b>	<b>\$ 263</b>	<b>\$ —</b>
<b>Assets of non-U.S. defined benefit plans:</b>				
Fixed income securities and cash equivalents	\$ 1,498	\$ 440	\$ 1,058	\$ —
Equity securities	632	6	626	—
Other	4	—	—	4
<b>Total</b>	<b>\$ 2,134</b>	<b>\$ 446</b>	<b>\$ 1,684</b>	<b>\$ 4</b>

	Fair Value December 31, 2014	Level 1	Level 2	Level 3
<b>Assets of U.S. defined benefit plan:</b>				
Fixed income securities and cash equivalents	\$ 707	\$ —	\$ 707	\$ —
Equity securities	375	—	375	—
<b>Total</b>	<b>\$ 1,082</b>	<b>\$ —</b>	<b>\$ 1,082</b>	<b>\$ —</b>
<b>Assets of U.S. retiree health care plan:</b>				
Fixed income securities and cash equivalents	\$ 243	\$ 200	\$ 43	\$ —
Equity securities	254	—	254	—
<b>Total</b>	<b>\$ 497</b>	<b>\$ 200</b>	<b>\$ 297</b>	<b>\$ —</b>
<b>Assets of non-U.S. defined benefit plans:</b>				
Fixed income securities and cash equivalents	\$ 1,608	\$ 430	\$ 1,178	\$ —
Equity securities	600	6	594	—
Other	5	—	—	5
<b>Total</b>	<b>\$ 2,213</b>	<b>\$ 436</b>	<b>\$ 1,772</b>	<b>\$ 5</b>

The investments in our major benefit plans largely consist of low-cost, broad-market index funds to mitigate risks of concentration within market sectors. Our investment policy is designed to better match the interest rate sensitivity of the plan assets and liabilities. The appropriate mix of equity and bond investments is determined primarily through the use of detailed asset-liability modeling studies that look to balance the impact of changes in the discount rate against the need to provide asset growth to cover future service cost. Most of our plans around the world have a greater proportion of fixed income securities with return characteristics that are more closely aligned with changes in the liabilities caused by discount rate volatility. For the U.S. plans, we utilize an option collar strategy to reduce the volatility of returns on investments in U.S. equity funds.

The only Level 3 asset in our worldwide benefit plans for the periods presented is a diversified property fund in a non-U.S. pension plan; we sold assets related to private equity limited partnerships in our U.S. pension plan in 2014. These investments are valued using inputs from the fund managers and internal models.

The following table summarizes the change in the fair values for Level 3 plan assets for the years ending December 31, 2015 and 2014:

	Level 3 Plan Assets	
	U.S. Defined Benefit	Non-U.S. Defined Benefit
Balance, December 31, 2013	\$ 37	\$ 8
Redemptions and sales	(45)	(2)
Unrealized gain (loss)	8	(1)
Balance, December 31, 2014	—	5
<b>Redemptions</b>	<b>—</b>	<b>(1)</b>
<b>Balance, December 31, 2015</b>	<b>\$ —</b>	<b>\$ 4</b>

Assumptions and investment policies

	Defined Benefit		U.S. Retiree Health Care	
	2015	2014	2015	2014
<b>Weighted average assumptions used to determine benefit obligations:</b>				
U.S. discount rate	4.62%	4.23%	4.40%	4.07%
Non-U.S. discount rate	2.41%	2.34%		
U.S. average long-term pay progression	3.30%	3.30%		
Non-U.S. average long-term pay progression	3.21%	3.27%		
<b>Weighted average assumptions used to determine net periodic benefit cost:</b>				
U.S. discount rate	4.33%	5.11%	4.15%	4.83%
Non-U.S. discount rate	2.34%	3.01%		
U.S. long-term rate of return on plan assets	5.10%	5.25%	4.70%	4.50%
Non-U.S. long-term rate of return on plan assets	3.55%	3.75%		
U.S. average long-term pay progression	3.30%	3.50%		
Non-U.S. average long-term pay progression	3.27%	3.11%		

We utilize a variety of methods to select an appropriate discount rate depending on the depth of the corporate bond market in the country in which the benefit plan operates. In the United States, we use a settlement approach whereby a portfolio of bonds is selected from the universe of actively traded high-quality U.S. corporate bonds. The selected portfolio is designed to provide cash flows sufficient to pay the plan's expected benefit payments when due. The resulting discount rate reflects the rate of return of the selected portfolio of bonds. For our non-U.S. locations with a sufficient number of actively traded high-quality bonds, an analysis is performed in which the projected cash flows from the defined benefit plans are discounted against a yield curve constructed with an appropriate universe of high-quality corporate bonds available in each country. In this manner, a present value is developed. The discount rate selected is the single equivalent rate that produces the same present value. For countries that lack a sufficient corporate bond market, a government bond index adjusted for an appropriate risk premium is used to establish the discount rate.

Assumptions for the expected long-term rate of return on plan assets are based on future expectations for returns for each asset class and the effect of periodic target asset allocation rebalancing. We adjust the results for the payment of reasonable expenses of the plan from plan assets. We believe our assumptions are appropriate based on the investment mix and long-term nature of the plans' investments. Assumptions used for the non-U.S. defined benefit plans reflect the different economic environments within the various countries.

The table below shows target allocation ranges for the plans that hold a substantial majority of the defined benefit assets.

Asset Category	U.S. Defined Benefit	U.S. Retiree Health Care	Non-U.S. Defined Benefit
Fixed income securities and cash equivalents	65%	50%	60% - 100%
Equity securities	35%	50%	0% - 40%

We rebalance the plans' investments when they are not within the target allocation ranges.

Weighted average asset allocations as of December 31, are as follows:

Asset Category	U.S. Defined Benefit		U.S. Retiree Health Care		Non-U.S. Defined Benefit	
	2015	2014	2015	2014	2015	2014
Fixed income securities and cash equivalents	65%	65%	50%	49%	70%	73%
Equity securities	35%	35%	50%	51%	30%	27%

None of the plan assets related to the defined benefit pension plans and retiree health care benefit plan are directly invested in TI common stock. As of December 31, 2015, we do not expect to return any of the defined benefit pension plans' assets to TI in the next 12 months.

The following assumed future benefit payments to plan participants in the next 10 years are used to measure our benefit obligations and assume that retirement eligible participants take their benefits immediately. Almost all of the payments, which may vary significantly from these assumptions, will be made from plan assets and not from company assets.

	U.S. Defined Benefit	U.S. Retiree Health Care	Non-U.S. Defined Benefit
2016	\$ 245	\$ 34	\$ 83
2017	90	34	84
2018	91	35	87
2019	91	36	91
2020	89	36	92
2021 - 2025	422	170	501

Assumed health care cost trend rates for the U.S. retiree health care benefit plan at December 31 are as follows:

	2015	2014
Assumed health care cost trend rate for next year	7.0%	7.0%
Ultimate trend rate	5.0%	5.0%
Year in which ultimate trend rate is reached	2024	2023

A one percentage point increase or decrease in health care cost trend rates over all future periods would have increased or decreased the accumulated postretirement benefit obligation for the U.S. retiree health care benefit plan at December 31, 2015, by \$8 million. The service cost and interest cost components of 2015 plan expense would have increased by \$2 million or decreased by \$1 million.

#### Deferred compensation arrangements

We have a deferred compensation plan that allows U.S. employees whose base salary and management responsibility exceed a certain level to defer receipt of a portion of their cash compensation. Payments under this plan are made based on the participant's distribution election and plan balance. Participants can earn a return on their deferred compensation based on notional investments in the same investment funds that are offered in our defined contribution plans.

As of December 31, 2015, our liability to participants of the deferred compensation plans was \$198 million and is recorded in Deferred credits and other liabilities on our Consolidated Balance Sheets. This amount reflects the accumulated participant deferrals and earnings thereon as of that date. As of December 31, 2015, we held \$187 million in mutual funds related to these plans that are recorded in Long-term investments on our Consolidated Balance Sheets, and serve as an economic hedge against changes in fair values of our other deferred compensation liabilities. We record changes in the fair value of the liability and the related investment in SG&A as discussed in Note 8.

## **11. Debt and lines of credit**

### Short-term borrowings

We maintain a line of credit to support commercial paper borrowings, if any, and to provide additional liquidity through bank loans. As of December 31, 2015, we had a variable-rate revolving credit facility from a consortium of investment-grade banks that allows us to borrow up to \$2 billion until March 2020. The interest rate on borrowings under this credit facility, if drawn, is indexed to the applicable London Interbank Offered Rate (LIBOR). As of December 31, 2015, our credit facility was undrawn and we had no commercial paper outstanding.

### Long-term debt

We retired \$250 million of maturing debt in April 2015 and another \$750 million in August 2015.

In May 2015, we issued a principal amount of \$500 million of fixed-rate long-term debt due in 2020. We incurred \$3 million of issuance and other related costs, which are amortized to Interest and debt expense over the term of the debt. The proceeds of the offering were \$498 million, net of the original issuance discount, and were used toward the repayment of a portion of the debt that matured in August 2015.

In March 2014, we issued an aggregate principal amount of \$500 million of fixed-rate long-term debt, with \$250 million due in 2017 and \$250 million due in 2021. We incurred \$3 million of issuance and other related costs, which are amortized to Interest and debt expense over the term of the debt. The proceeds of the offering were \$498 million, net of the original issuance discount and were used toward the repayment of the \$1.0 billion of debt that matured in May 2014.

In May 2013, we issued an aggregate principal amount of \$1.0 billion of fixed-rate long-term debt, with \$500 million due in 2018 and \$500 million due in 2023. We incurred \$6 million of issuance and other related costs, which are amortized to Interest and debt expense over the term of the debt. The proceeds of the offering were \$986 million, net of the original issuance discount and were used toward the repayment of \$1.5 billion of maturing debt, including floating-rate notes. In connection with this repayment, we settled a floating-to-fixed interest rate swap associated with the maturing debt.

Long-term debt outstanding as of December 31, 2015 and 2014 is as follows:

	December 31,	
	2015	2014
Notes due 2015 at 3.95% (assumed with National acquisition)	\$ —	\$ 250
Notes due 2015 at 0.45%	—	750
Notes due 2016 at 2.375%	1,000	1,000
Notes due 2017 at 6.60% (assumed with National acquisition)	375	375
Notes due 2017 at 0.875%	250	250
Notes due 2018 at 1.00%	500	500
Notes due 2019 at 1.65%	750	750
Notes due 2020 at 1.75%	500	—
Notes due 2021 at 2.75%	250	250
Notes due 2023 at 2.25%	500	500
Total debt	<u>4,125</u>	<u>4,625</u>
Net unamortized (discount) premium and debt issuance costs	(5)	6
Total debt, including net unamortized (discount) premium and debt issuance costs	<u>4,120</u>	<u>4,631</u>
Current portion of long-term debt	(1,000)	(1,001)
Long-term debt	<u>\$ 3,120</u>	<u>\$ 3,630</u>

As of December 31, 2015, we retrospectively applied the provisions of ASU 2015-03 and ASU 2015-15 regarding the classification of debt issuance costs. See Note 2 for additional information. As a result, we reclassified \$11 million of applicable debt issuance costs as of December 31, 2014, from Other assets to Long-term debt, as comprehended in Net unamortized (discount) premium and debt issuance costs, in the table above.

Interest and debt expense was \$90 million in 2015, \$94 million in 2014 and \$95 million in 2013. This was net of the amortization of the debt (discount) premium and other debt issuance costs. Cash payments for interest on long-term debt were \$99 million in 2015 and \$102 million in both 2014 and 2013. Capitalized interest was not material.

## 12. Commitments and contingencies

### Operating leases

We conduct certain operations in leased facilities and also lease a portion of our data processing and other equipment. In addition, certain long-term supply agreements to purchase industrial gases are accounted for as operating leases. Lease agreements frequently include purchase and renewal provisions and require us to pay taxes, insurance and maintenance costs. Rental and lease expense incurred was \$ 98 million, \$ 113 million and \$120 million in 2015, 2014 and 2013, respectively.

### Capitalized software licenses

We have licenses for certain internal-use electronic design automation software that we account for as capital leases. The related liabilities are apportioned between Accounts payable and Deferred credits and other liabilities on our Consolidated Balance Sheets, depending on the contractual timing of payments.

### Purchase commitments

Some of our purchase commitments entered in the ordinary course of business provide for minimum payments.

As of December 31, 2015, we had committed to make the following minimum payments under our non-cancellable operating leases, capitalized software licenses and purchase commitments:

	Operating Leases	Capitalized Software Licenses	Purchase Commitments
2016	\$ 69	\$ 30	\$ 95
2017	53	2	54
2018	37	—	40
2019	21	—	33
2020	19	—	17
Thereafter	62	—	1

#### Indemnification guarantees

We routinely sell products with an intellectual property indemnification included in the terms of sale. Historically, we have had only minimal, infrequent losses associated with these indemnities. Consequently, we cannot reasonably estimate any future liabilities that may result.

#### Warranty costs/product liabilities

We accrue for known product-related claims if a loss is probable and can be reasonably estimated. During the periods presented, there have been no material accruals or payments regarding product warranty or product liability. Historically, we have experienced a low rate of payments on product claims. Although we cannot predict the likelihood or amount of any future claims, we do not believe they will have a material adverse effect on our financial condition, results of operations or liquidity. Typically, our warranties for semiconductor products obligate us to repair, replace or credit the purchase price of a covered product back to the buyer. Product claims may exceed the price of our products.

#### General

We are subject to various legal and administrative proceedings. Although it is not possible to predict the outcome of these matters, we believe that the results of these proceedings will not have a material adverse effect on our financial condition, results of operations or liquidity.

### **13. Supplemental financial information**

#### Acquisition charges

We incurred various costs as a result of the 2011 acquisition of National that are included in Other for segment reporting purposes, consistent with how management measures the performance of its segments. For the years ended December 31, 2015, 2014 and 2013, Acquisition charges were primarily from the ongoing amortization of intangible assets resulting from the National acquisition. See Note 9 for additional information.

#### **Other Income (Expense), Net (OI&E)**

	For Years Ended December 31,					
	2015		2014		2013	
Lease income	\$	14	\$	14	\$	14
Tax interest income (expense)		8		6		(10)
Interest income		6		7		10
Currency exchange gains (losses)		5		(4)		(2)
Investment gains (losses)		3		5		18
Other		(4)		(7)		(13)
Total	\$	32	\$	21	\$	17

## Prepaid Expenses and Other Current Assets

	December 31,	
	2015	2014
Prepaid taxes on intercompany inventory profits, net	\$ 801	\$ 693
Other prepaid expenses and current assets	199	157
<b>Total</b>	<b>\$ 1,000</b>	<b>\$ 850</b>

## Property, Plant and Equipment at Cost

	Depreciable Lives (Years)	December 31,	
		2015	2014
Land	n/a	\$ 127	\$ 137
Buildings and improvements	5 - 40	2,789	2,801
Machinery and equipment	3 - 10	2,549	3,328
<b>Total</b>		<b>\$ 5,465</b>	<b>\$ 6,266</b>

## Accumulated Other Comprehensive Income (Loss), Net of Taxes (AOCI)

	December 31,	
	2015	2014
Postretirement benefit plans:		
Net actuarial loss	\$ (550)	\$ (529)
Prior service credit	20	—
Cash flow hedge derivative	(2)	(3)
<b>Total</b>	<b>\$ (532)</b>	<b>\$ (532)</b>

### Details on amounts reclassified out of Accumulated other comprehensive income (loss), net of taxes, to Net income

Our Consolidated Statements of Comprehensive Income include items that have been recognized within Net income during the years ended December 31, 2015, 2014 and 2013. The table below details where on the Consolidated Statements of Income these transactions are recorded.

Details about AOCI Components	For Years Ended December 31,			Impact to Related Statement of Income Line
	2015	2014	2013	
Net actuarial gains (losses) of defined benefit plans:				
Recognized net actuarial loss and Settlement losses (a)	\$ 78	\$ 63	\$ 108	Increase to Pension expense (b)
Tax effect	(25)	(21)	(37)	Decrease to Provision for income taxes
Recognized within Net income, net of taxes	<u>\$ 53</u>	<u>\$ 42</u>	<u>\$ 71</u>	Decrease to Net income
Prior service (cost) credit of defined benefit plans:				
Amortization of prior service cost (credit) and Curtailment gain (a)	\$ —	\$ —	\$ (5)	Decrease to Pension expense (b)
Tax effect	—	—	2	Increase to Provision for income taxes
Recognized within Net income, net of taxes	<u>\$ —</u>	<u>\$ —</u>	<u>\$ (3)</u>	Increase to Net income
Derivative instruments:				
Amortization of treasury rate locks	\$ 2	\$ 2	\$ 2	Increase to Interest and debt expense
Tax effect	(1)	(1)	(1)	Decrease to Provision for income taxes
Recognized within Net income, net of taxes	<u>\$ 1</u>	<u>\$ 1</u>	<u>\$ 1</u>	Decrease to Net income

(a) Detailed in Note 10.

(b) Pension expense is included in COR, R&D, SG&A and Restructuring charges/other in the Consolidated Statements of Income.

**14. Quarterly financial data (unaudited)**

2015	Quarter			
	1st	2nd	3rd	4th
Revenue	\$ 3,150	\$ 3,232	\$ 3,429	\$ 3,189
Gross profit	1,816	1,881	1,997	1,866
Included in Operating profit:				
Acquisition charges	83	82	83	81
Restructuring charges/other	(2)	(1)	—	(68)
Operating profit	958	1,010	1,164	1,142
Net income	656	696	798	836
Earnings per common share:				
Basic earnings per common share	\$ 0.62	\$ 0.66	\$ 0.77	\$ 0.81
Diluted earnings per common share	0.61	0.65	0.76	0.80

2014	Quarter			
	1st	2nd	3rd	4th
Revenue	\$ 2,983	\$ 3,292	\$ 3,501	\$ 3,269
Gross profit	1,607	1,881	2,044	1,895
Included in Operating profit:				
Acquisition charges	83	82	83	82
Restructuring charges/other	(11)	(4)	(9)	(27)
Operating profit	690	982	1,175	1,100
Net income	487	683	826	825
Earnings per common share:				
Basic earnings per common share	\$ 0.44	\$ 0.63	\$ 0.77	\$ 0.78
Diluted earnings per common share	0.44	0.62	0.76	0.76

**Report of independent registered public accounting firm**

The Board of Directors and Stockholders  
Texas Instruments Incorporated

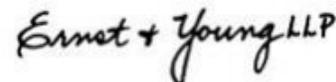
We have audited the accompanying consolidated balance sheets of Texas Instruments Incorporated and subsidiaries (the Company) as of December 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2015. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these 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 financial statements referred to above present fairly, in all material respects, the consolidated financial position of Texas Instruments Incorporated and subsidiaries at December 31, 2015 and 2014, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 2 to the consolidated financial statements, the Company changed its method of classifying deferred tax assets and liabilities effective December 31, 2015.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 24, 2016, expressed an unqualified opinion thereon.

The signature of Ernst & Young LLP is written in a cursive, handwritten style in black ink.

Dallas, Texas  
February 24, 2016

**ITEM 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.**

Not applicable.

**ITEM 9A. Controls and Procedures.**

Disclosure controls and procedures

An evaluation as of the end of the period covered by this report was carried out under the supervision and with the participation of TI's management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of TI's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that those disclosure controls and procedures were effective.

Internal control over financial reporting

*Report by management on internal control over financial reporting*

The management of TI is responsible for establishing and maintaining effective internal control over financial reporting. TI's internal control system was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation and fair presentation of financial statements issued for external purposes in accordance with generally accepted accounting principles. There has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) that occurred during the fourth quarter of 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

All internal control systems, no matter how well designed, have inherent limitations and 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.

