



abbvie

2016 ANNUAL REPORT  
ON FORM 10-K

2017 NOTICE OF  
ANNUAL MEETING  
& PROXY STATEMENT

PEOPLE. PASSION. POSSIBILITIES.

## ABOUT ABBVIE

AbbVie is a global, research-based biopharmaceutical company formed in 2013 following separation from Abbott Laboratories. The company's mission is to use its expertise, dedicated people and unique approach to innovation to develop and market advanced therapies that address some of the world's most complex and serious diseases. Together with its wholly-owned subsidiary, Pharmacyclics, AbbVie employs approximately 29,000 people worldwide and markets medicines in more than 170 countries. For further information on the company and its people, portfolio and commitments, please visit [www.abbvie.com](http://www.abbvie.com).



Dear AbbVie Stockholder,

When AbbVie launched in 2013, we began our journey with a commitment. A commitment to all stakeholders to build an innovation-driven biopharmaceutical company capable of achieving sustainable top-tier performance with a consistent stream of innovative new medicines. Through our first four years, we've made great strides on that mission and are well positioned to continue our record of performance and progress.

By nearly any measure, our results over our first four years place us solidly in the top tier of our peer group. Since inception, we've delivered compounded annual revenue and adjusted earnings per share (EPS) growth of 11 percent and 15 percent, respectively. Over the same period, our dividend has grown 60 percent, contributing to a total shareholder return of 111 percent, the highest among our peer group. In addition, we've launched more than a dozen new products or expanded indications and built one of the strongest pipelines in the industry with the potential for leadership across many therapeutic areas.

In 2016, AbbVie delivered its best year yet, with strong growth performance, new product launches and the addition of Stemcentrx to advance our work within oncology. AbbVie delivered revenue growth of more than 13 percent to \$25.6 billion and adjusted EPS growth of more than 12 percent to \$4.82, placing AbbVie's performance in the top tier of the industry peer group. We delivered this level of performance while achieving continued improvements in operating margin amid record levels of investment in research and development. As a result of our confidence in our strong long-term outlook, we increased our dividend by 12 percent to \$0.64 per share, the third consecutive annual dividend increase since inception.

In addition to financial results, AbbVie continues to deliver on its mission to develop innovative medicines. In 2016, we launched several new products or expanded indications across immunology, oncology, virology and neuroscience, many of which are expected to be significant long-term growth drivers. We also advanced our research in oncology with Stemcentrx and its novel compound, rovalpituzumab tesirine (Rova-T), which is currently in late-stage clinical trials for solid tumor cancers. The addition of the Stemcentrx team and expertise complement our oncology development program of more than 200 clinical trials across more than 20 tumor types.

AbbVie's investment in our pipeline began to reap significant dividends in 2016. We added an important new immunology program, risankizumab, to late-stage development, enrolled several Phase 3 clinical trials and advanced several early- and mid-stage clinical programs with compelling data that will support regulatory submissions over the coming years.

Despite significant change across our industry, our approximately 29,000 employees remain united in our mission and we will continue to strive to increase options and access for patients to elevate the standard of care in many challenging diseases. We're committed to achieving these goals while operating responsibly and continuing to deliver a meaningful contribution in the communities where we operate. We thank you for your continued support in our company.

Sincerely,

A handwritten signature in black ink, appearing to read "Richard A. Gonzalez".

Richard A. Gonzalez  
*Chairman and Chief Executive Officer*



**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D. C. 20549  
**FORM 10-K**

(MARK ONE)

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

OR

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

For the fiscal year ended December 31, 2016

Commission file number 001-35565

**abbvie**  
**AbbVie Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**32-0375147**

(I.R.S. employer  
identification number)

**1 North Waukegan Road**

**North Chicago, Illinois 60064-6400**

(Address of principal executive offices) (Zip Code)

**(847) 932-7900**

(Telephone number)

Securities Registered Pursuant to Section 12(b) of the Act:

**Title of Each Class**

**Name of Each Exchange on Which Registered**

Common Stock, par value \$0.01 per share

New York Stock Exchange  
Chicago Stock Exchange

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See 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   
(Do not check if a 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 the 1,610,874,586 shares of voting stock held by non-affiliates of the registrant, computed by reference to the closing price as reported on the New York Stock Exchange, as of the last business day of AbbVie Inc.'s most recently completed second fiscal quarter (June 30, 2016), was \$99,729,245,619. AbbVie has no non-voting common equity.