TI management assessed the effectiveness of internal control over financial reporting as of December 31, 2015. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria) in Internal Control – Integrated Framework. Based on our assessment we believe that, as of December 31, 2015, our internal control over financial reporting is effective based on the COSO criteria.

TI's independent registered public accounting firm, Ernst & Young LLP, has issued an audit report on the effectiveness of our internal control over financial reporting, which immediately follows this report.

*Report of independent registered public accounting firm on internal control over financial reporting*

The Board of Directors and Stockholders  
Texas Instruments Incorporated

We have audited Texas Instruments Incorporated's internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Texas Instruments Incorporated'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 by 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.

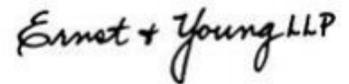
We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material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

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

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

In our opinion, Texas Instruments Incorporated maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Texas Instruments Incorporated 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 three years in the period ended December 31, 2015, and our report dated February 24, 2016, expressed an unqualified opinion thereon.

The signature of Ernst & Young LLP is written in a cursive, handwritten style in black ink.

Dallas, Texas  
February 24, 2016

**ITEM 9B. Other Information.**

Not applicable.

## PART III

### **ITEM 10. Directors, Executive Officers and Corporate Governance.**

The information with respect to directors' names, ages, positions, term of office and periods of service, which is contained under the caption "Election of directors" in our proxy statement for the 2016 annual meeting of stockholders, is incorporated herein by reference to such proxy statement.

The information with respect to directors' business experience, which is contained under the caption "Board diversity and nominee qualifications" in our proxy statement for the 2016 annual meeting of stockholders, is incorporated herein by reference to such proxy statement.

The information with respect to Section 16(a) beneficial ownership reporting compliance contained under the caption of the same name in our proxy statement for the 2016 annual meeting of stockholders is incorporated herein by reference to such proxy statement.

A list of our executive officers and their biographical information appears in Part I, Item 1 of this report .

#### Code of Ethics

We have adopted the Code of Ethics for TI Chief Executive Officer and Senior Finance Officers. A copy of the Code can be found on our web site at [www.ti.com/corporategovernance](http://www.ti.com/corporategovernance). We intend to satisfy the disclosure requirements of the SEC regarding amendments to, or waivers from, the Code by posting such information on the same web site .

#### Audit Committee

The information contained under the caption "Committees of the board" with respect to the audit committee and the audit committee financial expert in our proxy statement for the 2016 annual meeting of stockholders is incorporated herein by reference to such proxy statement .

### **ITEM 11. Executive Compensation.**

The information contained under the captions "Director compensation" and "Executive compensation" in our proxy statement for the 2016 annual meeting of stockholders is incorporated herein by reference to such proxy statement, provided that the Compensation Committee report shall not be deemed filed with this Form 10-K.

The information contained under the caption "Compensation committee interlocks and insider participation" in our proxy statement for the 2016 annual meeting of stockholders is incorporated herein by reference to such proxy statement .

### **ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

#### Equity compensation plan information

The information contained under the caption "Equity compensation plan information" in our proxy statement for the 2016 annual meeting of stockholders is incorporated herein by reference to such proxy statement.

#### Security ownership of certain beneficial owners and management

The information that is contained under the captions "Security ownership of certain beneficial owners" and "Security ownership of directors and management" in our proxy statement for the 2016 annual meeting of stockholders is incorporated herein by reference to such proxy statement .

### **ITEM 13. Certain Relationships and Related Transactions, and Director Independence.**

The information contained under the caption "Related person transactions" in our proxy statement for the 2016 annual meeting of stockholders is incorporated herein by reference to such proxy statement.

The information contained under the caption "Director independence" in our proxy statement for the 2016 annual meeting of stockholders is incorporated herein by reference to such proxy statement .

**ITEM 14. Principal Accountant Fees and Services.**

The information with respect to principal accountant fees and services contained under the caption “Proposal to ratify appointment of independent registered public accounting firm” in our proxy statement for the 2016 annual meeting of stockholders is incorporated herein by reference to such proxy statement .

**PART IV**

**ITEM 15. Exhibits, Financial Statement Schedules.**

The financial statements are listed in the index included in Item 8, “Financial Statements and Supplementary Data.”

Designation of Exhibit	Description of Exhibit	Incorporated by Reference				Filed or Furnished Herewith
		Form	File Number	Date of Filing	Exhibit Number	
<b>3(a)</b>	Restated Certificate of Incorporation of the Registrant, dated April 18, 1985, as amended	10-K	001-3761	February 24, 2015	3(a)	
<b>3(b)</b>	By-Laws of the Registrant	10-K	001-3761	February 24, 2015	3(b)	
<b>4(a)</b>	Indenture	8-K	001-3761	May 23, 2011	4.2	
<b>4(b)</b>	Officer’s Certificate	8-K	001-3761	May 23, 2011	4.3	
<b>4(c)</b>	Officer’s Certificate	8-K	001-3761	May 8, 2013	4.2	
<b>4(d)</b>	Officer’s Certificate	8-K	001-3761	March 12, 2014	4.2	
<b>4(e)</b>	Officer’s Certificate	8-K	001-3761	May 6, 2015	4.1	
<b>4(f)</b>	The Registrant has omitted certain instruments defining the rights of holders of long-term debt of the Registrant and its subsidiaries pursuant to Regulation S-K, Item 601(b)(4)(iii)(A). The Registrant undertakes to furnish a copy of such instruments to the Securities and Exchange Commission upon request.					
<b>10(a)</b>	TI Deferred Compensation Plan, as amended*					X
<b>10(b)</b>	TI Employees Non-Qualified Pension Plan, effective January 1, 2009, as amended*					X
<b>10(c)</b>	TI Employees Non-Qualified Pension Plan II*					X
<b>10(d)</b>	Texas Instruments Long-Term Incentive Plan, adopted April 15, 1993*	10-K	001-3761	February 24, 2012	10(c)	
<b>10(e)</b>	Texas Instruments 2000 Long-Term Incentive Plan as amended October 16, 2008*	10-K	001-3761	February 24, 2015	10(e)	
<b>10(f)</b>	Texas Instruments 2003 Long-Term Incentive Plan as amended October 16, 2008	10-K	001-3761	February 24, 2015	10(f)	
<b>10(g)</b>	Texas Instruments Executive Officer Performance Plan as amended September 17, 2009*	10-K	001-3761	February 24, 2015	10(g)	
<b>10(h)</b>	Texas Instruments Restricted Stock Unit Plan for Directors, as amended, dated April 16, 1998	10-K	001-3761	February 24, 2012	10(h)	
<b>10(i)</b>	Texas Instruments Directors Deferred Compensation Plan, as amended, dated April 16, 1998	10-K	001-3761	February 24, 2012	10(i)	
<b>10(j)</b>	Texas Instruments 2003 Director Compensation Plan as amended January 19, 2012	10-K	001-3761	February 24, 2015	10(j)	
<b>10(k)</b>	Form of Non-Qualified Stock Option Agreement for Executive Officers under the Texas Instruments 2009 Long-Term Incentive Plan*	10-K	001-3761	February 22, 2013	10(l)	
<b>10(l)</b>	Form of Restricted Stock Unit Award Agreement under the Texas Instruments 2009 Long-Term Incentive Plan*	10-K	001-3761	February 22, 2013	10(m)	
<b>10(m)</b>	Texas Instruments 2009 Long-Term Incentive Plan as amended January 19, 2012 *	10-K	001-3761	February 24, 2015	10(m)	
<b>10(n)</b>	Texas Instruments 2009 Director Compensation Plan as amended December 2, 2010	8-K	001-3761	December 7, 2010	10	
<b>12</b>	Ratio of Earnings to Fixed Charges					X
<b>21</b>	List of Subsidiaries of the Registrant					X
<b>23</b>	Consent of Independent Registered Public Accounting Firm					X
<b>31(a)</b>	Rule 13a-14(a)/15(d)-14(a) Certification of Chief Executive Officer					X
<b>31(b)</b>	Rule 13a-14(a)/15(d)-14(a) Certification of Chief Financial Officer					X

<b>32(a)</b>	Section 1350 Certification of Chief Executive Officer		X
<b>32(b)</b>	Section 1350 Certification of Chief Financial Officer		X
<b>101.ins</b>	Instance Document		X
<b>101.sch</b>	XBRL Taxonomy Schema		X
<b>101.cal</b>	XBRL Taxonomy Calculation Linkbase		X
<b>101.Def</b>	XBRL Taxonomy Definitions Document		X
<b>101.lab</b>	XBRL Taxonomy Labels Linkbase		X
<b>101.pre</b>	XBRL Taxonomy Presentation Linkbase		X

\* Management compensation plans and arrangements

#### Notice regarding forward-looking statements

This report includes forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally can be identified by phrases such as TI or its management “believes,” “expects,” “anticipates,” “foresees,” “forecasts,” “estimates” or other words or phrases of similar import. Similarly, statements herein that describe TI’s business strategy, outlook, objectives, plans, intentions or goals also are forward-looking statements. All such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those in forward-looking statements.

We urge you to carefully consider the following important factors that could cause actual results to differ materially from the expectations of TI or its management:

- Market demand for semiconductors, particularly in TI’s end markets;
- TI’s ability to compete in products and prices in an intensely competitive industry;
- Losses or curtailments of purchases from key customers and the timing and amount of distributor and other customer inventory adjustments;
- Customer demand that differs from forecasts and the financial impact of inadequate or excess TI inventory that results from demand that differs from projections;
- TI’s ability to maintain or improve profit margins, including its ability to utilize its manufacturing facilities at sufficient levels to cover its fixed operating costs, in an intensely competitive and cyclical industry;
- TI’s ability to develop, manufacture and market innovative products in a rapidly changing technological environment;
- Economic, social and political conditions in the countries in which TI, its customers or its suppliers operate, including security risks, health conditions, possible disruptions in transportation, communications and information technology networks and fluctuations in foreign currency exchange rates;
- Natural events such as severe weather, geological events or health epidemics in the locations in which TI, its customers or its suppliers operate;
- Breaches of TI’s information technology systems or those of its customers or suppliers;
- Availability and cost of raw materials, utilities, manufacturing equipment, third-party manufacturing services and manufacturing technology;
- Timely implementation of new manufacturing technologies and installation of manufacturing equipment, and the ability to obtain needed third-party foundry and assembly/test subcontract services;
- TI’s ability to maintain and enforce a strong intellectual property portfolio and obtain needed licenses from third parties, expiration of license agreements between TI and its patent licensees, and market conditions reducing royalty payments to TI;
- Compliance with or changes in the complex laws, rules and regulations to which TI is or may become subject, or actions of enforcement authorities, that restrict TI’s ability to manufacture its products or operate its business, or subject us to fines, penalties, or other legal liability;

- Product liability or warranty claims, claims based on epidemic or delivery failure, or other claims relating to TI products, manufacturing, services, design or communications, or recalls by TI customers for a product containing a TI part;
- Changes in the tax rate applicable to TI as the result of changes in tax law, the jurisdictions in which profits are determined to be earned and taxed, adverse resolution of tax audits and the ability to realize deferred tax assets;
- Financial difficulties of distributors or their promotion of competing product lines to TI's detriment;
- A loss suffered by a customer or distributor of TI with respect to TI-consigned inventory;
- Instability in the global credit and financial markets that affects TI's ability to fund its daily operations, invest in the business, make strategic acquisitions, or make principal and interest payments on its debt;
- Increases in health care and pension benefit costs;
- TI's ability to recruit and retain skilled personnel;
- TI's ability to successfully integrate and realize opportunities for growth from acquisitions, and its ability to realize its expectations regarding the amount and timing of restructuring charges and associated cost savings; and
- Impairments of TI's non-financial assets.

For a more detailed discussion of these factors see the Risk Factors discussion in Item 1A of this report. The forward-looking statements included in this report are made only as of the date of this report, and we undertake no obligation to update the forward-looking statements to reflect subsequent events or circumstances.



Each person whose signature appears below constitutes and appoints each of Richard K. Templeton, Kevin P. March, and Cynthia Hoff Trochu, or any of them, each acting alone, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities in connection with the annual report on Form 10-K of Texas Instruments Incorporated for the year ended December 31, 2015, to sign any and all amendments to the Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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 the 24th day of February 2016.

<u>Signature</u>	<u>Title</u>
<u>/s/ Ralph W. Babb, Jr.</u> <b>Ralph W. Babb, Jr.</b>	Director
<u>/s/ Mark A. Blinn</u> <b>Mark A. Blinn</b>	Director
<u>/s/ Daniel A. Carp</u> <b>Daniel A. Carp</b>	Director
<u>/s/ Janet F. Clark</u> <b>Janet F. Clark</b>	Director
<u>/s/ Carrie S. Cox</u> <b>Carrie S. Cox</b>	Director
<u>/s/ Ronald Kirk</u> <b>Ronald Kirk</b>	Director
<u>/s/ Pamela H. Patsley</u> <b>Pamela H. Patsley</b>	Director
<u>/s/ Robert E. Sanchez</u> <b>Robert E. Sanchez</b>	Director
<u>/s/ Wayne R. Sanders</u> <b>Wayne R. Sanders</b>	Director
<u>/s/ Ruth J. Simmons</u> <b>Ruth J. Simmons</b>	Director
<u>/s/ Richard K. Templeton</u> <b>Richard K. Templeton</b>	Chairman of the Board; Director; President; Chief Executive Officer
<u>/s/ Christine Todd Whitman</u> <b>Christine Todd Whitman</b>	Director
<u>/s/ Kevin P. March</u> <b>Kevin P. March</b>	Senior Vice President; Chief Financial Officer; Chief Accounting Officer

**TI DEFERRED COMPENSATION PLAN**

(Effective January 1, 2009)

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## TI DEFERRED COMPENSATION PLAN

Texas Instruments Incorporated, a Delaware corporation with its principal offices in Dallas, Texas (hereinafter referred to as "TI" or "the Company"), froze the TI Deferred Compensation Plan (the "Frozen DCP"), effective as of December 31, 2004, to new participants, to new elective deferrals and to benefits under the Frozen DCP to the extent benefits under that plan were earned and vested as of that date. Effective as of January 1, 2005, TI established a new deferred compensation plan (the "New Plan") in order (i) to provide a select group of management or highly compensated employees described in Section 201(2) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") with the opportunity to defer payment of certain compensation and benefits earned from and after January 1, 2005 to a later date, (ii) to provide for the payment of benefits under the Frozen DCP which were not earned and vested as of January 1, 2005, and (iii) to restore certain benefits earned and/or vested on or after January 1, 2005, which cannot be provided under the TI Contribution and 401(k) Savings Plan or the TI 401(k) Savings Plan as a result of that deferral of compensation or by reason of the application of Section 401(a)(17) and/or Section 415 of the Internal Revenue Code of 1986, as amended (the "Code"), all in accordance with the interim guidance promulgated under Section 409A of the Code. The benefits provided under the New Plan are unfunded with the result that the participants in the Plan are general unsecured creditors of TI. TI hereby amends and restates the New Plan, effective as of January 1, 2009 (the "A&R Plan" or the "Plan"), in the form provided herein in order, among other things, to establish the name of the A&R Plan as the "TI Deferred Compensation Plan" and to comply with the Final Treasury Regulations of Section 409A of the Code.

Prior to January 1, 2009, the deferral of amounts and restoration of benefits pursuant to the New Plan was governed by the applicable interim guidance under Section 409A of the Code in effect prior to January 1, 2009, and the deferral of compensation earned from and after January 1, 2009 and the restoration of benefits from and after January 1, 2009, as well as all amounts in a Participant's Accounts on or after January 1, 2009, shall be governed by the terms and conditions of this A&R Plan.

Effective as of November 1, 2008, the Frozen DCP was merged into the New Plan in order to permit the election provisions described in this A&R Plan which took effect as of November 1, 2008 to apply to all of the amounts under the Frozen DCP, except for the Frozen Non-Qualified Pension Plan Deferrals, and as a result of that merger and material modification of the Frozen DCP, it became subject to the requirements of Section 409A of the Code as of November 1, 2008, for all of the amounts in the Frozen DCP other than the Frozen Non-Qualified Pension Plan Deferrals. The amounts in the accounts of the participants in the Frozen DCP (except for the Frozen Non-Qualified Pension Plan Deferrals) were governed by the terms and conditions of the New Plan until January 1, 2009 (except for the election provisions set forth herein which took effect as of November 1, 2008), and from and after January 1, 2009, shall be governed by the terms and conditions of this A&R Plan. The terms of the Frozen DCP as in effect prior to November 1, 2008 shall remain applicable to and shall govern the Frozen Non-Qualified Pension Plan Deferrals. In addition, any amounts in pay status as of November 1, 2008, whether originally payable from the Frozen DCP or the New Plan, shall continue to be payable pursuant to the terms of the Frozen DCP as in effect prior to November 1, 2008 or the New Plan, as the case may be.

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**Article I**  
**Definitions**

Whenever used in this Plan, the following words and phrases shall have the meanings set forth below, unless a different meaning is plainly required by the context. Unless otherwise indicated by the context, any masculine terminology when used in the Plan shall also include the feminine gender, and the definition of any term in the singular shall also include the plural.

Sec. 1-1. Account. “Account” or “Accounts” means, as the context requires, the Deferred Compensation Account and/or the Benefit Restoration Account of a Participant.

Sec. 1-2. Administration Committee. “Administration Committee” means the person or persons from time to time acting under the provisions of Article V hereof.

Sec. 1-3. Beneficiary. “Beneficiary” means the person or persons, entity or entities, trust or trusts, or the Participant’s estate, including one or more organizations described in each of Sections 170(c), 2055(a), and 2522(a) of the Code (or any substitute provisions), named by a Participant who is not married as his Beneficiary or contingent Beneficiary. “Beneficiary” means, in the case of a married Participant, the spouse (as defined in the Defense of Marriage Act) of the Participant at the time of his death, provided that a married Participant shall be entitled to designate one or more of the types of Beneficiaries or contingent Beneficiaries that an unmarried Participant may select, other than the Participant’s spouse, to receive any amount payable under the Plan in the event of his death and from time to time to change such designation. Such married Participant’s alternate designation of a non-spousal Beneficiary shall not be effective, however, unless:

- (i) the spouse of the Participant consents in writing to such designation and the spouse’s consent acknowledges the effect of such designation and is witnessed by a Plan representative or a notary public; or
- (ii) the Participant establishes to the satisfaction of the Administration Committee that such spouse’s consent may not be obtained because the spouse cannot be located.

Any consent by a spouse (or the establishment that consent of a spouse may not be obtained) shall be effective only with respect to that spouse. Such spouse may revoke his consent by filing prior to the applicable Scheduled Distribution Date of the Participant a revocation in such form and manner as the Administration Committee shall specify. The Administration Committee may rely on the representations by the Participant as to whether the Participant has no spouse or the spouse cannot be located and shall have no liability for such reliance. All Beneficiary designations and changes of Beneficiary designations shall be made in accordance with such rules and regulations, as the Administration Committee shall prescribe.

A person who is an alternate payee under a qualified domestic relations order may be considered a Beneficiary for purposes of this Plan.

Sec. 1-4. Benefit Restoration Account. “Benefit Restoration Account” means the bookkeeping account of a Participant maintained by TI which reflects amounts attributable to the benefit restoration account in the New Plan and the benefit restoration account in the Frozen DCP and contributions and earnings posted pursuant to Sections 3-3 and 3-4 hereof.

Sec. 1-5. Board of Directors. “Board of Directors” means the Board of Directors of TI or of any Subsidiary which has adopted this Plan.