Number of common shares outstanding as of January 31, 2017: 1,593,920,285

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the 2017 AbbVie Inc. Proxy Statement are incorporated by reference into Part III. The Definitive Proxy Statement will be filed on or about March 20, 2017.

**ABBVIE INC.**  
**FORM 10-K**  
**FOR THE YEAR ENDED DECEMBER 31, 2016**  
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## PART I

### ITEM 1. BUSINESS

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#### Overview

AbbVie<sup>(1)</sup> is a global, research-based biopharmaceutical company. AbbVie develops and markets advanced therapies that address some of the world's most complex and serious diseases. AbbVie's products are focused on treating conditions such as chronic autoimmune diseases in rheumatology, gastroenterology and dermatology; oncology, including blood cancers; virology, including hepatitis C (HCV) and human immunodeficiency virus (HIV); neurological disorders, such as Parkinson's disease and multiple sclerosis; metabolic diseases, including thyroid disease and complications associated with cystic fibrosis; as well as other serious health conditions. AbbVie also has a pipeline of promising new medicines, including more than 50 investigational programs in clinical development across such important medical specialties as immunology, virology, oncology and neurology, with additional targeted investment in cystic fibrosis and women's health.

AbbVie was incorporated in Delaware on April 10, 2012. On January 1, 2013, AbbVie became an independent company as a result of the distribution by Abbott Laboratories (Abbott) of 100% of the outstanding common stock of AbbVie to Abbott's shareholders.

On June 1, 2016, AbbVie acquired all of the outstanding equity interests in Stemcentrx, Inc. (Stemcentrx), a privately held biotechnology company. The aggregate upfront consideration paid by AbbVie in connection with the acquisition was approximately \$5.8 billion. The transaction expands AbbVie's oncology pipeline by adding the late-stage asset rovalpituzumab tesirine (Rova-T), four additional early-stage clinical compounds in solid tumor indications and a significant portfolio of pre-clinical assets. Rova-T is currently in registrational trials for small cell lung cancer and in early-stage clinical development for other solid tumors.

#### Segments

AbbVie operates in one business segment—pharmaceutical products. See Note 15 to the Consolidated Financial Statements and the sales information related to HUMIRA included under Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations."

#### Products

AbbVie's portfolio of products includes a broad line of therapies that address some of the world's most complex and serious diseases.

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(1) As used throughout the text of this report on Form 10-K, the terms "AbbVie" or "the company" refer to AbbVie Inc., a Delaware corporation, or AbbVie Inc. and its consolidated subsidiaries, as the context requires.

**HUMIRA.** HUMIRA (adalimumab) is a biologic therapy administered as a subcutaneous injection. It is approved to treat the following autoimmune diseases in the United States, Canada and Mexico (collectively, North America) and in the European Union:

Condition	Principal Markets
Rheumatoid arthritis (moderate to severe)	North America, European Union
Psoriatic arthritis	North America, European Union
Ankylosing spondylitis	North America, European Union
Adult Crohn's disease (moderate to severe)	North America, European Union
Plaque psoriasis (moderate to severe chronic)	North America, European Union
Juvenile idiopathic arthritis (moderate to severe polyarticular)	North America, European Union
Ulcerative colitis (moderate to severe)	North America, European Union
Axial spondyloarthropathy	European Union
Pediatric Crohn's disease (moderate to severe)	North America, European Union
Hidradenitis Suppurativa (moderate to severe)	North America, European Union
Pediatric enthesitis-related arthritis	European Union
Non-infectious intermediate, posterior and panuveitis	North America, European Union

HUMIRA is also approved in Japan for the treatment of intestinal Behçet's disease.

HUMIRA is sold in numerous other markets worldwide, including Japan, China, Brazil and Australia, and accounted for approximately 63% of AbbVie's total net revenues in 2016.

AbbVie continues to dedicate substantial research and development efforts to expanding indications for HUMIRA, including in the fields of rheumatology, gastroenterology (pediatric ulcerative colitis), and dermatology (pediatric psoriasis). The indication for non-infectious intermediate, posterior, and panuveitis was approved by the United States Food and Drug Administration on June 2016. AbbVie continues to work on HUMIRA formulation and delivery enhancements to improve convenience and the overall patient experience.

**Oncology products.** AbbVie's oncology products target some of the most complex and difficult-to-treat cancers, including hematologic and solid cancers.

**IMBRUVICA.** IMBRUVICA (ibrutinib) is a first-in-class, oral, once-daily therapy that inhibits a protein called Bruton's tyrosine kinase (BTK). IMBRUVICA is currently approved for the treatment of patients with chronic lymphocytic leukemia (CLL), CLL patients who have del 17p and patients with Waldenström's macroglobulinemia. IMBRUVICA is also approved for the treatment of patients with mantle cell lymphoma (MCL) who have received at least one prior therapy. Accelerated approval was granted for the MCL indication based on overall response rate. Continued approval for this indication may be contingent upon verification of clinical benefit in confirmatory trials. In January 2017, the FDA also approved IMBRUVICA for the treatment of patients with relapsed/refractory marginal zone lymphoma (MZL) who require systemic therapy and have received at least one prior anti-CD20-based therapy. IMBRUVICA was one of the first medicines to receive a U.S. Food and Drug Administration (FDA) approval after being granted a Breakthrough Therapy Designation and IMBRUVICA is one of the few therapies to receive four separate designations.

**Venclexta.** Venclexta (venetoclax) is approved to treat people with chronic lymphocytic leukemia (CLL) with 17p deletion, who have received at least one prior treatment. Venclexta is the first FDA-approved treatment that targets the B-cell lymphoma 2 (BCL-2) protein, which supports cancer cell growth and is overexpressed in many patients with CLL. Venclexta has recently been approved in the EU for the treatment of chronic lymphocytic leukemia (CLL) in patients with 17p deletion or TP53 mutation and are unsuitable for or have failed a B-cell receptor pathway inhibitor and for the



treatment of CLL in absence of 17p deletion or TP53 mutation who have failed both chemoimmunotherapy and a B-cell receptor pathway inhibitor.

***Virology Products.*** AbbVie's virology products address unmet needs for patients living with the hepatitis C virus and HIV-1.

***HCV products.*** VIEKIRA PAK (ombitasvir, paritaprevir and ritonavir tablets; dasabuvir tablets) is an all-oral, short-course, interferon-free therapy, with or without ribavirin, for the treatment of adult patients with genotype 1 chronic HCV, including those with compensated cirrhosis. In Europe, AbbVie's HCV treatment is marketed as VIEKIRAX + EXVIERA and is approved for use in patients with genotype 1 and genotype 4 HCV. In July 2015, the FDA approved AbbVie's TECHNIVIE (ombitasvir, paritaprevir and ritonavir) for use in combination with ribavirin for the treatment of adults with genotype 4 HCV infection in the United States.

***Additional Virology products.*** AbbVie's additional virology products include:

***Kaletra.*** Kaletra (lopinavir/ritonavir), which is also marketed as Aluvia in emerging markets, is a prescription anti-HIV-1 medicine that contains two protease inhibitors: lopinavir and ritonavir. Kaletra is used with other anti-HIV-1 medications as a treatment that maintains viral suppression in people with HIV-1.

***Norvir.*** Norvir (ritonavir) is a protease inhibitor that is indicated in combination with other antiretroviral agents for the treatment of HIV-1 infection.

***Synagis.*** Synagis (palivizumab) is a product marketed by AbbVie outside of the United States that protects at-risk infants from severe respiratory disease caused by RSV.