Sec. 1-6. Cash Profit Sharing Compensation. “Cash Profit Sharing Compensation” means the cash profit sharing bonus payable for a Plan Year under the TI Employees Cash Profit Sharing Plan, as amended from time to time, and any successor to that program.

Sec. 1-7. Code. “Code” means the Internal Revenue Code of 1986, as amended.

Sec. 1-8. Compensation. “Compensation” means: (a) a Designated Employee’s Regular Compensation; (b) a Designated Employee’s Year-End Performance Bonus; and (c) any amounts paid to the Designated Employee as Cash Profit Sharing Compensation. In addition, “Compensation” as provided in Sections 2-4 and 3-3(iii) for purposes of determining any “Matched Savings Contribution” shall have the same meaning as in the TI 401(k) Savings Plan.

Sec. 1-9. Compensation Committee. “Compensation Committee” means the Compensation Committee of the Board of Directors of TI.

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Sec. 1-10. Deferred Compensation Account. “Deferred Compensation Account” means the bookkeeping account of a Participant maintained by TI, which reflects the following:

(i) amounts in the portion of the Account attributable to the deferred compensation account in the Frozen DCP, other than amounts attributable to Frozen Non-Qualified Pension Plan Deferrals;

(ii) amounts in the portion of the Account attributable to the deferred compensation account in the Frozen DCP composed of the Frozen Non-Qualified Pension Plan Deferrals;

(iii) amounts in the portion of the Account attributable to the deferred compensation account in the New Plan (including amounts attributable to deferrals of benefits from the TI Employees Non-Qualified Pension Plan II pursuant to the deferral election provided for the 2005 Plan Year which either (a) were credited to the Account prior to January 1, 2009, or (b) are payable from the TI Employees Non-Qualified Pension Plan II as of December 31, 2008 but may not actually be credited to the Account until after January 1, 2009); and

(iv) contributions and earnings posted pursuant to Section 3-2 hereof.

Sec. 1-11. Deferred Compensation Agreement. “Deferred Compensation Agreement” means an agreement pursuant to which a Designated Employee elects to defer part of his Compensation and which specifies:

(i) that the Designated Employee agrees to participate in this Plan in accordance with its provisions; and

(ii) that the Deferred Compensation Agreement shall be subject to this Plan in all respects.

Sec. 1-12. Designated Employee. “Designated Employee” means an employee of TI or a Subsidiary who is eligible to participate in a Deferred Compensation Account pursuant to Section 2-1 of this Plan and to defer Compensation during a Plan Year.

Sec. 1-13. Election Period. “Election Period” means the annual election period during which Participants who are Designated Employees may enter into new Deferred Compensation Agreements in accordance with Article III and make such other elections as provided for in this Plan. Such annual election period shall be the period prior to the beginning of a Plan Year as specified by the Administration Committee and communicated to the Designated Employees.

Sec. 1-14. Eligible Employee. “Eligible Employee” means an Employee other than an Employee who is defined as a “Tucson Participant” in Appendix E of the TI Employees Pension Plan.

Sec. 1-15. Employee. “Employee” means any employee of TI or its Subsidiaries, whether full or part-time.

Sec. 1-16. Employer. “Employer” means Texas Instruments Incorporated and any other corporation and any other member of the controlled group of corporations (as defined in Section 414(b) of the Code) which includes TI and which adopts the TI 401(k) Savings Plan or the TI Contribution and 401(k) Savings Plan, unless the controlled group member’s adopting resolutions specifically provide that while adopting the TI 401(k) Savings Plan or the TI Contribution and 401(k) Savings Plan, it is not adopting this Plan. In any event, among the Employers, TI shall have sole power to amend or terminate this Plan.

Sec. 1-17. ERISA. “ERISA” means the Employee Retirement Income Security Act of 1974, as amended.

Sec. 1-18. Frozen Non-Qualified Pension Plan Deferrals. “Frozen Non-Qualified Pension Plan Deferrals” means amounts from the TI Employees Non-Qualified Pension Plan which was frozen as of December 31, 2004, attributable to deferrals of benefits which either (a) were credited prior to January 1, 2009 to the portion of a Participant’s Deferred Compensation Account composed of the deferred compensation account in the Frozen DCP, or (b) are payable from said frozen Employees Non-Qualified Pension Plan as of December 31, 2008 to the portion of a Participant’s Deferred Compensation Account composed of the deferred compensation account in the Frozen DCP, but which may not actually be credited to the Deferred Compensation Account until after January 1, 2009, plus earnings thereon.

Sec. 1-19. Participant. “Participant” means both an Active Participant and an Inactive Participant, as such terms are defined in this Section 1-19.

(i) “Active Participant” shall include:

(a) an Employee who executes a Deferred Compensation Agreement for the current Plan Year in accordance with Article III hereof and who is not an “Inactive Participant” as defined in (ii) below; and

(b) an Eligible Employee who is credited with an amount to his Benefit Restoration Account.

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- (ii) “Inactive Participant” shall include:
- (a) with respect to the Deferred Compensation Account, a Designated Employee who has a Deferred Compensation Account balance but who did not execute a Deferred Compensation Agreement for the current Plan Year in accordance with Article III hereof;
  - (b) an Employee who has a Deferred Compensation Account balance, but who is no longer a Designated Employee;
  - (c) an Eligible Employee who has a Benefit Restoration Account balance, but who is not currently being credited with amounts to that account; and
  - (d) a former Employee who has a Deferred Compensation Account balance and/or a Benefit Restoration Account balance and who has experienced a “separation from service” as defined in Section 1.409A-1(h) of the Final Treasury Regulations under Section 409A of the Code, or any successor provision thereto, including any former Employees who were participants in the Frozen DCP and/or the New Plan.

Sec. 1-20. Plan Year. “Plan Year” means a calendar year.

Sec. 1-21. Regular Compensation. “Regular Compensation” means a Designated Employee’s regular base salary (including straight time, holiday pay, timebank, jury duty, disability pay, workers compensation and military pay) relating to services performed for the Employer during any calendar year, but excluding commissions, bonuses, and any other incentive compensation.

Sec. 1-22. Scheduled Distribution Date. “Scheduled Distribution Date” means the month and year designated by the Participant pursuant to Section 3-6.

Sec. 1-23. Subsidiary. “Subsidiary” means any entity whose assets and net income are included in the consolidated financial statements of TI and its Subsidiaries audited by TI’s independent auditors and reported to shareholders in the published annual report to shareholders.

Sec. 1-24. Year-End Performance Bonus. “Year-End Performance Bonus” means a cash incentive award payable for a Plan Year under the Texas Instruments’ Executive Officer Performance Plan and performance bonuses payable under any Employer’s annual performance bonus plan, as amended from time to time, and any successor to such plan or program. Merit, retention, sales, completion, individual, team, signing, and other similar bonuses are not eligible for deferral as a “Year-End Performance Bonus.”

## **Article II**

### **Eligibility and Participation**

Sec. 2-1. Eligibility.

(i) Annual eligibility to participate in a Deferred Compensation Account shall be limited to Employees on the U.S. payroll who are selected by, and at the sole discretion of, the Compensation Committee, the TI Senior Vice President responsible for Human Resources or such other individual designated by the Compensation Committee who represent a select group of management or highly-compensated employees of TI or its Subsidiaries, consistent with the Plan’s status under ERISA as a plan for a select group of management or highly compensated employees. An Employee selected to participate as provided in this paragraph will be eligible to participate in a Deferred Compensation Account in accordance with the provisions of Section 2-2 below as a Designated Employee.

(ii) Eligible Employees shall be eligible to participate in a Benefit Restoration Account in accordance with the provisions of Section 2-3 or Section 2-4 below, provided the Compensation Committee, the TI Senior Vice President responsible for Human Resources or such other individual designated by the Compensation Committee has determined, in its or such individual’s sole discretion, that those Employees represent a select group of management or highly-compensated employees of TI or its Subsidiaries, consistent with the Plan’s status under ERISA as a plan for a select group of management or highly compensated employees. The participation of a Participant who has an amount credited to his Benefit Restoration Account pursuant to Section 2-3 or Section 2-4 shall be automatic. The participation of a Designated Employee in a Deferred Compensation Account is elective, as described below.

Sec. 2-2. Participation in a Deferred Compensation Account. A Designated Employee shall become a Participant in a Deferred Compensation Account by completing a Deferred Compensation Agreement in the manner and form (including without limitation, telephonic and electronic transmission, utilization of voice response systems and computer entry, to the extent such form is permissible under Section 409A of the Code) specified by the Administration Committee, and electing to defer Compensation as provided in Section 3-2 below.

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Sec. 2-3. Participation in a Benefit Restoration Account for Participants in the TI Contribution and 401(k) Savings Plan.

(i) An Eligible Employee will become a Participant in this Plan, and a Benefit Restoration Account in the name of the Participant will be credited with contributions not credited to such Participant's "Contribution Account" under the TI Contribution and 401(k) Savings Plan for that Plan Year as of the date the limitations under Section 401(a)(17) of the Code and/or Section 415 of the Code are first applicable, so that allocations under the TI Contribution and 401(k) Savings Plan allocable to such account of such Participant are restricted.

(ii) An Eligible Employee will become a Participant in this Plan, and a Benefit Restoration Account in the name of such Participant will be credited with "Employer 401(m) Contributions" not credited to the Participant's "401(k) Account" under the TI Contribution and 401(k) Savings Plan for that Plan Year as of the date the limitations under Section 401(a)(17) and/or Section 415 of the Code first restrict contributions or allocations under the TI Contribution and 401(k) Savings Plan; provided that the Participant has made an election under the TI Contribution and 401(k) Savings Plan to defer the maximum amount of compensation permitted under Section 402(g) of the Code.

(iii) A Designated Employee who otherwise is an Eligible Employee will become a Participant in this Plan and a Benefit Restoration Account in the name of the Participant will be credited with contributions not credited to the Participant's "Contribution Account," and with "Employer 401(m) Contributions" not credited to the Participant's "401(k) Account" under the TI Contribution and 401(k) Savings Plan for that Plan Year because the Participant deferred Regular Compensation or deferred Year-End Performance Bonus under this Plan, as of the earliest date the deferred Regular Compensation or deferred Year-End Performance Bonus is credited to the Participant's Deferred Compensation Account pursuant to Section 3-2 below; provided that no "Employer 401(m) Contributions" restoration shall be made unless the Participant has made an election under the TI Contribution and 401(k) Savings Plan to defer the maximum amount of compensation permitted under Section 402(g) of the Code.

Sec. 2-4. Participation in a Benefit Restoration Account for Participants in the TI 401(k) Savings Plan. A Designated Employee who otherwise is an Eligible Employee will become a Participant in this Plan, and a Benefit Restoration Account in the name of such Participant will be credited with "Employer Matched Savings Contributions" not credited to the Participant's "401(k) Account" under the TI 401(k) Savings Plan for that Plan Year solely because the Participant deferred Regular Compensation or deferred Year-End Performance Bonus under this Plan, as of the earliest date the Regular Compensation or Year-End Performance Bonus is credited to the Participant's Deferred Compensation Account pursuant to Section 3-2 below; provided that the Participant has made an election under the TI 401(k) Savings Plan to defer the maximum amount of compensation permitted under Section 402(g) of the Code, and provided further that such contribution, when added to any "Matched Savings Contribution" actually made pursuant to the TI 401(k) Savings Plan, does not exceed 2% of such Participant's Compensation during the Plan Year as limited by Section 401(a)(17) of the Code.

**Article III**  
**Participant Account**

Sec. 3-1. Participant Account. TI shall maintain for each Participant an unfunded bookkeeping Deferred Compensation Account and/or Benefit Restoration Account to which shall be credited or debited all contributions and any earnings and losses that would have been incurred thereon if the Accounts had been invested as directed by the Participant or as otherwise so provided pursuant to this Article III. A Participant shall at all times have a fully vested and non-forfeitable right to the amounts credited to his Deferred Compensation Account under this Plan, subject to the distribution provisions and other requirements of this Plan. To the extent the Participant is vested in corresponding benefits under the TI 401(k) Savings Plan or the TI Contribution and 401(k) Savings Plan, the Participant shall be vested in the amounts credited to his Benefit Restoration Account, subject to the distribution provisions and other requirements of this Plan.

Sec. 3-2. Elections by Participants for Deferred Compensation Accounts.

(i) Each Designated Employee may elect to participate in a Deferred Compensation Account by completing a Deferred Compensation Agreement during the Election Period.

(ii) A Designated Employee who elects to participate in a Deferred Compensation Account may, during the applicable Election Period, elect to defer into a Deferred Compensation Account no more than 90% of the Designated Employee's Year-End Performance Bonus that is earned in the upcoming Plan Year and paid in the following Plan Year. A Participant's election to defer his Year-End Performance Bonus is irrevocable and shall become effective as of the first day of the Plan Year immediately following such Election Period.

(iii) A Designated Employee who elects to participate in a Deferred Compensation Account may, during the applicable Election Period, elect to defer into the Deferred Compensation Account no more than 90% of the Designated Employee's Cash Profit Sharing Compensation that is earned in the upcoming Plan Year and paid in the following Plan

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Year. A Participant's election to defer Cash Profit Sharing Compensation is irrevocable and shall become effective as of the first day of the Plan Year immediately following such Election Period.

(iv) A Designated Employee who elects to participate in a Deferred Compensation Account may, during the applicable Election Period, elect to defer into the Deferred Compensation Account no more than 25% of the Designated Employee's Regular Compensation (exclusive of his Year-End Performance Bonus and Cash Profit Sharing Compensation) to be earned in the upcoming Plan Year. A Participant's election to defer Regular Compensation is irrevocable, and shall become effective for Compensation earned from and after the first day of the Plan Year immediately following such Election Period.

The Employer of a Participant shall credit to the Participant's Deferred Compensation Account the amount of Compensation the Participant has elected to defer. Such amounts shall be credited as of the date the Compensation so deferred would otherwise have been paid to the Participant in the absence of the Participant's deferral election.

Sec. 3-3. Benefit Restoration Accounts. The Employer of a Participant who is an Eligible Employee shall credit to the Benefit Restoration Account of such Participant all of the following that apply:

- (i) the amount of contributions not credited to such Participant's "Contribution Account" under the TI Contribution and 401(k) Savings Plan for that Plan Year due to the limitations under Section 401(a)(17) of the Code and/or Section 415 of the Code or because the Participant deferred compensation pursuant to Section 3-2 above;
- (ii) the amount of any "Employer 401(m) Contributions" which would have been made but which were not made and credited to the "401(k) Account" under the TI Contribution and 401(k) Savings Plan because of the application of Section 401(a)(17) and/or Section 415 of the Code or because the Participant deferred compensation pursuant to Section 3-2 above; provided that the Participant has made an election under the TI Contribution and 401(k) Savings Plan to defer the maximum amount of compensation permitted under Section 402(g) of the Code; and/or
- (iii) the amount of any "Matched Savings Contribution" under the TI 401(k) Savings Plan which would have been credited but which was not credited under the TI 401(k) Savings Plan solely because the Designated Employee deferred compensation pursuant to Section 3-2 above, provided that the Participant has made an election under the TI 401(k) Savings Plan to defer the maximum amount of compensation permitted under Section 402(g) of the Code, and provided further that such contribution, when added to any "Matched Savings Contribution" actually made pursuant to the TI 401(k) Savings Plan, does not exceed 2% of such Designated Employee's Compensation during the Plan Year as limited by Section 401(a)(17) of the Code.

Sec. 3-4. Investment Performance of Contributions. As soon as the Administration Committee determines that it is administratively feasible, a Participant may direct the Administration Committee to value amounts deferred or credited for that Plan Year to each of (1) the portion of the Deferred Compensation Account attributable to deferrals provided for in Sections 3-2(ii) and (iii), if applicable, (2) the portion of the Deferred Compensation Account attributable to deferrals provided for in Section 3-2(iv), if applicable, and (3) the Benefit Restoration Account for such Participant pursuant to Section 3-3, if applicable, so as to reflect the performance of any of the participant investment funds authorized under the TI Contribution and 401(k) Savings Plan. In the case of elections of amounts deferred pursuant to Section 3-2 for any Plan Year and amounts credited for any Plan Year to a Benefit Restoration Account of a Participant, the participant investment funds available under this Plan shall exclude the TI Stock Fund and the Self Directed Brokerage Account as defined in said TI Contribution and 401(k) Savings Plan. In the case of the portion of the Deferred Compensation Accounts and the Benefit Restoration Accounts attributable to the New Plan, the TI Stock Fund and the Self Directed Brokerage Account shall be excluded, and in the case of the portion of the Deferred Compensation Accounts and the Benefit Restoration Accounts attributable to the Frozen DCP, the Self Directed Brokerage Account shall be excluded. Subject to the provisions of this Section 3-4, separate directions may be made with respect to amounts already credited to a Participant's Accounts and, in the case of the Deferred Compensation Account, with respect to amounts to be credited in the future.

If a Participant has not made investment performance directions for that Plan Year for an amount credited to any of the portions of that Participant's Deferred Compensation Account or his Benefit Restoration Account for that Plan Year pursuant to the foregoing provisions of this Section 3-4, then such amount shall reflect the performance of the Lifestyle 2010 Fund or such other low risk investment fund as selected by the Retirement Investment Committee provided for in the TI Contribution and 401(k) Savings Plan.

Notwithstanding the foregoing provisions of this Section 3-4, with respect to the portion of the Deferred Compensation Accounts and the Benefit Restoration Accounts attributable to the Frozen DCP and the portion in those Accounts attributable to the New Plan, investment in the TI Stock Fund shall be subject to the following limitations:

- (i) no Participant shall be permitted to direct that any additional amounts in the portion of his Accounts attributable to the Frozen DCP or the New Plan reflect the performance of the TI Stock Fund;
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- (ii) dividends on TI Stock shall be reinvested in the TI Stock Fund; and
- (iii) from and after January 1, 2010, Participants who have amounts in their Accounts attributable to the Frozen DCP or the New Plan shall no longer be permitted to direct that any of such amounts reflect the performance of the TI Stock Fund, and the TI Stock Fund shall be removed as an investment performance fund alternative which is available under this Plan with respect to the portion of their Accounts attributable to the Frozen DCP or the New Plan. Prior to January 1, 2010, the Administration Committee shall establish procedures for redirecting amounts which have been directed to reflect the performance of the TI Stock Fund into one of the other investment performance fund alternatives available under the Plan.

Participant investment performance directions for a Plan Year may be made not more often than once each day. Each such direction which conforms to the terms and conditions specified by the Administration Committee shall be effective as soon as practicable after it is made and shall continue in effect until revoked or modified by a new direction.

Sec. 3-5. Withdrawal of Contributions. A Participant may not withdraw funds credited to the Participant's Deferred Compensation Account and Benefit Restoration Account unless the Participant has an Unforeseeable Emergency. An "Unforeseeable Emergency" is a severe financial hardship to the Participant resulting from (a) an illness or accident of the Participant, or the Participant's spouse, Beneficiary, or dependent (as defined in Section 152 of the Code, without regard to Sections 152(b)(1), (b)(2), and (d)(1)(B) of the Code), (b) loss of the Participant's property due to casualty, or (c) other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the Participant's control, all as determined by the Administration Committee based on the relevant facts and circumstances and as provided for in Treas. Reg. §1.409A-3(i)(3) or any successor provision. Examples of potential Unforeseeable Emergencies include the following:

- (i) the need to rebuild a home following damage to a home not otherwise covered by insurance;
- (ii) the imminent foreclosure of or eviction from the Participant's primary residence;
- (iii) the need to pay for medical expenses, including nonrefundable deductibles, as well as for the costs of prescription drug medication; and
- (iv) the need to pay for funeral expenses of a spouse, a Beneficiary, or a dependent (as defined in Section 152 of the Code, without regard to Sections 152(b)(1), (b)(2), and (d)(1)(B) of the Code).