***Metabolics/Hormones products.*** Metabolic and hormone products target a number of conditions, including testosterone deficiency due to certain underlying conditions, exocrine pancreatic insufficiency and hypothyroidism. These products include:

***AndroGel.*** AndroGel (testosterone gel) is a testosterone replacement therapy for males diagnosed with symptomatic low testosterone due to certain underlying conditions that is available in two strengths: 1 percent and 1.62 percent.

***Creon.*** Creon (pancrelipase) is a pancreatic enzyme therapy for exocrine pancreatic insufficiency, a condition that occurs in patients with cystic fibrosis, chronic pancreatitis and several other conditions.

***Synthroid.*** Synthroid (levothyroxine sodium tablets, USP) is used in the treatment of hypothyroidism.

AbbVie has the rights to sell AndroGel, Creon and Synthroid only in the United States.

***Endocrinology products.*** Lupron (leuprolide acetate), which is also marketed as Lucrin and Lupron Depot, is a product for the palliative treatment of advanced prostate cancer, treatment of endometriosis and central precocious puberty and for the preoperative treatment of patients with anemia caused by uterine fibroids. Lupron is approved for daily subcutaneous injection and one-month, three-month, four-month and six-month intramuscular injection.

***Other products.*** AbbVie's other products include:

***Duopa and Duodopa*** (carbidopa and levodopa). AbbVie's levodopa-carbidopa intestinal gel for the treatment of advanced Parkinson's disease is marketed as Duopa in the United States and as Duodopa outside of the United States.

*Anesthesia products.* Sevoflurane (sold under the trademarks Ultane and Sevorane) is an anesthesia product that AbbVie sells worldwide for human use.

*ZINBRYTA.* ZINBRYTA (daclizumab) is a once-monthly, self-administered, subcutaneous treatment for relapsing forms of multiple sclerosis (MS), which was approved by the FDA in May 2016. Because of its safety profile, the use of ZINBRYTA is generally reserved for patients who have had an inadequate response to two or more therapies indicated for the treatment of MS. The European Commission granted marketing authorization for ZINBRYTA in July 2016.

## **Marketing, Sales and Distribution Capabilities**

AbbVie utilizes a combination of dedicated commercial resources, regional commercial resources and distributorships to market, sell and distribute its products worldwide.

AbbVie directs its primary marketing efforts toward securing the prescription, or recommendation, of its brand of products by physicians, key opinion leaders and other health care providers. Managed care providers (for example, health maintenance organizations and pharmacy benefit managers), hospitals and state and federal government agencies (for example, the United States Department of Veterans Affairs and the United States Department of Defense) are also important customers. AbbVie also markets directly to consumers themselves, although in the United States all of the company's products must be sold pursuant to a prescription. Outside of the United States, AbbVie focuses its marketing efforts on key opinion leaders, payors, physicians and country regulatory bodies. AbbVie also provides patient support programs closely related to its products.

AbbVie's products are generally sold worldwide directly to wholesalers, distributors, government agencies, health care facilities, specialty pharmacies and independent retailers from AbbVie-owned distribution centers and public warehouses. Although AbbVie's business does not have significant seasonality, AbbVie's product revenues may be affected by end customer and retail buying patterns, fluctuations in wholesaler inventory levels and other factors.

In the United States, AbbVie distributes pharmaceutical products principally through independent wholesale distributors, with some sales directly to pharmacies and patients. In 2016, three wholesale distributors (McKesson Corporation, Cardinal Health, Inc. and AmerisourceBergen Corporation) accounted for substantially all of AbbVie's sales in the United States. No individual wholesaler accounted for greater than 41% of AbbVie's 2016 gross revenues in the United States. Outside the United States, sales are made either directly to customers or through distributors, depending on the market served. These wholesalers purchase product from AbbVie under standard terms and conditions of sale.

Certain products are co-marketed or co-promoted with other companies. AbbVie has no single customer that, if the customer were lost, would have a material adverse effect on the company's business.