Whether a Participant is faced with an Unforeseeable Emergency under the Plan is to be determined based on the relevant facts and circumstances of each case, but in any case, a withdrawal on account of an Unforeseeable Emergency may not be made to the extent that such emergency is or may be relieved (a) through reimbursement or compensation from insurance or otherwise, (b) by liquidation of the Participant's assets, to the extent the liquidation of such assets would not cause severe financial hardship, or (c) by cessation of deferrals under the Plan.

Withdrawal because of an Unforeseeable Emergency must be limited to the amount reasonably necessary to satisfy the emergency need (which may include amounts necessary to pay any federal, state, local, or foreign income taxes or penalties reasonably anticipated to result from the distribution), as determined by the Administration Committee, in its sole discretion. The Participant must apply in writing for a payment upon an "Unforeseeable Emergency," using the form prescribed by the Administration Committee. The Administration Committee retains the sole and absolute discretion to grant or deny a payment upon an Unforeseeable Emergency. Payment of any amount withdrawn under this Section 3-5 shall be made as soon as administratively possible but in no event more than ninety (90) days following the determination of an Unforeseeable Emergency by the Administration Committee. A Participant's deferrals shall not cease following a payment upon an Unforeseeable Emergency.

Sec. 3-6. Scheduled Distribution Dates and Forms for Payment. Subject to Sections 3-7, 3-8 and 3-11:

- (i) (a) except as otherwise provided in this Section 3-6, each Election Period each Designated Employee shall elect separate Scheduled Distribution Dates for distribution of the amounts, if any, credited during the Plan Year to which the Election Period relates, for each of (1) the portion of the Deferred Compensation Account attributable to deferrals provided for in Sections 3-2(ii) and (iii), and (2) the portion of the Deferred Compensation Account attributable to deferrals provided for in Section 3-2(iv), and the Benefit Restoration Account for such Designated Employee pursuant to Section 3-3, along with the earnings on such amounts; provided, however, that any Scheduled Distribution Date designated by such Designated Employee shall be no earlier than two (2) years following the end of the Plan Year to which such designation relates;
  - (b) effective as of the Election Period beginning on or after November 1, 2008 and ending on or prior to December 31, 2008, for any Participant who had amounts credited to one or both of his Accounts in the New Plan for the 2005 through 2008 Plan Years, such Participant had the right to elect, during such Election Period a single Scheduled Distribution Date (which shall be no earlier than July, 2010) for all such amounts, if any, credited during those Plan Years prior to 2009 to the Deferred Compensation Account and the Benefit Restoration Account for such Participant, along with the earnings on such
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amounts. The election described in this paragraph (b) was intended to comply, where applicable, with the transition relief provided, with respect to Section 409A of the Code by (1) Notice 2005-1, Q&A 19(c) issued by the Internal Revenue Service (“IRS”) and the U.S. Department of the Treasury, (2) the IRS Proposed Regulations under Section 409A of the Code published on October 4, 2005, (3) Notice 2006-79 issued by the IRS and the U.S. Department of the Treasury, (4) the IRS Final Regulations under Section 409A of the Code effective April 17, 2007, and (5) Notice 2007-86 issued by the IRS and the U.S. Department of the Treasury (collectively, the “409A Transition Relief”) and shall be interpreted in all respects to be consistent with and in compliance with the 409A Transition Relief;

(c) effective as of the Election Period beginning on or after November 1, 2008 and ending on or prior to December 31, 2008 for any Participant who had amounts credited to one or both of his Accounts in the New Plan on November 1, 2008 which are attributable to amounts from the merged Frozen DCP, such Participant was entitled to elect during such Election Period a single Scheduled Distribution Date (which shall be no earlier than July, 2010) for all such amounts, if any, attributable to the Frozen DCP as of November 1, 2008 and credited to the Deferred Compensation Account and the Benefit Restoration Account for such Participant, along with the earnings on such amounts. The election described in this paragraph (c) was intended to comply, where applicable, with the 409A Transition Relief and shall be interpreted in all respects to be consistent with and in compliance with the 409A Transition Relief. Such election shall not apply to the Frozen Non-Qualified Pension Plan Deferrals;

(d) the elections provided for in this Section 3-6(i) shall be made in such manner (including without limitation, telephonic and electronic transmission, utilization of voice response systems and computer entry, to the extent such form is permissible under Section 409A of the Code) as specified by the Administration Committee, subject to Section 3-6(ii) and (iii) below. Any such election shall remain in effect until a subsequent distribution election, if any, becomes effective;

(e) the Scheduled Distribution Date from and after January 1, 2009 for any amount credited during a Plan Year to the Benefit Restoration Account of a Participant who is not a Designated Employee for that Plan Year is the January of the 3<sup>rd</sup> Plan Year following the Plan Year in which such amount is credited to such Account;

(f) notwithstanding the foregoing provisions of this Section 3-6(i), in no event shall the Scheduled Distribution Date designated by any Participant be later than the month in which such Participant attains age seventy-five (75).

(ii) At the time of the elections provided for in Section 3-6(i), a Participant shall elect to receive distribution of the amounts credited to his Accounts for the applicable Scheduled Distribution Date in one of the following forms:

(a) a lump sum payable during the Participant’s Scheduled Distribution Date;

(b) annual installments to be paid over five (5) consecutive years, with the first installment being paid during the Participant’s Scheduled Distribution Date, and the subsequent installments being paid during the next four (4) anniversaries of such Scheduled Distribution Date; or

(c) annual installments to be paid over ten (10) consecutive years, with the first installment being paid during the Participant’s Scheduled Distribution Date, and the subsequent installments being paid during the next nine (9) anniversaries of such Scheduled Distribution Date.

(iii) If a Participant fails or refuses to make an election of either the date or form of payment for any Plan Year pursuant to Sections 3-6(i)(a) and/or (ii), the amounts credited to such Participant’s Accounts for such Plan Year shall be paid in a lump sum, in the case of a failure to elect a form of payment, and in January of the third (3<sup>rd</sup>) Plan Year following such Plan Year, in the case of a failure to elect a date of payment. If a Participant fails or refuses to make an election of either the date or form of payment pursuant to Sections 3-6(i)(b) and/or (i)(c) and 3-6(ii), the amounts credited to such Participant’s Accounts attributable to the Frozen DCP or the New Plan for the 2005 through 2008 Plan Years shall be paid (a) in the case of any Participant not described in clause (b) or (c) below, in a lump sum in January, 2012, (b) in the case of any Participant whose election under the Frozen DCP or the New Plan, as the case may be, (the “Previous Election”) provided for a lump sum payment upon attainment of age 60 or 65 in 2009, in a lump sum on the date in 2009 when such Participant attains age 60 or 65, and (c) in the case of any Participant in the Frozen DCP whose scheduled date of distribution, determined as of November 1, 2008, was to occur in 2009, on such scheduled date in 2009 in the form of payment set forth in such Participant’s Previous Election.

(iv) Any amount credited during a Plan Year to the Benefit Restoration Account of a Participant who is not a Designated Employee for that Plan Year shall be distributed in a lump sum.

(v) Any Scheduled Distribution Date and/or form of distribution from Accounts, whether previously elected or otherwise specified, may be revoked and a new election substituted therefore at any time as permitted by the Administration Committee. A Participant may change the Scheduled Distribution Date and/or form of distribution from the Scheduled

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Distribution Date and/or form first elected or specified to another Scheduled Distribution Date and/or form provided for in Section 3-6(i) and (ii) by submitting an appropriate election form to the Administration Committee in accordance with the following criteria:

(a) the new election shall not take effect until at least twelve (12) months after the date on which the new election is made;

(b) the new election must include a Scheduled Distribution Date which is at least five (5) years after the Scheduled Distribution Date (as determined in accordance with the Final Regulations under Section 409A of the Code) that otherwise would have been applicable;

(c) the election must be made at least twelve (12) months prior to the Scheduled Distribution Date that otherwise would have been applicable. For purposes of applying the provisions of this Section 3-6(v), a Participant's election to change the Scheduled Distribution Date and/or form of distribution shall not be considered to be made until the date on which the election becomes irrevocable. Such election shall become irrevocable when it is received by the Administration Committee; and

(d) the elections provided for in this Section 3-6(v) shall be made in such manner (including without limitation, telephonic and electronic transmission, utilization of voice response systems and computer entry, to the extent such form is permissible under Section 409A of the Code) as specified by the Administration Committee. Subject to the requirements of this Section 3-6(v), the election form most recently accepted by the Administration Committee that has become effective shall govern the Scheduled Distribution Date and/or form of distribution of the amounts credited to the Participants' Accounts.

(vi) Notwithstanding the foregoing provisions of this Section 3-6 and Section 3-7, none of the election provisions set forth herein shall apply to the Frozen Non-Qualified Pension Plan

Deferrals, which shall be paid in accordance with the distribution option selected by the Participant under or otherwise provided by, and shall be governed by the terms of the Frozen DCP as in effect prior to November 1, 2008.

Sec. 3-7. Distribution of Participant Accounts.

- (i) TI shall maintain each Participant's bookkeeping Deferred Compensation Account and/or Benefit Restoration Account until distributed as provided in Sections 3-6(ii) and (iii), subject to Section 6-1(ii).
- (ii) Notwithstanding the foregoing, and except as otherwise provided in this paragraph, in the event of the death of a Participant prior to the receipt of the full amount to be distributed, the then balance credited to the Participant's Accounts will, subject to Section 3-8, be distributed as soon as practicable following the month in which the death occurred, but in no event later than ninety (90) days following the date of death. Such distribution shall be made to the Beneficiary or Beneficiaries designated by the Participant, or if there is no Beneficiary designation under this Plan, to the Participant's beneficiary or beneficiaries under the TI 401(k) Savings Plan or TI Contribution and 401(k) Savings Plan, as applicable. If no beneficiary was designated under either of those plans, distribution will be made to the Participant's estate. In the case of amounts in a Participant's Deferred Compensation Account composed of Frozen Non-Qualified Pension Plan Deferrals, in the event of the death of the Participant prior to the receipt of those amounts in full, the balance of those amounts shall be paid pursuant to the provisions of the Frozen DCP as in effect prior to November 1, 2008.
- (iii) Accounts shall be adjusted to reflect all distributions.
- (iv) Distributions and withdrawals under this Article III shall be made by check or electronic fund transfer and may be made through a paying agent or recordkeeper selected by the Administration Committee. Benefits payable under this Plan may not be rolled over or transferred to an individual retirement account or to any other employee benefit plan.

Sec. 3-8. Limitation on Time of Distribution. If TI reasonably anticipates that any amount to be paid to a Participant on any Scheduled Payment Date will not be deductible due to the application of Section 162(m) of the Code, such payment of such amount may be delayed until January of the Plan Year in which TI reasonably anticipates the deduction of such amount will not be prohibited by said Section 162(m). The delay provided for in this Section 3-8 shall not apply unless all scheduled payments to which the Participant would be entitled which could be delayed in accordance with the provisions of this Section 3-8 also are delayed.

Sec. 3-9. Taxes. TI makes no guarantees and assumes no obligation or responsibility with respect to a Participant's or payee's federal, state, or local income, estate, inheritance or gift tax obligations, if any, under this Plan or any Deferred Compensation Agreement. Any taxes required to be withheld from payments hereunder shall be deducted and withheld by the Company, benefit provider or funding agent appointed under the Plan.

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Sec. 3-10. Assignment. Except as provided in Section 3-11 below, no Participant or Beneficiary of a Participant shall have any right to assign, pledge, hypothecate, anticipate or in any way create a lien on any amounts payable hereunder. No amounts payable hereunder shall be subject to assignment or transfer or otherwise be alienable, either by voluntary or involuntary act, or by operation of law, or subject to attachment, execution, garnishment, sequestration or other seizure under any legal, equitable or other process.

Sec. 3-11. Alternate Payee Claims. Any claim against any benefits hereunder for child support, spousal maintenance, property settlement or alimony (an "Alternate Payee Claim") shall be treated in the same manner as would a claim for corresponding benefits under the TI Contribution and 401(k) Savings Plan or the TI 401(k) Savings Plan, and shall be subject to all claims provisions and restrictions of those plans; provided, however, that the distribution of benefits hereunder in satisfaction of an Alternate Payee Claim shall be made in a lump-sum payment as soon as practicable after the determination of the validity of the claim. No order issued pursuant to an Alternative Payee Claim may require payment in any other form than a full lump sum distribution equal to the present value (as determined by the Administration Committee) of the Alternate Payee Claim. The provisions of Section 3-6 governing changes in the time and form of payment of benefits under this Plan do not apply to elections by individuals other than the Participant, with respect to payments to a person other than the Participant, to the extent such elections are reflected in or made in accordance with the terms of a "domestic relations order" (as defined in Section 414(p)(1)(B) of the Code).

Sec. 3-12. Incompetent. If the Administration Committee determines in its sole discretion that a benefit under this Plan is to be paid to a minor, a person declared incompetent or to a person incapable of handling the disposition of that person's property, the Administration Committee may direct payment of such benefit to the guardian, legal representative or person having the care and custody of such minor, incompetent or incapable person. The Administration Committee may require proof of minority, incompetence, incapacity or guardianship, as it may deem appropriate prior to distribution of the benefit.

#### **Article IV** **Funding**

Sec. 4-1. Funding. Benefits under this Plan shall be funded solely by the Employers. Benefits payable under this Plan shall be paid from the general assets of the Employers and this Plan shall constitute the Employers' unfunded and unsecured promise to pay such benefits. Notwithstanding the foregoing, TI may create reserves, funds, and provide for amounts to be held in trust on behalf of the Employers under such trust agreements or custodial arrangements as the Company, in its absolute and sole discretion, deems appropriate.

Sec. 4-2. Creditor Status. A Participant and his Beneficiary or Beneficiaries shall be general unsecured creditors of the Employers with respect to the payment of any benefit under this Plan.

#### **Article V** **Administration of the Plan**

Sec. 5-1. Administration. The Plan shall be administered by the Administration Committee and its designees. The duties of the Administration Committee and its designees include (but not by way of limitation) (a) the defense of lawsuits and conduct of litigation in the name of the Plan (subject to the approval of the General Counsel of TI), (b) the full power and discretion to interpret and construe this Plan where it concerns (i) questions of eligibility or status, and (ii) subject to the opportunity for review of denied claims pursuant to Section 5-5 below, the rights of Participants and others hereunder, and (c) the power in general to decide any dispute arising under this Plan. In all such cases, the determination of the Administration Committee and its designees shall be final, conclusive and binding with respect to Participants and Beneficiaries.

Sec. 5-2. Number and Selection. The Administration Committee shall consist of one or more members who shall be appointed by the Chief Executive Officer of TI or his designee.

Sec. 5-3. Action by Administration Committee. All actions of the Administration Committee shall be by a majority of the persons so appointed, except as otherwise provided below. Such actions may be taken at a meeting of the Administration Committee or without a meeting by a resolution or memorandum signed by all the persons then appointed as members of the Administration Committee. No member of the Administration Committee shall be entitled to vote or decide upon any matter pertaining to himself individually but such matter shall be determined by the remaining members or by a majority of the remaining members of the Administration Committee, if any.

The Administration Committee may delegate some or all of its powers and responsibilities to any other person or entity, who may or may not be a named fiduciary, and may permit further delegation of its powers. The Administration Committee may appoint agents, retain legal counsel and other services, and perform such acts as may be necessary for the proper administration of the Plan.

Sec. 5-4. Accounts of Participants. The Administration Committee shall maintain records of all Accounts of Participants and such other records and data as may be necessary and appropriate for the proper administration of the Plan and to determine the amounts

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distributable to Participants and Beneficiaries. The Administration Committee in its discretion shall determine whether, and to what extent, Participant Accounts will be charged with the expenses of administration of the Plan. Expenses charged against Participant Accounts shall be charged as adjustments under Section 3-4 and Section 3-7, as applicable. Expenses of the Plan not charged to Participant Accounts shall be paid by TI.

Sec. 5-5. Rules and Regulations. The Administration Committee may adopt and promulgate such rules and regulations as it may deem appropriate for the administration of the Plan. The Administration Committee shall adopt and promulgate written rules governing claims procedures reasonably calculated to:

- (i) provide adequate written notice to any Participant or other person whose claim under the Plan has been denied, setting forth the specific reasons for such denial; and
- (ii) afford a reasonable opportunity to such Participant or other person for a full and fair review by the Administration Committee of the decision denying the claim.

The determination of the Administration Committee upon such review shall be final and conclusive.

Sec. 5-6. Reliance on Documents. The Administration Committee shall be entitled to rely upon, and shall have no liability in relying upon, any representation made to it by TI or any officer of TI, or upon any paper or document believed by it to be genuine and to have been signed or sent by the proper person.

Sec. 5-7. Non-Liability. No member of the Board of Directors, Compensation Committee or Administration Committee, or any officer or employee of TI shall be liable for any act done or omitted by him with respect to the Plan except for his own willful misconduct.

Sec. 5-8. Resignation or Removal. Any Administration Committee member may resign by giving written notice to the Chief Executive Officer of TI and may be removed by the Chief Executive Officer of TI by written notice given to the affected member of the Administration Committee. Upon the death, resignation, removal or inability of any Administration Committee member to act as such, the Chief Executive Officer of TI may appoint a successor.

Sec. 5-9. Information; Overpayment or Underpayment of Benefits. In implementing the terms of this Plan, the Administration Committee may, without the consent or notice to any person, release to, or obtain from any entity or other organization or person information with respect to any persons which the Administration Committee deems to be necessary for such purpose. Any Participant or Beneficiary claiming benefits under this Plan shall furnish to the Administration Committee such information as may be necessary to determine eligibility for and amount of benefit, as a condition of claim to and receipt of such benefit.

The Administration Committee may adopt, in its sole discretion, whatever rules, procedures and accounting practices it determines to be appropriate in providing for the collection of any overpayment or the distribution of any underpayment of benefits. If an overpayment is made to a Participant or Beneficiary for whatever reason, the Administration Committee, in its sole discretion, may withhold payment of any further benefits under the Plan until the overpayment has been collected or may require repayment of benefits paid under this Plan without regard to further benefits to which the Participant or Beneficiary may be entitled. If an underpayment to a Participant or Beneficiary occurs for whatever reason, the Administration Committee, in its sole discretion, may correct the underpayment.

Sec. 5-10. Notice. Any notice required or permitted to be given to the Administration Committee under this Plan shall be sufficient if in writing and hand-delivered, or sent by registered or certified mail, to the address below:

Texas Instruments  
Attn: Deferred Compensation Plan  
Administration Committee  
7839 Churchill Way, MS 3905  
Dallas, Texas 75251-1901

Such notice shall be deemed given as of the date of delivery or, if delivery is made by mail, as of the date shown on the postmark on the receipt for registration or certification. Any notice or filing required or permitted to be given to a Participant under this Plan shall be sufficient if in writing and hand-delivered, or sent by mail, to the last known address of the Participant.

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**Article VI**  
**General Provisions**

Sec. 6-1. Amendment, Termination.

(i) The Compensation Committee may change, amend, modify, alter, or terminate the Plan at any time and in any manner, prospectively or retroactively (or may delegate such authority), except that no such amendment, modification, or alteration shall divest any Participant of any deferral made prior to the amendment. In addition, no such amendment shall modify the Plan in any way that would violate Section 409A of the Code. The Company intends to continue this Plan indefinitely, but nevertheless assumes no contractual obligation to continue this Plan or makes any promise to pay benefits other than as provided under this Plan.

(ii) The Board of Directors reserves to its Compensation Committee the right to discontinue deferrals under a Deferred Compensation Agreement at any time. Following a termination of the Plan, the Participants' Accounts shall continue to be credited with amounts attributable to a deferral election that was in effect prior to the Plan termination to the extent deemed necessary to comply with Section 409A of the Code and related Treasury Regulations, and additional amounts earned prior to Plan termination shall continue to be credited or debited to such Participants' Accounts pursuant to Section 3-3. The investment funds available to Participants following the termination of the Plan shall be comparable in number and type to those investment funds available to Participants under the TI Contribution and 401(k) Savings Plan, excluding the TI Stock Fund and the Self Directed Brokerage Account. In addition, following a Plan termination, Participant Accounts shall remain in the Plan and shall not be distributed until such amounts become eligible for distribution in accordance with the other applicable provisions of the Plan. Notwithstanding the preceding sentence, to the extent permitted by Treas. Reg. §1.409A-3(j)(4)(ix), the Employer may provide that upon termination of the Plan, all Account balances of the Participants shall be distributed, subject to and in accordance with any rules established by such Employer deemed necessary to comply with the applicable requirements and limitations of Treas. Reg. §1.409A-3(j)(4)(ix).

Sec. 6-2. Plan Not an Employment Contract. The Plan is not an employment contract. It does not give to any person the right to be continued in employment, and all Participants remain subject to change of compensation, transfer, change of job, discipline, layoff, discharge or any other change of employment status. Nothing contained in this Plan shall prevent a Participant or the Beneficiary from receiving, in addition to any payments provided for under this Plan, any payments provided for under any other plan or benefit program of the Company, or which would otherwise be payable or distributable to him or his surviving spouse or beneficiary. Nothing in this Plan shall be construed as preventing TI or any of its Subsidiaries from establishing any other or different plans providing for current or deferred compensation for employees.

Sec. 6-3. Rights of Persons Making Claims. No Employee, Designated Employee or Participant, or any person or entity claiming through an Employee, Designated Employee or Participant, shall have any rights whatsoever other than the rights and benefits specifically granted under this Plan.

Sec. 6-4. Status of Benefits in this Plan. No benefits accrued under, credited to Accounts under, or paid under this Plan shall constitute "earnings" or "compensation" for purposes of any other benefit plan sponsored by the Employers.

Sec. 6-5. Governing Law. This Plan shall be governed by the laws of the State of Texas, except to the extent preempted by ERISA and shall be governed by and subject to the Defense of Marriage Act (Public Law 104-199).

Sec. 6-6. Construction. This Plan is not intended to constitute a "qualified plan" subject to the limitations of Section 401(a) of the Code, nor shall it constitute a "funded plan", for purposes of such requirements. It is intended that this Plan shall be exempt from the participation and vesting requirements of Part 2 of Title I of ERISA, the funding requirements of Part 3 of Title I of ERISA, and the fiduciary requirements of Part 4 of Title I of ERISA by reason of the exclusions afforded plans which are unfunded and maintained by an employer primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. If any provision of this Plan is determined to be for any reason invalid or unenforceable, the remaining provisions of this Plan shall continue in full force and effect. This Plan shall be construed in accordance with the laws of the State of Texas, except to the extent otherwise required by applicable federal law, and shall be construed in accordance with Section 409A of the Code and the applicable guidance thereunder. Heading and subheadings are for the purpose of reference only and are not to be considered in the construction of this Plan. Where this Plan supplements benefits under the TI 401(k) Savings Plan or the TI Contribution and 401(k) Savings Plan, this Plan is functionally and operationally related to such plans, and is to be interpreted in a manner consistent with the TI 401(k) Savings Plan and the TI Contribution and 401(k) Savings Plan to provide the benefits contemplated hereunder in a comprehensive manner.

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IN WITNESS WHEREOF, Texas Instruments Incorporated has caused this instrument to be executed by its duly authorized officer this 7<sup>th</sup> day of October, 2008.

By: /s/ DARLA WHITAKER  
Darla Whitaker  
Senior Vice President - Human Resources

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**AMENDMENT NO. 1  
TO THE  
TI DEFERRED COMPENSATION PLAN  
(EFFECTIVE JANUARY 1, 2009)**

TEXAS INSTRUMENTS INCORPORATED, a Delaware corporation, pursuant to the authority granted in Section 6-1 of the TI Deferred Compensation Plan (Effective January 1, 2009) (the "Plan"), does hereby amend the Plan effective as of January 1, 2010, except as otherwise provided herein, as follows:

1. Article I of the Plan is amended by adding the following new Section 1-6A:

Sec. 1-6A. Change in Control. "Change in Control" means an event that will be deemed to have occurred:

- (i) On the date any Person, other than (1) the Company or any of its Subsidiaries, (2) a trustee or other fiduciary holding stock under an employee benefit plan of the Company or any of its Affiliates, (3) an underwriter temporarily holding stock pursuant to an offering of such stock, or (4) a corporation owned, directly or indirectly, by the stockholders of the Company in substantially the same proportions as their ownership of stock of the Company, acquires ownership of stock of the Company that, together with stock held by such Person, constitutes more than fifty percent (50%) of the total fair market value or total voting power of the stock of the Company. However, if any Person is considered to own more than fifty percent (50%) of the total fair market value or total voting power of the stock of the Company, the acquisition of additional stock by the same Person is not considered to be a Change in Control;
- (ii) On the date a majority of members of the Board is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the Board before the date of the appointment or election; or
- (iii) On the date any Person acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such Person or group) assets from the Company that have a total gross fair market value equal to or more than eighty percent (80%) of the total gross fair market value of all of the assets of the Company immediately before such acquisition or acquisitions. For this purpose, gross fair market value means the value of the assets of the Company or the value of the assets being disposed of, determined without regard to any liabilities associated with such assets. However, there is no Change in Control when there is such a sale or transfer to (i) a stockholder of the Company (immediately before the asset transfer) in exchange for or with respect to the Company's then outstanding stock; (ii) an entity, at least fifty percent (50%) of the total value or voting power of the stock of which is owned, directly or indirectly, by the Company; (iii) a Person that owns, directly or indirectly, at least fifty percent (50%) of the total value or voting power of the outstanding stock of the Company; or (iv) an entity, at least fifty percent (50%) of the total value or voting power of the stock of which is owned, directly or indirectly, by a Person that owns, directly or indirectly, at least fifty percent (50%) of the total value or voting power of the outstanding stock of the Company.
- (iv) For purposes of (i), (ii) and (iii) above,
  - (a) "Affiliate" shall have the meaning set forth in Rule 12b-2 promulgated under Section 12 of the Securities Exchange Act of 1934, as amended;
  - (b) "Board" means the Board of Directors of the Company;
  - (c) "Person" shall have the meaning given in Section 7701(a)(1) of the Code. Person shall include more than one Person acting as a group as defined by the Final Treasury Regulations issued under Section 409A of the Code; and
  - (d) "Subsidiary" means any entity whose assets and net income are included in the consolidated financial statements of the Company audited by the Company's independent auditors and reported to stockholders in the annual report to stockholders.
- (v) Notwithstanding the foregoing, in no case will an event in (i), (ii) or (iii) be treated as a Change in Control unless such event also constitutes a "change in control event" with respect to the Company within the meaning of Treas. Reg. § 1.409A-3(i)(5) or any successor provision.

2. Article I of the Plan is amended further by adding the following new Section 1-18A:

Sec. 1-18A. Involuntary Termination. "Involuntary Termination" shall mean a Termination of Employment, other than for cause due to the independent exercise of unilateral authority of TI to terminate the Participant's services, other

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than due to the Participant's implicit or explicit request, where the Participant was willing and able to continue to perform services, in accordance with Treas. Reg. § 1.409A-1(n)(1) or any successor provision.

3. Article I of the Plan is amended further by adding the following new Section 1-22A:

Sec. 1-22A. Specified Employee. "Specified Employee" shall mean an employee who is a "specified employee" (as defined in Section 409A(2)(B)(i) of the Code) for the applicable period, as determined by the Committee in accordance with Treas. Reg. § 1.409A-1(i), or any successor provision.

4. Article I of the Plan is amended further by adding the following new Section 1-23A:

Sec. 1-23A. Termination of Employment. "Termination of Employment" shall mean the date on which the Participant has incurred a "separation from service" within the meaning of Treasury Regulation section 1.409A-1(h) or any successor provision.

5. Section 2-3 of the Plan is amended, effective as of January 1, 2009, by striking said Section and substituting in lieu thereof the following new Section 2-3:

Sec. 2-3. Participation in a Benefit Restoration Account for Participants in the TI Contribution and 401(k) Savings Plan.

- (i) An Eligible Employee will become a Participant in this Plan, and a Benefit Restoration Account in the name of the Participant will be credited with the excess of:

(a) the sum, if any, of (1) the contributions which would have been credited to such Participant's "Contribution Account" under the TI Contribution and 401(k) Savings Plan for that Plan Year if the Employee's "Compensation," as defined in the TI Contribution and 401(k) Savings Plan, was not subject to the limitations under Section 401(a)(17) of the Code and/or Section 415 of the Code for such Plan Year, and (2) if the Eligible Employee is a Designated Employee, the contributions which would have been credited to such Participant's "Contribution Account" under the TI Contribution and 401(k) Savings Plan for that Plan Year, if the Employee's "Compensation," as defined in the TI Contribution and 401(k) Savings Plan, had not been reduced during that Plan Year because the Participant deferred Regular Compensation or deferred a Year-End Performance Bonus under this Plan which was paid in that Plan Year; over

(b) the contributions actually credited to such Participant's "Contribution Account" for such Plan Year.

- (ii) An Eligible Employee will become a Participant in this Plan, and a Benefit Restoration Account in the name of such Participant will be credited with an amount equal to the excess of:

(a) the lesser of (1) four percent (4%) of the Eligible Employee's "Compensation," as defined in the TI Contribution and 401(k) Savings Plan for that Plan Year if the Eligible Employee's "Compensation" (A) was not subject to the limitations under Section 401(a)(17) and/or Section 415 of the Code for such Plan Year and, (B) in the case of an Eligible Employee who is a Designated Employee, had not been reduced during that Plan Year because the Eligible Employee deferred Regular Compensation or deferred a Year-End Performance Bonus under this Plan which was paid in that Plan Year, or (2) the sum of (A) the "Employer 401(k) Contributions actually credited to such Eligible Employee's "401(k) Account" pursuant to Section 4-1(a) of the TI Contribution and 401(k) Savings Plan, plus (B) the amount of the Regular Compensation and/or a Year-End Performance Bonus which was paid in such Plan Year deferred by the Eligible Employee under this Plan for such Plan Year; over

(b) the "Employer 401(m) Contributions" actually credited to such Participant's "401(k) Account" under the TI Contribution and 401(k) Savings Plan for that Plan Year;

provided that no benefit restoration shall be made pursuant to this Section 2-3(ii) unless the Eligible Employee has made an election under the TI Contribution and 401(k) Savings Plan to defer the maximum amount of compensation permitted under Section 402(g) of the Code, including, in the case of any Participant eligible to make catch-up contributions, the maximum amount of catch-up contributions permitted under Section 414(v) of the Code.

6. Section 2-4 of the Plan is amended, effective as of January 1, 2009, by striking said Section and substituting in lieu thereof the following new Section 2-4:

Sec. 2-4. Participation in a Benefit Restoration Account for Participants in the TI 401(k) Savings Plan. A Designated Employee who otherwise is an Eligible Employee will become a Participant in this Plan, and a Benefit

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Restoration Account in the name of such Participant will be credited with "Employer Matched Savings Contributions" not credited to the Participant's "401(k) Account" under the TI 401(k) Savings Plan for that Plan Year solely because the Participant deferred Regular Compensation or deferred a Year-End Performance Bonus under this Plan which was paid in that Plan Year, as of the earliest date the Regular Compensation or Year-End Performance Bonus is credited to the Participant's Deferred Compensation Account pursuant to Section 3-2 below; provided that the Participant has made an election under the TI 401(k) Savings Plan to defer the maximum amount of compensation permitted under Section 402(g) of the Code, and provided further that such contribution, when added to any "Matched Savings Contribution" actually made pursuant to the TI 401(k) Savings Plan, does not exceed 2% of such Participant's Compensation during the Plan Year as limited by Section 401(a)(17) of the Code.

7. Section 3-7 of the Plan is amended by adding the following new Section 3-7(iii) and renumbering current Sections 3-7(iii) and (iv) as Sections 3-7(iv) and (v):

- (iii)(a) Notwithstanding the foregoing, in the event a Participant experiences an Involuntary Termination within 24 months after a Change in Control, such Participant shall receive a distribution of the balances credited to the Participant's Accounts which are attributable to amounts credited to those Accounts in Plan Years beginning on and after January 1, 2010, except that with respect to amounts credited to a Participant's Account attributable to deferred Year-End Performance Bonuses and deferred Cash Profit Sharing Compensation, the provisions of this Section 3-7(iii)(a) shall only apply to such amounts credited to the Participant's Accounts beginning on and after January 1, 2011.
- (b) To the extent permitted without additional tax or penalty by Section 409A of the Code, the amounts to be distributed pursuant to this Section 3-7(iii) shall be paid in a lump sum on, or as soon as practicable (but no later than ninety (90) days) after, the Participant's Involuntary Termination, provided, however, that if the Participant is a Specified Employee upon such Involuntary Termination, and the limitations set forth in Section 409A(a)(2)(B)(i) of the Code are applicable to such Participant, said amounts shall be distributed in a lump sum as soon as practicable (but no more than ten (10) days) after, the earlier of (1) the first day of the seventh month following such Participant's Involuntary Termination, or, (2) the date of death of such Participant; and
- (c) To the extent that distributions of amounts pursuant to this Section 3-7(iii) are not permitted without additional tax or penalty by Section 409A of the Code, the affected Participants shall receive distribution of the amounts referred to in this Section 3-7(iii) at the appropriate Scheduled Distribution Dates and in the appropriate forms of payment otherwise elected by such Participants.

The undersigned hereby adopts this AMENDMENT NO. 1 TO THE TI DEFERRED COMPENSATION PLAN on this 22 day of December, 2009, effective as of the dates set forth above, reflecting amendments approved by the Compensation Committee of the Board of Directors of Texas Instruments Incorporated on September 17, 2009 and amendments adopted pursuant to authority delegated by the Board of Directors of Texas Instruments Incorporated.

By: /s/ DARLA WHITAKER

Darla Whitaker

Senior Vice President - Human Resources

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**AMENDMENT NO. 2  
TO THE  
TI DEFERRED COMPENSATION PLAN  
(EFFECTIVE JANUARY 1, 2009)**

TEXAS INSTRUMENTS INCORPORATED, a Delaware corporation, pursuant to the authority granted in Section 6-1 of the TI Deferred Compensation Plan (Effective January 1, 2009) (the "Plan"), does hereby amend the Plan, effective as of August 1, 2012, as follows:

1. Section 3-6(v) of the Plan is amended by striking the first sentence of said Section and substituting in lieu thereof the following new sentence:

Any Scheduled Distribution Date and/or form of distribution from Accounts, whether previously elected or otherwise specified, may be revoked by a Participant and a new election substituted therefore as permitted by the Administration Committee, but in no event may a new election with respect to a specific amount subject to a Scheduled Distribution Date provided for in Section 3-6(i)(a) and/or form of distribution provided for in Section 3-6(ii) be made more often than once in any twelve (12)-month period.

The undersigned hereby adopts this AMENDMENT NO. 2 TO THE TI DEFERRED COMPENSATION PLAN on this 30th day of July, 2012, effective as of the date set forth above, reflecting an amendment adopted pursuant to authority delegated by the Board of Directors of Texas Instruments Incorporated.

By: /s/ DARLA WHITAKER

Darla Whitaker

Senior Vice President - Human Resources

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**AMENDMENT NO. 3  
TO THE  
TI DEFERRED COMPENSATION PLAN  
(EFFECTIVE JANUARY 1, 2009)**

TEXAS INSTRUMENTS INCORPORATED, a Delaware corporation, pursuant to the authority granted in Section 6-1 of the TI Deferred Compensation Plan (Effective January 1, 2009) (the "Plan"), does hereby amend the Plan, effective as of June 26, 2013, to conform the terms of the Plan to the administration of the Plan, as follows:

1. Section 1-3 of the Plan is amended by striking the second sentence of said Section and substituting in lieu thereof the following new sentence:

“Beneficiary” means, in the case of a married Participant, the spouse (as defined, for all purposes under the Plan, by U.S. federal tax law) of the Participant at the time of his death, provided that a married Participant shall be entitled to designate one or more of the types of Beneficiaries or contingent Beneficiaries that an unmarried Participant may select, other than the Participant’s spouse, to receive any amount payable under the Plan in the event of his death and from time to time to change such designation.

The undersigned hereby adopts this AMENDMENT NO. 3 TO THE TI DEFERRED COMPENSATION PLAN on this 14<sup>th</sup> day of December, 2015, effective as of the date set forth above, pursuant to authority delegated by the Board of Directors of Texas Instruments Incorporated.

By: /s/ DARLA WHITAKER

Darla Whitaker

Senior Vice President - Human Resources

**TI EMPLOYEES NON-QUALIFIED PENSION PLAN**

(Effective January 1, 2009)

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## TI EMPLOYEES NON-QUALIFIED PENSION PLAN

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TEXAS INSTRUMENTS INCORPORATED, a Delaware corporation with its principal offices in Dallas, Texas (hereinafter referred to as "TI" or "the Company") established the TI Supplemental Pension Plan in order to provide a select group of management or highly compensated employees described in Section 201(2) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") with the opportunity to restore certain benefits which cannot be provided under the TI Employees Pension Plan as a result of (i) deferral of compensation under the TI Deferred Compensation Plan or (ii) the application of Section 401(a)(17) and/or Section 415 of the Internal Revenue Code of 1986, as amended (the "Code"). With respect to benefits or contributions lost under the TI Employees Pension Plan by reason of the operation of Section 415 of the Code, the TI Supplement Pension Plan is intended to constitute an "excess benefit plan", as defined in Section 3 of ERISA, that is exempt from the provisions of ERISA by reason of Section 4(b)(5) of ERISA. The benefits provided under the TI Supplemental Pension Plan are unfunded with the result that the participants in the Plan are general unsecured creditors of TI.

The TI Employees Pension Plan was amended so that as of January 1, 1998, no Employee of any Employer who was not a participant in the TI Employees Pension Plan on December 31, 1997 is eligible to become a participant in that plan. Therefore, on and after January 1, 1998, no Employee of any Employer who was not a participant in the TI Employees Pension Plan on December 31, 1997 was eligible to become a participant in the TI Supplemental Pension Plan.

Effective as of December 31, 2004, the TI Supplement Pension Plan was frozen so that it does not apply to any benefits which were not earned and vested on December 31, 2004. Effective as of November 8, 2006, the name of the TI Supplement Pension Plan was changed to the "TI Employees Non-Qualified Pension Plan." Any benefits earned and/or vested after December 31, 2004 are provided under the new non-qualified pension plan which was established by TI effective as of January 1, 2005 and is subject to Section 409A of the Code.

The provisions set forth herein constitute the TI Employees Non-Qualified Pension Plan from and after January 1, 2009 (the "Plan"), to the extent application of such provisions will not cause Section 409A of the Code to apply to the Plan, and such provisions shall continue to apply to benefits earned and vested as of December 31, 2004 which were not paid out of the Plan prior to January 1, 2009.