No material portion of AbbVie's business is subject to renegotiation of profits or termination of contracts at the election of the government.

Orders are generally filled on a current basis and order backlog is not material to AbbVie's business.

## **Competition**

The markets for AbbVie's products are highly competitive. AbbVie competes with other research-based pharmaceuticals and biotechnology companies that discover, manufacture, market and sell proprietary pharmaceutical products and biologics. For example, HUMIRA competes with anti-TNF products and other competitive products intended to treat a number of disease states and AbbVie's virology products compete with other available hepatitis C treatment options. The search for technological innovations in pharmaceutical products is a significant aspect of competition. The introduction of new products by competitors and changes in medical practices and procedures can result in product obsolescence. Price is

also a competitive factor. In addition, the substitution of generic pharmaceutical products for branded pharmaceutical products creates competitive pressures on AbbVie's products that do not have patent protection. New products or treatments brought to market by AbbVie's competitors could cause revenues for AbbVie's products to decrease due to price reductions and sales volume decreases.

**Biosimilars.** Competition for AbbVie's biologic products is affected by the approval of follow-on biologics, also known as "biosimilars." For example, the FDA has approved a biosimilar of HUMIRA in the United States and final approval of a biosimilar of HUMIRA in the EU is imminent. Biologics have added major therapeutic options for the treatment of many diseases, including some for which therapies were unavailable or inadequate. The advent of biologics has also raised complex regulatory issues and significant pharmacoeconomic concerns because the cost of developing and producing biologic therapies is typically dramatically higher than for conventional (small molecule) medications, and because many expensive biologic medications are used for ongoing treatment of chronic diseases, such as rheumatoid arthritis or inflammatory bowel disease, or for the treatment of previously untreatable cancer. Significant investments in biologics infrastructure and manufacturing are necessary to produce biologic products, as are significant investments in marketing, distribution, and sales organization activities, which may limit the number of biosimilar competitors.

In the United States, the FDA regulates biologics under the Federal Food, Drug and Cosmetic Act, the Public Health Service Act and implementing regulations. The enactment of federal health care reform legislation in March 2010 provided a pathway for approval of biosimilars under the Public Health Service Act, but the approval process for, and science behind, biosimilars is more complex than the approval process for, and science behind, generic or other follow-on versions of small molecule products. This added complexity is due to steps needed to ensure that the safety and efficacy of biosimilars is highly similar to that of an original biologic, such as HUMIRA. Ultimate approval by the FDA is dependent upon many factors, including a showing that the biosimilar is "highly similar" to the original product and has no clinically meaningful differences from the original product in terms of safety, purity and potency. The types of data that could ordinarily be required in an application to show similarity may include analytical data and studies to demonstrate chemical similarity, animal studies (including toxicity studies) and clinical studies. The law also requires that the biosimilar must be for a condition of use approved for the original biologic and that the manufacturing facility meets the standards necessary to assure that the biosimilar is safe, pure and potent.

Furthermore, the law provides that only a biosimilar product that is determined to be "interchangeable" will be considered substitutable for the original biologic product without the intervention of the health care provider who prescribed the original biologic product. To prove that a biosimilar product is interchangeable, the applicant must demonstrate that the product can be expected to produce the same clinical results as the original biologic product in any given patient, and if the product is administered more than once in a patient, that safety risks and potential for diminished efficacy of alternating or switching between the use of the interchangeable biosimilar biologic product and the original biologic product is no greater than the risk of using the original biologic product without switching. The law continues to be interpreted and implemented by the FDA. As a result, its ultimate impact, implementation and meaning remains subject to substantial uncertainty.

In the European Union, while a pathway for the approval of biosimilars has existed since 2005, the products that have come to market to date have had a mixed impact on the market share of incumbent products, with significant variation by product.

**Other Competitive Products.** Although a number of competitive biologic branded products have been approved since HUMIRA was first introduced in 2003, most have gained only a modest share of the worldwide market. AbbVie will continue to face competitive pressure from these biologics and from orally administered products.