**ARTICLE I**  
**DEFINITIONS**

Whenever used in this Plan, the following words and phrases shall have the meanings set forth below, unless a different meaning is plainly required by the context. Unless otherwise indicated by the context, any masculine terminology when used in the Plan shall also include the feminine gender, and the definition of any term in the singular shall also include the plural.

Sec. 1-1. Administration Committee. “Administration Committee” means the person or persons from time to time acting under the provisions of Article V hereof.

Sec. 1-1A. Affected Participant. “Affected Participant” means a Participant who experiences a Termination of Employment as a result of a Sale of Assets, and who following the Sale of Assets continues in the employ of the entity that acquired such assets from the Employer.

Sec. 1-2. Beneficiary. “Beneficiary” means the person or persons, entity or entities, trust or trusts, or the Participant’s estate, including one or more organizations described in each of Sections 170(c), 2055(a), and 2522(a) of the Code (or any substitute provisions), named by a Participant who is not married as his Beneficiary or contingent Beneficiary under the TI Employees Pension Plan. “Beneficiary” means, in the case of a married Participant, the spouse (as defined in the Defense of Marriage Act) of the Participant at the time of his death, unless the Participant has designated another joint annuitant, contingent annuitant, Beneficiary, or contingent Beneficiary under the TI Employees Pension Plan, in which case such persons or person, entity or entities, trust or trusts, or the Participant’s estate shall be the Beneficiary(ies) under this Plan.

A person who is an alternate payee under a qualified domestic relations order may be considered a Beneficiary for purposes of this Plan.

Sec. 1-3. Board of Directors. “Board of Directors” means the Board of Directors of TI or of any Subsidiary which has adopted this Plan.

Sec. 1-3A. Change of Control. “Change of Control” means an event which shall be deemed to have occurred when:

- (i) Any Person, alone or together with its Affiliates and Associates or otherwise, shall become an Acquiring Person (otherwise than pursuant to a transaction or agreement approved by the Board of Directors of TI prior to the time the Acquiring Person became such); or
- (ii) A majority of the Board of Directors of TI shall change within any twenty-four (24)-month period, unless the election or the nomination for election by the Company’s stockholders of each new director has been approved by a vote of at least a majority of the directors then still in office who were directors at the beginning of the Period. For the purposes hereof, the terms “Persons”, “Affiliates”, “Associates”, “Acquiring Person” and “Period” shall have the meanings given to such terms in the Rights Agreement dated as of June 17, 1988, between the Company and Harris Trust and Savings Bank, successor in interest to First Chicago Trust Company of New York (formerly Morgan Shareholder Services Trust Company), as in effect on October 3, 2004.

Sec. 1-4. Code. “Code” means the Internal Revenue Code of 1986, as amended.

Sec. 1-5. Compensation Committee. “Compensation Committee” means the Compensation Committee of the Board of Directors of TI.

Sec. 1-6. [Reserved].

Sec. 1-7. Employee. “Employee” means any employee of TI or its Subsidiaries, whether full or part-time, other than an employee who is defined as a “Tucson Participant” in Appendix E of the TI Employees Pension Plan.

Sec. 1-8. Employer. “Employer” means Texas Instruments Incorporated and any other entity which adopted this Plan with the approval of the Company; provided that TI shall have sole power to amend or terminate this Plan.

Sec. 1-9. ERISA. “ERISA” means the Employee Retirement Income Security Act of 1974, as amended.

Sec. 1-9A. Frozen Accrued Benefit. “Frozen Accrued Benefit” means the benefit calculated and payable in accordance with Section 3-1 on and after January 1, 2009.

Sec. 1-10. Participant. “Participant” means a Participant who has accrued a vested supplemental pension pursuant to the provisions of Article III. After December 31, 2004, there shall be no Participant who is accruing or vesting in a benefit pursuant to Article III.

Sec. 1-11. Plan Year. “Plan Year” means a calendar year.

Sec. 1.11A. Present Value. “Present Value” means, at any time, the actuarial lump sum value determined at such time of the applicable benefit, based on the actuarial assumptions used to determine single sum payments as set forth in Section 1.2(b)(2)(B) of the TI Employees Pension Plan as in effect on December 31, 2004.

Sec. 1-11B. Sale of Assets. “Sale of Assets” means the sale or disposition by the Employer of all or substantially all of the assets used by the Employer in a trade or business to an entity not related to the Employer.

Sec. 1-12. Subsidiary. “Subsidiary” means any entity whose assets and net income are included in the consolidated financial statements of TI and its Subsidiaries audited by TI’s independent auditors and reported to shareholders in the published annual report to shareholders.

Sec. 1-13. Termination of Employment. “Termination of Employment” means the complete cessation of the employer-employee relationship between TI or any Subsidiary and a Participant, including a leave of absence from which the Administration Committee, in its sole discretion, determines that the Participant is not expected to return.

## **ARTICLE II** **ELIGIBILITY AND PARTICIPATION**

Sec. 2-1. Eligibility and Participation. Any Employee who is a Participant in this Plan on January 1, 2009 shall remain a Participant in the Plan. No other Employees shall be eligible for participation in the Plan. On and after January 1, 1998, no Employee who was not otherwise a participant in the TI Employees Pension Plan on December 31, 1997, was eligible to become a Participant in the Plan.

## **ARTICLE III** **SUPPLEMENTAL BENEFITS**

Sec. 3-1. Supplemental Benefits. The benefit payable under this Plan to a Participant shall be the difference between the Present Value of the benefit actually payable under the TI Employees Pension Plan at the time of computation (and in the form of benefit for which the computation is made) and the Present Value of the benefit that would be payable under the TI Employees Pension Plan at such time of computation (in the same form as provided above) if:

- (i) The TI Employees Pension Plan contained no limit on the Compensation that may be considered under Section 401(a)(17) of the Code (for purposes of the calculation and accrual of benefits under the TI Employees Pension Plan);
- (ii) “Compensation” for each plan year under the TI Employees Pension Plan included amounts electively deferred, if any, by a Participant under the Deferred Compensation Plan from earnings that would have constituted Compensation for such plan year under the TI Employees Pension Plan, had such amounts not be electively deferred and/or, if applicable, had Section 401(a)(17) of the Code not precluded the consideration of such earnings as Compensation (in the absence of such deferral); and
- (iii) The TI Employees Pension Plan contained no limit pursuant to Section 415 of the Code upon the maximum amount of pension that be paid by the TI Employees Pension Plan (such as the limits in effect on October 3, 2004 under the TI Employees Pension Plan).

Notwithstanding the foregoing, from and after January 1, 2005, the benefit payable under the Plan to a Participant shall be the difference between the vested benefit actually payable under the TI Employees Pension Plan as of December 31, 2004 (and in the form of benefit for which the computation is made) and the vested benefit that would be payable under the TI Employees Pension Plan as of December 31, 2004 as determined in accordance with (i), (ii), and (iii) above, as the same may be increased to equal the Present Value of the benefit the Participant actually becomes entitled to, at the time actually paid, determined under the terms of the Plan (including applicable limits under the Code), as in effect on October 3, 2004, without regard to any further services rendered by the Participant after December 31, 2004, or any other events affecting the amount of or the entitlement to benefits (other than any

Participant election with respect to the time of payment of an available benefit). The benefit calculated and payable in accordance with this paragraph from and after January 1, 2009 is sometimes referred to as the “ Frozen Accrued Benefit ” .

Sec. 3-2. Payment of Supplemental Benefit. Except as provided below in the case of a Change of Control or a Sale of Assets, and subject to Section 3-3, the benefit determined pursuant to Section 3-1 shall be paid to the person entitled thereto as though it were a part of the benefit being paid to such person under the TI Employees Pension Plan, so that it is subject to the same limits and restrictions (other than the limitations referenced in subparagraphs (i), (ii) and (iii) of Section 3-1) as such person’s benefits are subject to under the TI Employees Pension Plan; provided however, that any Frozen Accrued Benefit payable under this Plan shall only be distributed in the form of a lump sum distribution at such time as is administratively practicable. Notwithstanding the above, for periods prior to January 1, 2009 the benefits that are payable under this Plan may be deferred pursuant to the terms and provisions of the TI Deferred Compensation Plan as frozen and in effect as of December 31, 2004.

In the event of a Change of Control, the Present Value of each Participant’s benefits accrued under this Plan as of the date of the Change of Control, or if the Change of Control occurs on or after January 1, 2009, the Present Value of each Participant’s Frozen Accrued Benefit, shall be distributed in a lump sum not later than the month following the month in which such Change of Control occurred. In the event of a Sale of Assets, the Present Value of each Affected Participant’s accrued benefit under this Plan as of the date of the Sale of Assets, or if the Sale of Assets occurs on or after January 1, 2009, the Present Value of each Affected Participant’s Frozen Accrued Benefit as of the date of the Sale of Assets, shall be distributed in a lump sum, as soon as administratively practicable following such Sale of Assets.

Prior to January 1, 2005, following the Change of Control or Sale of Assets (as applicable), the Plan shall thereafter continue to be administered in accordance with its terms as though the Change of Control or Sale of Assets (as applicable) had not occurred (provided that the benefits accrued subsequent to the Change of Control or Sale of Assets (as applicable) shall be adjusted to reflect the cash-out of previously accrued benefits). In computing the Present Value of such accrued benefits, the Administration Committee shall utilize the actuarial assumptions utilized under the TI Employees Pension Plan prior to the Change of Control or Sale of Assets (as applicable), in consultation with the firm of consulting actuaries engaged to perform annual actuarial valuations under the TI Employees Pension Plan prior to the date of the Change of Control or Sale of Assets (as applicable).

Sec. 3-3. Restrictions. Except as provided in Section 3-2 in the case of a Change of Control, no benefits accrued under this Plan may be distributed to, a Participant while the Participant remains employed by the Company or an Affiliate. No loans may be made to any Participant with respect to benefits accrued under this Plan. Except to the extent deferred prior to January 1, 2009, pursuant to the terms and provisions of the TI Deferred Compensation Plan as frozen and in effect as of December 31, 2004, benefits payable under this Plan may not be rolled over or transferred to an individual retirement account or to any other employee benefit plan. No distribution shall be made under this Plan by reason of a distribution under the TI Employees Pension Plan that is made pursuant to Section 401(a)(9) of the Code. In the event that payment of benefits under the TI Employees Pension Plan is suspended, payment of corresponding benefits under this Plan will be similarly suspended. Benefits provided under this Plan shall not constitute earnings or compensation for purposes of determining contributions or benefits under any other employee benefit plan of the Employers.

Sec. 3-4. Taxes. TI makes no guarantees and assumes no obligation or responsibility with respect to a Participant’s or payee’s federal, state, or local income, estate, inheritance or gift tax obligations, if any, under this Plan. Any taxes required to be withheld from payments hereunder shall be deducted and withheld by the Company, benefit provider or funding agent appointed under the Plan.

Sec. 3-5. Assignment. Except as provided in Section 3-6 below, no Participant or Beneficiary of a Participant shall have any right to assign, pledge, hypothecate, anticipate or in any way create a lien on any amounts payable hereunder. No amounts payable hereunder shall be subject to assignment or transfer or otherwise be alienable, either by voluntary or involuntary act, or by operation of law, or subject to attachment, execution, garnishment, sequestration or other seizure under any legal, equitable or other process.

Sec. 3-6. Alternate Payee Claims. Any claim against any benefits hereunder for child support, spousal maintenance, property settlement or alimony (an “Alternate Payee Claim”) shall be treated in the same manner as would a claim for corresponding benefits under the TI Employees Pension Plan and shall be subject to all claims provisions and restrictions of the TI Employees Pension Plan.

Sec. 3-7. Incompetent. If the Administration Committee determines in its sole discretion that a benefit under this Plan is to be paid to a minor, a person declared incompetent, or to a person incapable of handling the disposition of that person’s property, the Administration Committee may direct payment of such benefit to the guardian, legal representative, or person having the care and custody of such minor, incompetent, or incapable person. The Administration Committee may require proof of minority, incompetence, incapacity, or guardianship as it may deem appropriate prior to distribution of the benefit.

## ARTICLE IV

### FUNDING

Sec. 4-1. Funding. Benefits under this Plan shall be funded solely by the Employers. Benefits payable under this Plan shall be paid from the general assets of the Employers and this Plan shall constitute the Employers' unfunded and unsecured promise to pay such benefits. Notwithstanding the foregoing, TI may create reserves, funds, and provide for amounts to be held in trust on behalf of the Employers under such trust agreements or custodial arrangements as the Company in its absolute and sole discretion deems appropriate.

Sec. 4-2. Creditor Status. A Participant and his Beneficiary or Beneficiaries shall be general creditors of the Employers with respect to the payment of any benefit under this Plan.

## ARTICLE V

### ADMINISTRATION OF THE PLAN

Sec. 5-1. Administration. The Plan shall be administered by the Administration Committee and its designees. The duties of the Administration Committee and its designees include (but not by way of limitation) (i) the defense of lawsuits and conduct of litigation in the name of the Plan (subject to the approval of the General Counsel of TI), (ii) the full power and discretion to interpret and construe this Plan where it concerns (a) questions of eligibility or status, (b) subject to the opportunity for review of denied claims pursuant to Section 5-5 below, the rights of Participants and others hereunder, and (c) the power in general to decide any dispute arising under this Plan. In all such cases the determination of the Administration Committee shall be final, conclusive and binding with respect to Participants and Beneficiaries.

Sec. 5-2. Number and Selection. The Administration Committee shall be appointed by the Compensation Committee or its delegate.

Sec. 5-3. Action by Administration Committee. All actions of the Administration Committee shall be by a majority of the persons so appointed, except as otherwise provided below. Such actions may be taken at a meeting of the Administration Committee or without a meeting by a resolution or memorandum signed by all the persons then appointed as members of the Administration Committee. No member of the Administration Committee shall be entitled to vote or decide upon any matter pertaining to himself individually but such matter shall be determined by the remaining members or by a majority of the remaining members of the Administration Committee, if any.

The Administration Committee may delegate some or all of its powers and responsibilities to any other person or entity, who may or may not be a named fiduciary, and may permit further delegation of its powers. The Administration Committee may appoint agents, retain legal counsel and other services, and perform such acts as may be necessary for the proper administration of the Plan.

Sec. 5-4. Recordkeeping. The Administration Committee shall maintain records and data as may be necessary and appropriate for the proper administration of the Plan and to determine the amounts distributable to Participants and Beneficiaries.

Sec. 5-5. Rules and Regulations. The Administration Committee may adopt and promulgate such rules and regulations as it may deem appropriate for the administration of the Plan and to determine the amounts distributable to Participants and Beneficiaries. The Administration Committee shall adopt and promulgate written rules governing claims procedures reasonably calculated to:

- (i) Provide adequate written notice to any Participant or other person whose claim under the Plan has been denied, setting forth the specific reasons for such denial; and
- (ii) Afford a reasonable opportunity to such Participant or other person for a full and fair review by the Administration Committee of the decision denying the claim.

The determination of the Administration Committee upon such review shall be final and conclusive.

Sec. 5-6. Reliance on Documents. The Administration Committee shall be entitled to rely upon, and shall have no liability in relying upon, any representation made to it by TI or any officer of TI, or upon any paper or document believed by it to be genuine and to have been signed or sent by the proper person.

Sec. 5-7. Non-Liability. No member of the Board of Directors, Compensation Committee or Administration Committee or any officer or employee of TI shall be liable for any act done or omitted by him with respect to the Plan except for his own willful misconduct.

Sec. 5-8. Resignation or Removal. Any Administration Committee member may resign by giving written notice to the Chief Executive Officer of TI and may be removed by the Chief Executive Officer of TI by written notice given to the affected member of the Administration Committee. Upon the death, resignation, removal or inability of any Administration Committee Member to act as such, the Chief Executive Officer of TI may appoint a successor.

Sec. 5-9. Information: Overpayment or Underpayment of Benefits. In implementing the terms of this Plan, the Administration Committee may, without the consent or notice to any person, release to or obtain from any entity or other organization or person information, with respect to any persons, which the Administration Committee deems to be necessary for such purpose. Any Participant or Beneficiary claiming benefits under this Plan shall furnish to the Administrator such information as may be necessary to determine eligibility for and amount of benefit, as a condition of claim to and receipt of such benefit.

The Administration Committee may adopt, in its sole discretion, whatever rules, procedures and accounting practices it determines to be appropriate in providing for the collection of any overpayment of benefits. If an overpayment is made to a Participant or Beneficiary for whatever reason, the Administration Committee, in its sole discretion, may withhold payment of any further benefits under the Plan until the overpayment has been collected or may require repayment of benefits paid under this Plan without regard to further benefits to which the Participant or Beneficiary may be entitled. If an underpayment to a Participant or Beneficiary occurs for whatever reason, the Administration Committee, in its sole discretion, may correct the underpayment.

Sec. 5-10. Notice. Any notice required or permitted to be given to the Administration Committee under this Plan shall be sufficient if in writing and hand-delivered, or sent by registered or certified mail, to the address below:

Texas Instruments  
Attn: Non-Qualified Pension Plan  
Administration Committee  
7839 Churchill Way, MS 3905  
Dallas, Texas 75251-1901

Such notice shall be deemed given as of the date of delivery or, if delivery is made by mail, as of the date shown on the postmark on the receipt for registration or certification. Any notice or filing required or permitted to be given to a Participant under this Plan shall be sufficient if in writing and hand-delivered, or sent by mail, to the last known address of the Participant.

## **ARTICLE VI**

### **GENERAL PROVISIONS**

Sec. 6-1. Amendment, Termination. The Compensation Committee may change, amend, modify, alter, or terminate the Plan at any time and in any manner, prospectively or retroactively (or may delegate such authority), except that no such amendment, modification, alteration or termination shall be exercised retroactively to reduce or eliminate the benefit accrued by a Participant to the date of amendment, modification or termination, nor shall any such amendment constitute a "material modification" of the terms of this Plan as of October 3, 2004, as defined in the guidance issued under Section 409A of the Code, so as to cause this Plan to be subject to the provisions of said Section 409A. The Company intends to continue this Plan indefinitely, but nevertheless assumes no contractual obligation to continue this Plan and makes no promise to pay benefits other than as provided in this Plan determined at the time of any Plan discontinuance.

Sec. 6-2. Plan Not an Employment Contract. The Plan is not an employment contract. It does not give to any person the right to be continued in employment, and all Participants remain subject to change of compensation, transfer, change of job, discipline, layoff, discharge or any other change of employment status. Nothing contained in this Plan shall prevent a Participant or Beneficiary from receiving, in addition to any payments provided for under this Plan, any payments provided for under any other plan or benefit program of the Company, or which would otherwise be payable or distributable to him or his surviving spouse or Beneficiary. Nothing in this Plan shall be construed as preventing TI or any of its Subsidiaries from establishing any other or different plans providing for current or deferred supplemental compensation for employees.

Sec. 6-3. Rights of Persons Making Claims. No Employee, or Participant, or any person or entity claiming through an Employee or Participant, shall have any rights whatsoever other than the rights and benefits specifically granted under this Plan.

Sec. 6-4. Status of Benefits in this Plan. No benefits accrued or paid under this Plan shall constitute "earnings" or "compensation" for purposes of any other benefit plan sponsored by the Employers.

Sec. 6-5. Governing Law. This Plan shall be governed by the laws of the State of Texas, except to the extent preempted by ERISA and shall be governed by and subject to the Defense of Marriage Act (Public Law 104-199).

Sec. 6-6. Construction. This Plan is not intended to constitute a “ qualified plan ” subject to the limitations of Section 401(a) of the Code, nor shall it constitute a “ funded plan ” , for purposes of such requirements. It is intended that this Plan shall be exempt from the participation and vesting requirements of Part 2 of Title I of ERISA, the funding requirements of Part 3 of Title I of ERISA and the fiduciary requirements of Part 4 of Title I of ERISA by reason of the exclusions afforded plans which are unfunded and maintained by an employer primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. If any provision of this Plan is determined to be for any reason invalid or unenforceable, the remaining provisions of this Plan shall continue in full force and effect. This Plan shall be governing construed in accordance with the laws of the State of Texas, except to the extent otherwise required by applicable federal law. Heading and subheadings are for the purpose of reference only and are not to be considered in the construction of this Plan. This Plan is functionally and operationally related to the TI Employees Pension Plan, and is to be interpreted in a manner consistent with the TI Employees Pension Plan to provide the benefits contemplated hereunder in a comprehensive manner.

IN WITNESS WHEREOF , Texas Instruments Incorporated has caused this instrument to be executed by its duly authorized officer this 14<sup>th</sup> day of October, 2008.

Texas Instruments Incorporated:

By: /s/ Darla Whitaker  
Darla Whitaker  
Senior Vice President – Human Resources

**AMENDMENT NO. 1**  
**TO THE**  
**TI EMPLOYEES NON-QUALIFIED PENSION PLAN**  
(EFFECTIVE JANUARY 1, 2009)

TEXAS INSTRUMENTS INCORPORATED, a Delaware corporation, pursuant to the authority granted in Section 6-1 of the TI Employees Non-Qualified Pension Plan (Effective January 1, 2009) (the "Plan"), does hereby amend the Plan effective on and after January 1, 2009, as follows:

1. Section 3-1 of the Plan is amended by deleting the last paragraph of said Section and substituting in lieu thereof the following:

Notwithstanding the foregoing, from and after January 1, 2005, the benefit payable under the Plan to a Participant shall be the lesser of: (1) the amount determined in the prior paragraph, (2) if the benefits under the Plan are not determined at the same time as the benefits payable under the TI Employees Non-Qualified Pension Plan II ("Plan II"), the amount determined in the prior paragraph reduced by any benefit paid under Plan II, or (3) the difference between the vested benefit that would be payable under the TI Employees Pension Plan as of December 31, 2004 as determined in accordance with (i), (ii), and (iii) above and the vested benefit actually payable under the TI Employees Pension Plan as of December 31, 2004 (and in the form of benefit for which the computation is made), as the same may be increased to equal the Present Value of the benefit the Participant actually becomes entitled to, at the time actually paid, determined under the terms of the Plan (including applicable limits under the Code), as in effect on October 3, 2004, without regard to any further services rendered by the Participant after December 31, 2004, or any other events affecting the amount of or the entitlement to benefits (other than any Participant election with respect to the time of payment of an available benefit). The benefit calculated and payable in accordance with this paragraph from and after January 1, 2009 is sometimes referred to as the "Frozen Accrued Benefit".

The undersigned hereby adopts this AMENDMENT NO. 1 TO THE TI EMPLOYEES NON-QUALIFIED PENSION PLAN on this 30<sup>th</sup> day of December, 2008, effective as of the date set forth above, pursuant to authority delegated by the Board of Directors of Texas Instruments Incorporated.

By: /s/ Darla Whitaker  
Darla Whitaker  
Senior Vice President – Human Resources

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**AMENDMENT NO. 2  
TO THE  
TI EMPLOYEES NON-QUALIFIED PENSION PLAN**

TEXAS INSTRUMENTS INCORPORATED, a Delaware corporation, pursuant to the authority granted in Section 6-1 of the TI Employees Non-Qualified Pension Plan (Effective January 1, 2009) (the "Plan"), does hereby amend the Plan, effective as of July 26, 2013, to conform the terms of the Plan to the administration of the Plan, as follows:

1. Section 1-2 of the Plan is amended by deleting said Section and substituting in lieu thereof the following:

Sec 1-2. Beneficiary. "Beneficiary" means the same person or persons, entity or entities, trust or trusts, or the Participant's estate, as the Participant's Beneficiary or contingent Beneficiary under the TI Employees Pension Plan.

The undersigned hereby adopts this AMENDMENT NO. 2 TO THE TI EMPLOYEES NON-QUALIFIED PENSION PLAN on this 14<sup>th</sup> day of December, 2015, effective as of the date set forth above, pursuant to authority delegated by the Board of Directors of Texas Instruments, Incorporated.

By: /s/ Darla Whitaker

Darla Whitaker

Senior Vice President – Human Resources

**TI EMPLOYEES NON-QUALIFIED PENSION PLAN II  
(EFFECTIVE JANUARY 1, 2009)**

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## TI EMPLOYEES NON-QUALIFIED PENSION PLAN II

TEXAS INSTRUMENTS INCORPORATED, a Delaware corporation with its principal offices in Dallas, Texas (hereinafter referred to as “TI” or “the Company”), froze the TI Employees Supplemental Pension Plan (the “Frozen Plan”), effective as of December 31, 2004, to the extent benefits under that plan were earned and vested as of that date, and continued said plan in accordance with its terms, to provide for the payment of the benefits which were earned, vested and frozen as of December 31, 2004. Subsequently, TI changed the name of the Frozen Plan to the TI Employees Non-Qualified Pension Plan.

Effective as of January 1, 2005, TI established a new non-qualified pension plan (the “New Plan”) in order to provide (i) for the payment of the frozen earned benefits under the Frozen Plan which were not vested as of January 1, 2005, and (ii) to provide a select group of management or highly compensated employees described in Section 201(2) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) with the opportunity to restore certain benefits which cannot be provided under the TI Employees Pension Plan from and after January 1, 2005 as a result of (a) deferral of compensation under a new deferred compensation plan established effective as of January 1, 2005 (known from and after January 1, 2009 as the “TI Deferred Compensation Plan”), or (b) the application of Section 401(a)(17) and/or Section 415 of the Internal Revenue Code of 1986, as amended (the “Code”). TI maintained the New Plan in accordance with the interim guidance promulgated under Section 409A of the Code. In addition, for periods prior to January 1, 2009 the benefits payable under the New Plan may be deferred pursuant to the terms and provisions of the new deferred compensation plan established effective as of January 1, 2005. The benefits provided under the New Plan are unfunded with the result that the participants in the Plan are general unsecured creditors of TI.

TI hereby amends and restates the New Plan, effective as of January 1, 2009 (the “Plan”), in the form provided herein in order to remove the option of deferring payment of the benefits under this Plan, to remove the entitlement to benefits upon a Change in Control, as defined in the New Plan, to comply with the Final Treasury Regulations under Section 409A of the Code and to name the New Plan the “TI Non-Qualified Pension Plan II.” With respect to benefits or contributions lost under the TI Employees Pension Plan by reason of the operation of Section 415 of the Code, this Plan is intended to constitute an “excess benefit plan”, as defined in Section 3 of ERISA, that is exempt from the provisions of ERISA by reason of Section 4(b)(5) of ERISA.

Except as otherwise provided herein, the earning of benefits and payment of those benefits under the New Plan shall be governed by the applicable interim guidance under Section 409A of the Code in effect prior to January 1, 2009, and the earning of benefits and payment of those benefits from and after January 1, 2009 shall be governed by the terms and conditions of this Plan.

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**Article I**  
**Definitions**

Whenever used in this Plan, the following words and phrases shall have the meanings set forth below, unless a different meaning is plainly required by the context. Unless otherwise indicated by the context, any masculine terminology when used in the Plan shall also include the feminine gender, and the definition of any term in the singular shall also include the plural.

Sec. 1-1. Administration Committee. "Administration Committee" means the person or persons from time to time acting under the provisions of Article V hereof.

Sec. 1-2. Beneficiary. "Beneficiary" means the person or persons, entity or entities, trust or trusts, or the Participant's estate, including one or more organizations described in each of Sections 170(c), 2055(a), and 2522(a) of the Code (or any substitute provisions), named by a Participant who is not married as his Beneficiary or contingent Beneficiary under the TI Employees Pension Plan. "Beneficiary" means, in the case of a married Participant, the spouse (as defined in the Defense of Marriage Act) of the Participant at the time of his death, unless the Participant has designated another joint annuitant, contingent annuitant, Beneficiary, or contingent Beneficiary under the TI Employees Pension Plan, in which case such persons or person, entity or entities, trust or trusts, or the Participant's estate shall be the Beneficiary(ies) under this Plan.

A person who is an alternate payee under a qualified domestic relations order may be considered a Beneficiary for purposes of this Plan.

Sec. 1-3. Board of Directors. "Board of Directors" means the Board of Directors of TI or of any Subsidiary which has adopted this Plan.

Sec. 1-4. Code. "Code" means the Internal Revenue Code of 1986, as amended.

Sec. 1-5. Compensation Committee. "Compensation Committee" means the Compensation Committee of the Board of Directors of TI.

Sec. 1-6. Employee. "Employee" means any employee of TI or its Subsidiaries, whether full or part-time, other than an employee who is defined as a "Tucson Participant" in Appendix E of the TI Employees Pension Plan.

Sec. 1-7. Employer. "Employer" means Texas Instruments Incorporated.

Sec. 1-8. ERISA. "ERISA" means the Employee Retirement Income Security Act of 1974, as amended.

Sec. 1-9. Participant. "Participant" means an individual entitled to a supplemental pension pursuant to the provisions of Article III.

Sec. 1-10. Plan Year. "Plan Year" means a calendar year.

Sec. 1-11. Present Value. "Present Value" means, at any time, the actuarial lump sum value determined at such time of the applicable benefit, based on the actuarial assumptions used to determine single sum payments as set forth in Section 1.2(b)(2)(B), or any successor provision, of the TI Employees Pension Plan.

Sec. 1-12. Separation from Service. "Separation from Service" means a termination of services provided by a Participant to an Employer and any other member of the controlled group of corporations (as defined in Section 414(b) of the Code) which includes TI (hereinafter for purposes of this Section 1-12, TI and such other controlled group members being referred to as "ERISA Affiliates"), whether voluntarily or involuntarily, other than by reason of death, as determined by the Administration Committee in accordance with Treas. Reg. §1.409A-1(h). In determining whether a Participant has experienced a Separation from Service, the following provisions shall apply:

- (i) For a Participant who provides services to an Employer as an Employee, a Separation from Service shall occur when such Participant has experienced a termination of employment with the Employer or an ERISA Affiliate. A Participant shall be considered to have experienced a termination of employment when the facts and circumstances indicate that the Participant and the Employer reasonably anticipate that either (a) no further services will be performed for the Employer or an ERISA Affiliate after a certain date, or (b) that the level of bona fide services the Participant will perform for the Employer or an ERISA Affiliate after such date (whether as an Employee or as an independent contractor) will permanently decrease to no more than 20% of the average level of bona fide services performed by such Participant (whether as an Employee or an independent contractor) over the immediately preceding thirty-six (36) month period (or the full period of services to the Employer if the Participant has been providing services to the Employer less than thirty-six (36) months).

- (ii) If a Participant is on military leave, sick leave, or other bona fide leave of absence, the employment relationship between the Participant and the Employer shall be treated as continuing intact, provided that the period of such leave does not exceed six (6) months; or if longer, so long as the Participant retains a right to reemployment with the Employer or an ERISA Affiliate under an applicable statute or by contract. If the period of a military leave, sick leave, or other bona fide leave of absence exceeds six (6) months and the Participant does not retain a right to reemployment under an applicable statute or by contract, the employment relationship shall be considered to be terminated for purposes of the Plan as of the first business day immediately following the end of such six (6) month period. If a leave of absence is due to any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than six (6) months, where such impairment causes the Participant to be unable to perform the duties of his position of employment or any substantially similar position of employment, a twenty-nine (29) month period of absence shall be substituted for such six (6) month period. In applying the provisions of this paragraph, a leave of absence shall be considered a bona fide leave of absence only if there is a reasonable expectation that the Participant will return to perform services for an Employer or an ERISA Affiliate.

Sec. 1-13. Specified Employee. "Specified Employee" means any Participant who is determined to be a "key employee" (as defined under Section 416(i) of the Code without regard to paragraph (5) thereof) for the applicable period, as determined annually by the Administration Committee in accordance with Treas. Reg. §1.409A-1(i). In determining whether a Participant is a Specified Employee, the following provisions shall apply:

- (i) Identification of the individuals who fall within the definition of "key employee" under Code Section 416(i) without regard to paragraph (5) thereof shall be based upon the twelve (12) month period ending on each December 31<sup>st</sup> (referred to below as the "identification date"). In applying the applicable provisions of Code Section 416(i) to identify such individuals, "compensation" shall be determined in accordance with Treas. Reg. §1.415(c)-2(a) without regard to (a) any safe harbor provided in Treas. Reg. §1.415(c)-2(d), (b) any of the special timing rules provided in Treas. Reg. §1.415(c)-2(e), and (c) any of the special rules provided in Treas. Reg. §1.415(c)-2(g); and
- (ii) Each Participant who is a "key employee" in accordance with part (i) of this Section shall be treated as a Specified Employee for purposes of this Plan if such Participant experiences a Separation from Service during the twelve (12) month period that begins on the April 1<sup>st</sup> following the applicable identification date.

Sec. 1-14. Subsidiary. "Subsidiary" means any entity whose assets and net income are included in the consolidated financial statements of TI and its Subsidiaries audited by TI's independent auditors and reported to shareholders in the published annual report to shareholders.

## **Article II**

### **Eligibility and Participation**

Sec. 2-1. Eligibility and Participation. Any Employee who was a Participant in the TI Employees Pension Plan on December 31, 1997 shall be eligible for participation in this Plan, and shall automatically become a Participant in the event that, pursuant to the terms of Article III, any amount would be payable to the Participant under this Plan. In the event that a Participant shall experience a Separation from Service prior to becoming vested in any benefit under the TI Employees Pension Plan, the Participant shall forfeit any benefits accrued under this Plan. Conversely, in the event the Participant shall separate from employment with a vested interest in benefits under the TI Employees Pension Plan, the Participant shall have a vested interest in the corresponding benefits under this Plan. A vested Participant shall continue to participate in this Plan until such Participant has received payment of all benefits credited to or accrued by the Participant hereunder.

## **Article III**

### **Supplemental Benefits**

Sec. 3-1. Supplemental Benefits.

- (i) The benefit payable under this Plan to a Participant shall be the difference between the Present Value of the benefit actually payable under the TI Employees Pension Plan at the time of computation (based on the form of benefit for which the computation is made) and the Present Value of the benefit that would be payable under the TI Employees Pension Plan at such time of computation (in the same form as provided above) if:
- (a) The TI Employees Pension Plan contained no limit on the Compensation that may be considered under Section 401(a)(17) of the Code (for purposes of the calculation and accrual of benefits under the TI Employees Pension Plan);
- (b) "Compensation" for each plan year under the TI Employees Pension Plan included amounts electively deferred, if any, by a Participant under the TI Deferred Compensation Plan from earnings that would have constituted Compensation for such plan year under the TI Employees Pension Plan, had such amounts not been electively

deferred and/or, if applicable, had Section 401(a)(17) of the Code not precluded the consideration of such earnings as Compensation (in the absence of such deferral);

- (c) The TI Employees Pension Plan contained no limit pursuant to Section 415 of the Code upon the maximum amount of pension that may be paid by the TI Employees Pension Plan (such as the limits in effect on January 1, 2008, under Section 12.1 of the TI Employees Pension Plan); and
  - (d) The TI Employees Pension Plan calculated “Average Credited Earnings” and “Benefit Service,” as defined in the TI Employees Pension Plan, from the Participant’s date of hire by the Employer.
- (ii) Notwithstanding the foregoing provisions of this Section 3-1, a Participant, at the time of a Separation from Service, may be placed on leave of absence. If such Participant becomes eligible for early retirement benefits from the TI Employees Pension Plan during such leave of absence, then the benefits to which such Participant is entitled under this Plan shall be calculated (a) taking into account the additional service credit such Participant is entitled to receive under the TI Employees Pension Plan as a result of the leave of absence and the early retirement subsidy to which such Participant is entitled, if any, under the TI Employees Pension Plan, and (b) actuarially reduced (based on the interest and mortality rates under Section 417(e) of the Code) from the Participant’s Earliest Payment Start Date as defined under the TI Employees Pension Plan to the date the benefits are actually paid under this Plan.
- (iii) To the extent a Participant is also a participant in the Frozen Plan, the benefit payable under this Plan shall be offset by the benefit payable under the Frozen Plan, as follows:
- (a) If the Participant, at the time of payment under this Plan, is not on a leave of absence, the offset shall be based on the Present Value of the benefits determined pursuant to the foregoing provisions of this Section 3-1, other than Section 3-1(ii), which are attributable to the vested benefits accrued under the TI Employees Pension Plan as of December 31, 2004 and otherwise payable under the Frozen Plan, as if payment of those vested benefits was being made from the Frozen Plan on the date the payment under this Plan is being made.
  - (b) If the Participant, at the time of payment under this Plan, is on a leave of absence, the offset shall be based on the actuarially reduced (applying the interest and mortality rates under Section 417(e) of the Code) Present Value of the benefits determined pursuant to the foregoing provisions of this Section 3-1, taking into account Section 3-1(ii), which are attributable to the vested benefits accrued under the TI Employees Pension Plan as of December 31, 2004 and otherwise payable under the Frozen Plan, as if payment of those vested benefits was being made from the Frozen Plan on the date the payment under this Plan is being made.

**Sec. 3-2. Payment of Supplemental Benefit.** Subject to Section 3-3, the benefit determined pursuant to Section 3-1 shall be paid in a lump sum to the person entitled thereto as soon as administratively practicable following the date on which the Participant’s Separation from Service or death occurs, but in no event later than ninety (90) days following such Separation from Service or death, except in the case of a Specified Employee. If a Participant is a Specified Employee on the date on which a Separation from Service occurs, no payment shall be made before the first day after the end of the six (6)-month period immediately following the date on which the Participant experiences a Separation from Service. If a Participant is rehired after a Separation from Service but before payment occurs, that Participant shall receive the payment he is entitled to as a result of the initial Separation from Service at the time such payment would otherwise be made, without regard to his subsequent rehire.

**Sec. 3-3. Restrictions.** Except upon a Participant’s Separation from Service followed by the rehire of said Participant before payment of the benefit pursuant to Section 3-2 is made, no benefits accrued under this Plan may be distributed to a Participant until after the date of a Participant’s Separation from Service or death. No loans may be made to any Participant with respect to benefits accrued under this Plan. Benefits payable under this Plan may not be rolled over or transferred to an individual retirement account or to any other employee benefit plan. Benefits provided under this Plan shall not constitute earnings or compensation for purposes of determining contributions or benefits under any other employee benefit plan of the Employers.

**Sec. 3-4. Limitation on Time of Distribution.** If TI reasonably anticipates that any amount to be paid to a Participant will not to be deductible due to the application of Section 162(m) of the Code, such payment of such amount may be delayed until January of the Plan Year in which TI reasonably anticipates the deduction of such amount will not be prohibited by said Section 162(m). The delay provided for in this Section 3-4 shall not apply unless all payments to which the Participant would be entitled which could be delayed in accordance with the provisions of this Section 3-4 also are delayed.

**Sec. 3-5. Taxes.** TI makes no guarantees and assumes no obligation or responsibility with respect to a Participant’s or payee’s federal, state, or local income, estate, inheritance or gift tax obligations, if any, under this Plan. Any taxes required to be withheld from payments hereunder shall be deducted and withheld by the Company, benefit provider or funding agent appointed under the Plan.

**Sec. 3-6. Assignment.** Except as provided in Section 3-6 below, no Participant or Beneficiary of a Participant shall have any right to assign, pledge, hypothecate, anticipate or in any way create a lien on any amounts payable hereunder. No amounts payable hereunder shall be subject to assignment or transfer or otherwise be alienable, either by voluntary or involuntary act, or by operation of law, or subject to attachment, execution, garnishment, sequestration or other seizure under any legal, equitable or other process.

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Sec. 3-7. Alternate Payee Claims. Any claim against any benefits hereunder for child support, spousal maintenance, property settlement, or alimony (an "Alternate Payee Claim") shall be treated in the same manner as would a claim for corresponding benefits under the TI Employees Pension Plan and shall be subject to all claims provisions and restrictions of the TI Employees Pension Plan.

Sec. 3-8. Incompetent. If the Administration Committee determines in its sole discretion that a benefit under this Plan is to be paid to a minor, a person declared incompetent, or to a person incapable of handling the disposition of that person's property, the Administration Committee may direct payment of such benefit to the guardian, legal representative, or person having the care and custody of such minor, incompetent, or incapable person. The Administration Committee may require proof of minority, incompetence, incapacity, or guardianship as it may deem appropriate prior to distribution of the benefit.

#### **Article IV** **Funding**

Sec. 4-1. Funding. Benefits under this Plan shall be funded solely by the Employers. Benefits payable under this Plan shall be paid from the general assets of the Employers, and this Plan shall constitute the Employers' unfunded and unsecured promise to pay such benefits. Notwithstanding the foregoing, TI may create reserves, funds, and provide for amounts to be held in trust on behalf of the Employers under such trust agreements or custodial arrangements as the Company in its absolute and sole discretion deems appropriate.

Sec. 4-2. Creditor Status. A Participant and his Beneficiary or Beneficiaries shall be general unsecured creditors of the Employers with respect to the payment of any benefit under this Plan.

#### **Article V** **Administration of the Plan**

Sec. 5-1. Administration. The Plan shall be administered by the Administration Committee and its designees. The duties of the Administration Committee and its designees include (but not by way of limitation) (i) the defense of lawsuits and conduct of litigation in the name of the Plan (subject to the approval of the General Counsel of TI), (ii) the full power and discretion to interpret and construe this Plan where it concerns (a) questions of eligibility or status, (b) subject to the opportunity for review of denied claims pursuant to Section 5-5 below, the rights of Participants and others hereunder, and (c) the power in general to decide any dispute arising under this Plan. In all such cases the determination of the Administration Committee and its designees shall be final, conclusive and binding with respect to Participants and Beneficiaries.

Sec. 5-2. Number and Selection. The Administration Committee shall consist of one or more members who shall be appointed by the Chief Executive Officer of TI or his designee.

Sec. 5-3. Action by Administration Committee. All actions of the Administration Committee shall be by a majority of the persons so appointed, except as otherwise provided below. Such actions may be taken at a meeting of the Administration Committee or without a meeting by a resolution or memorandum signed by all the persons then appointed as members of the Administration Committee. No member of the Administration Committee shall be entitled to vote or decide upon any matter pertaining to himself individually but such matter shall be determined by the remaining members or by a majority of the remaining members of the Administration Committee, if any.

The Administration Committee may delegate some or all of its powers and responsibilities to any other person or entity, who may or may not be a named fiduciary, and may permit further delegation of its powers. The Administration Committee may appoint agents, retain legal counsel and other services, and perform such acts as may be necessary for the proper administration of the Plan.

Sec. 5-4. Recordkeeping. The Administration Committee shall maintain records and data as may be necessary and appropriate for the proper administration of the Plan and to determine the amounts distributable to Participants and Beneficiaries.

Sec. 5-5. Rules and Regulations. The Administration Committee may adopt and promulgate such rules and regulations as it may deem appropriate for the administration of the Plan and to determine the amounts distributable to Participants and Beneficiaries. The Administration Committee shall adopt and promulgate written rules governing claims procedures reasonably calculated to:

- (i) Provide adequate written notice to any Participant or other person whose claim under the Plan has been denied, setting forth the specific reasons for such denial; and
  - (ii) Afford a reasonable opportunity to such Participant or other person for a full and fair review by the Administration Committee of the decision denying the claim.
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The determination of the Administration Committee upon such review shall be final and conclusive.

Sec. 5-6. Reliance on Documents. The Administration Committee shall be entitled to rely upon, and shall have no liability in relying upon, any representation made to it by TI or any officer of TI, or upon any paper or document believed by it to be genuine and to have been signed or sent by the proper person.

Sec. 5-7. Non-Liability. No member of the Board of Directors, Compensation Committee or Administration Committee or any officer or employee of TI shall be liable for any act done or omitted by him with respect to the Plan except for his own willful misconduct.

Sec. 5-8. Resignation or Removal. Any Administration Committee member may resign by giving written notice to the Chief Executive Officer of TI and may be removed by the Chief Executive Officer of TI by written notice given to the affected member of the Administration Committee. Upon the death, resignation, removal or inability of any Administration Committee member to act as such, the Chief Executive Officer of TI may appoint a successor.

Sec. 5-9. Information; Overpayment or Underpayment of Benefits. In implementing the terms of this Plan, the Administration Committee may, without the consent or notice to any person, release to or obtain from any entity or other organization or person information with respect to any persons which the Administration Committee deems to be necessary for such purpose. Any Participant or Beneficiary claiming benefits under this Plan shall furnish to the Administration Committee such information as may be necessary to determine eligibility for and amount of benefit, as a condition of claim to and receipt of such benefit.

The Administration Committee may adopt, in its sole discretion, whatever rules, procedures and accounting practices it determines to be appropriate in providing for the collection of any overpayment of benefits. If an overpayment is made to a Participant or Beneficiary for whatever reason, the Administration Committee, in its sole discretion, may withhold payment of any further benefits under the Plan until the overpayment has been collected or may require repayment of benefits paid under this Plan without regard to further benefits to which the Participant or Beneficiary may be entitled. If an underpayment to a Participant or Beneficiary occurs for whatever reason, the Administration Committee, in its sole discretion, may correct the underpayment.

Sec. 5.10. Notice. Any notice required or permitted to be given to the Administration Committee under this Plan shall be sufficient if in writing and hand-delivered, or sent by registered or certified mail, to the address below:

Texas Instruments  
Attn: Non-Qualified Pension Plan II  
Administration Committee  
7839 Churchill Way, MS 3905  
Dallas, Texas 75251-1901

Such notice shall be deemed given as of the date of delivery or, if delivery is made by mail, as of the date shown on the postmark on the receipt for registration or certification. Any notice or filing required or permitted to be given to a Participant under this Plan shall be sufficient if in writing and hand-delivered, or sent by mail, to the last known address of the Participant.

## **Article VI** **General Provisions**

Sec. 6-1. Amendment, Termination. The Compensation Committee may change, amend, modify, alter, or terminate the Plan at any time and in any manner, prospectively or retroactively (or may delegate such authority), except that no such amendment, modification, alteration or termination shall be exercised retroactively to reduce or eliminate the benefit accrued by a Participant to the date of amendment, modification or termination. In addition, no such amendment shall modify the Plan in any way that would violate Section 409A of the Code. The Company intends to continue this Plan indefinitely, but nevertheless assumes no contractual obligation to continue this Plan and makes no promise to pay benefits other than as provided in this Plan determined at the time of any Plan discontinuance. In the event this Plan is terminated, a Participant's benefits under the Plan shall remain in the Plan and shall not be distributed until such benefits become eligible for distribution in accordance with the other applicable provisions of this Plan. Notwithstanding the preceding sentence, to the extent permitted by Treas. Reg. §1.409A-3(j)(4)(ix), the Employer may provide that upon termination of the Plan, all benefits for a Participant shall be distributed, subject to and in accordance with any rules established by such Employer deemed necessary to comply with the applicable requirements and limitations of Treas. Reg. §1.409A-3(j)(4)(ix).

Sec. 6-2. Plan Not an Employment Contract. The Plan is not an employment contract. It does not give to any person the right to be continued in employment, and all Participants remain subject to change of compensation, transfer, change of job, discipline, layoff, discharge or any other change of employment status. Nothing contained in this Plan shall prevent a Participant or Beneficiary from receiving, in addition to any payments provided for under this Plan, any payments provided for under any other plan or benefit program of the Company, or which would otherwise be payable or distributable to him or his surviving spouse or Beneficiary. Nothing in this

Plan shall be construed as preventing TI or any of its Subsidiaries from establishing any other or different plans providing for current or deferred supplemental compensation for employees.

Sec. 6-3. Rights of Persons Making Claims. No Employee, or Participant, or any person or entity claiming through an Employee or Participant, shall have any rights whatsoever other than the rights and benefits specifically granted under this Plan.

Sec. 6-4. Status of Benefits in this Plan. No benefits accrued or paid under this Plan shall constitute "earnings" or "compensation" for purposes of any other benefit plan sponsored by the Employers.

Sec. 6-5. Governing Law. This Plan shall be governed by the laws of the State of Texas, except to the extent preempted by ERISA and shall be governed by and subject to the Defense of Marriage Act (Public Law 104-199).

Sec. 6-6. Construction. This Plan is not intended to constitute a "qualified plan" subject to the limitations of Section 401(a) of the Code, nor shall it constitute a "funded plan", for purposes of such requirements. It is intended that this Plan shall be exempt from the participation and vesting requirements of Part 2 of Title I of ERISA, the funding requirements of Part 3 of Title I of ERISA and the fiduciary requirements of Part 4 of Title I of ERISA by reason of the exclusions afforded plans which are unfunded and maintained by an employer primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. If any provision of this Plan is determined to be for any reason invalid or unenforceable, the remaining provisions of this plan shall continue in full force and effect. This Plan shall be governed and construed in accordance with the laws of the State of Texas, except to the extent otherwise required by applicable federal law, and shall be construed in accordance with Section 409A of the Code and the applicable guidance thereunder. Heading and subheadings are for the purpose of reference only and are not to be considered in the construction of this Plan. This Plan is functionally and operationally related to the TI Employees Pension Plan, and is to be interpreted in a manner consistent with the TI Employees Pension Plan to provide the benefits contemplated hereunder in a comprehensive manner.

IN WITNESS WHEREOF, Texas Instruments Incorporated has caused this instrument to be executed by its duly authorized officer this 12<sup>th</sup> day of November, 2008.

By: /s/ Darla Whitaker

Darla Whitaker

Senior Vice President – Human Resources

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**Texas Instruments Incorporated and Subsidiaries**  
**Computation of Ratio of Earnings to Fixed Charges**  
(Millions of dollars)

	For Years Ended December 31,				
	2015	2014	2013	2012	2011
<b>Earnings:</b>					
Income before income tax	\$ 4,216	\$ 3,874	\$ 2,754	\$ 1,935	\$ 2,955
Equity method investments (gains) and losses	(4)	(3)	(6)	(17)	(5)
Add:					
Fixed charges (from below)	100	107	105	99	54
Amortization of capitalized interest	1	2	2	2	3
Distributed income from equity investees	3	1	11	16	11
Subtract:					
Capitalized interest	1	—	—	—	—
Total earnings	<u>\$ 4,315</u>	<u>\$ 3,981</u>	<u>\$ 2,866</u>	<u>\$ 2,035</u>	<u>\$ 3,018</u>
<b>Fixed Charges:</b>					
Total gross interest on debt (expensed)	\$ 96	\$ 103	\$ 104	\$ 104	\$ 48
Capitalized interest	1	—	—	—	—
Amortization of debt premium and debt issuance costs	(6)	(9)	(9)	(18)	(6)
Estimated interest element of rental and lease expense	9	13	10	13	12
Total fixed charges	<u>\$ 100</u>	<u>\$ 107</u>	<u>\$ 105</u>	<u>\$ 99</u>	<u>\$ 54</u>
Ratio of earnings to fixed charges	<u>43.2</u>	<u>37.2</u>	<u>27.3</u>	<u>20.6</u>	<u>55.9</u>

TEXAS INSTRUMENTS INCORPORATED AND SUBSIDIARIES  
LIST OF SUBSIDIARIES OF THE REGISTRANT

The following are subsidiaries of the Registrant as of December 31, 2015.

<b><u>Subsidiary and Name Under Which Business is Done</u></b>	<b><u>Where Organized</u></b>
ActSolar, Inc.	Delaware
Algorex Inc.	California
ASIC II Limited	Hawaii
Benchmark Microelectronics Corporation of South Korea	Delaware
Burr-Brown International Holding Corporation	Delaware
Energy Recommerce Inc.	California
innoCOMM wireless	California
Integrated Circuit Designs, Inc.	Maryland
Luminary Micro India Private Limited	India
Mediamatics, Inc.	California
National Acquisition Sub, Inc.	Delaware
National Semiconductor (I.C.) Limited	Israel
National Semiconductor (Maine), Inc.	Delaware
National Semiconductor Corporation	Delaware
National Semiconductor Germany AG	Germany
National Semiconductor GmbH	Germany
National Semiconductor Holding Sdn. Bhd.	Malaysia
National Semiconductor Hong Kong Sales Limited	Hong Kong
National Semiconductor International B.V.	Netherlands
National Semiconductor International Hong Kong Limited	Hong Kong
National Semiconductor International, Inc.	Delaware
National Semiconductor Labuan Ltd.	Malaysia
National Semiconductor Malaysia LLC	Delaware
National Semiconductor (Pte) Limited	Singapore
National Semicondutores da America do Sul Ltda.	Brazil
National Semicondutores do Brasil Ltda.	Brazil
Telogy Networks, Inc.	Delaware
Texas Instruments AB	Sweden
Texas Instruments Asia Limited	Delaware
Texas Instruments Austin Incorporated	Delaware
Texas Instruments Australia Pty Limited	Australia
Texas Instruments Belgium S.A.	Belgium
Texas Instruments Business Expansion GmbH	Germany
Texas Instruments Canada Limited	Canada
Texas Instruments China Incorporated	Delaware
Texas Instruments China Sales Limited	Hong Kong
Texas Instruments China Trading Limited	Hong Kong
Texas Instruments CZ, s.r.o.	Czech Republic
Texas Instruments de Mexico, S. de R.L. de C.V.	Mexico
Texas Instruments Denmark A/S	Denmark
Texas Instruments Deutschland GmbH	Germany
Texas Instruments Education Technology GmbH	Germany
Texas Instruments Electronics Malaysia Sdn. Bhd.	Malaysia
Texas Instruments EMEA Sales GmbH	Germany
Texas Instruments Espana, S.A. Unipersonal	Spain
Texas Instruments Finland Oy	Finland
Texas Instruments France SAS	France
Texas Instruments Gesellschaft m.b.H.	Austria

Texas Instruments Holland B.V.	Netherlands
Texas Instruments Hong Kong Limited	Hong Kong
Texas Instruments Hungary Korlatolt Felelossegu Tarsasag	Hungary
Texas Instruments (India) Private Limited	India
Texas Instruments International Capital Corporation	Delaware
Texas Instruments International Holding Company S.à r.l.	Luxembourg
Texas Instruments International Management Company S.à r.l.	Luxembourg
Texas Instruments International Trade Corporation	Delaware
Texas Instruments International (U.S.A.) Inc.	Delaware
Texas Instruments Ireland Trading Limited	Ireland
Texas Instruments Israel Ltd.	Israel
Texas Instruments Italia S.r.l.	Italy
Texas Instruments Japan Limited	Japan
Texas Instruments Japan Semiconductor Limited	Japan
Texas Instruments Korea Limited	Korea
Texas Instruments Lehigh Valley Incorporated	Delaware
Texas Instruments Limited	United Kingdom
Texas Instruments Low Power Wireless San Diego LLC	Delaware
Texas Instruments Malaysia Sdn. Bhd.	Malaysia
Texas Instruments Management GmbH & Co. KG	Germany
Texas Instruments Northern Virginia Incorporated	Delaware
Texas Instruments Norway AS	Norway
Texas Instruments Palo Alto Incorporated	California
Texas Instruments (Philippines) LLC	Delaware
Texas Instruments Richardson LLC	Delaware
Texas Instruments Santa Rosa Incorporated	California
Texas Instruments Semiconductor Manufacturing (Chengdu) Co., Ltd.	China
Texas Instruments Semiconductor Technologies (Shanghai) Co., Ltd.	China
Texas Instruments Semiconductor Trading Limited Company	Turkey
Texas Instruments Semiconductores e Tecnologias Ltda.	Brazil
Texas Instruments (Shanghai) Co., Ltd.	China
Texas Instruments Singapore (Pte) Limited	Singapore
Texas Instruments Sunnyvale Incorporated	Delaware
Texas Instruments Sweden AB	Sweden
Texas Instruments Taiwan Limited	Taiwan
Texas Instruments Tucson Corporation	Delaware
Texas Instruments (U.K.) Holdings Limited	United Kingdom
Texas Instruments (U.K.) Limited	United Kingdom
Texas Instruments (U.K.) Pension Trust Company Limited	United Kingdom
TI Europe Limited	United Kingdom
TI (Philippines), Inc.	Philippines
TI Verwaltungs GmbH	Germany
Unitrode Corporation	Maryland
Unitrode-Maine	Maine

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following registration statements, and in the related prospectuses thereto, of our reports dated February 24, 2016, with respect to the consolidated financial statements of Texas Instruments Incorporated, and the effectiveness of internal control over financial reporting of Texas Instruments Incorporated, included in this Annual Report on Form 10-K for the year ended December 31, 2015: Registration Statements (Forms S-8) No. 333-158933, No. 333-158934, No. 33-42172, No. 33-54615, No. 33-61154, No. 333-07127 (as amended), No. 333-41913, No. 333-41919, No. 333-31321 (as amended), No. 333-31323, No. 333-48389, No. 333-44662, No. 333-107759, No. 333-107760, No. 333-107761, No. 333-127021, No. 333-177235, No. 333-195692 and No. 333-197792; Registration Statements (Forms S-3) No. 333-165045 and No. 333-186803; and Registration Statements (Forms S-4) No. 333-89433 (as amended), No. 333-87199, No. 333-80157 (as amended), and No. 333-41030 (as amended).

/s/ ERNST & YOUNG LLP

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ERNST & YOUNG LLP

Dallas, Texas  
February 24, 2016

## CERTIFICATIONS

I, Richard K. Templeton, certify that:

1. I have reviewed this report on Form 10-K of Texas Instruments Incorporated;
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(s) 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(s) 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.

Date: February 24, 2016

/s/ Richard K. Templeton

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**Richard K. Templeton**  
**Chairman, President and**  
**Chief Executive Officer**

## CERTIFICATIONS

I, Kevin P. March, certify that:

1. I have reviewed this report on Form 10-K of Texas Instruments Incorporated;
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(s) 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(s) 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.

Date: February 24, 2016

/s/ Kevin P. March

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**Kevin P. March**  
**Senior Vice President and**  
**Chief Financial Officer**

Certification of Periodic Report  
Pursuant to 18 U.S.C. Section 1350

For purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Richard K. Templeton, Chairman, President and Chief Executive Officer of Texas Instruments Incorporated (the "Company"), hereby certifies that, to his knowledge:

(i) the Annual Report on Form 10-K of the Company for the year ended December 31, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 24, 2016

/s/ Richard K. Templeton

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**Richard K. Templeton**  
**Chairman, President and**  
**Chief Executive Officer**

Certification of Periodic Report  
Pursuant to 18 U.S.C. Section 1350

For purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Kevin P. March, Senior Vice President and Chief Financial Officer of Texas Instruments Incorporated (the "Company"), hereby certifies that, to his knowledge:

(i) the Annual Report on Form 10-K of the Company for the year ended December 31, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 24, 2016

/s/ Kevin P. March

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**Kevin P. March**  
**Senior Vice President and**  
**Chief Financial Officer**