## Intellectual Property Protection and Regulatory Exclusivity

Generally, upon approval, products may be entitled to certain kinds of exclusivity under applicable intellectual property and regulatory regimes. AbbVie's intellectual property is materially valuable to the company and AbbVie seeks patent protection, where available, in all significant markets and/or countries for each product in development. In the United States, the expiration date for patents is 20 years after the filing date. Given that patents relating to pharmaceutical products are often obtained early in the development process, and given the amount of time needed to complete clinical trials and other development activities required for regulatory approval, the length of time between product launch and patent expiration is significantly less than 20 years. The Drug Price Competition and Patent Term Restoration Act of 1984 (commonly known as the Hatch-Waxman Act) permits a patent holder to seek a patent extension, commonly called a "patent term restoration," for patents on products (or processes for making the product) regulated by the Federal Food, Drug, and Cosmetic Act. The length of the patent extension is roughly based on 50 percent of the period of time from the filing of an Investigational New Drug Application for a compound to the submission of the NDA for such compound, plus 100 percent of the time period from NDA submission to regulatory approval. The extension, however, cannot exceed five years and the patent term remaining after regulatory approval cannot exceed 14 years. Biological products licensed under the Public Health Service Act are similarly eligible for terms of patent restoration.

Pharmaceutical products may be entitled to other forms of legal or regulatory exclusivity upon approval. The scope, length, and requirements for each of these exclusivities vary both in the United States and in other jurisdictions. In the United States, if the FDA approves a drug product that contains an active ingredient not previously approved, the product is typically entitled to five years of non-patent regulatory exclusivity. Other products may be entitled to three years of exclusivity if approval was based on the FDA's reliance on new clinical studies essential to approval submitted by the NDA applicant. If the NDA applicant studies the product for use by children, the FDA may grant pediatric exclusivity, which extends by 180 days the longest existing exclusivity (patent or regulatory) related to the product. For products that are either used to treat conditions that afflict a relatively small population or for which there is not a reasonable expectation that the research and development costs will be recovered, the FDA may designate the pharmaceutical as an orphan drug and grant it seven years of market exclusivity.

Applicable laws and regulations dictate the scope of any exclusivity to which a product is entitled upon its approval in any particular country. In certain instances, regulatory exclusivity may protect a product where patent protection is no longer available or for a period of time in excess of patent protection. It is not possible to estimate for each product in development the total period and scope of exclusivity to which it may become entitled until regulatory approval is obtained. However, given the length of time required to complete clinical development of a pharmaceutical product, the periods of exclusivity that might be achieved in any individual case would not be expected to exceed a minimum of three years and a maximum of 14 years. These estimates do not consider other factors, such as the difficulty of recreating the manufacturing process for a particular product or other proprietary knowledge that may delay the introduction of a generic or other follow-on product after the expiration of applicable patent and other regulatory exclusivity periods.

Biologics may be entitled to exclusivity under the Biologics Price Competition and Innovation Act, which was passed on March 23, 2010 as Title VII to the Patient Protection and Affordable Care Act. The law provides a pathway for approval of biosimilars following the expiration of 12 years of exclusivity for the innovator biologic and a potential additional 180 day-extension term for conducting pediatric studies. Biologics are also eligible for orphan drug exclusivity, as discussed above. The law also includes an extensive process for the innovator biologic and biosimilar manufacturer to litigate patent infringement, validity, and enforceability prior to the approval of the biosimilar. The European Union has also created a pathway for approval of biosimilars and has published guidelines for approval of certain biosimilar products. The more complex nature of biologics and biosimilar products has led to greater regulatory scrutiny and more rigorous requirements for approval of follow-on biosimilar products than for small molecule generic

pharmaceutical products, which can reduce the effect of biosimilars on sales of the innovator biologic as compared to the sales erosion caused by generic versions of small molecule pharmaceutical products.

AbbVie owns or has licensed rights to a substantial number of patents and patent applications. AbbVie licenses or owns a patent portfolio of thousands of patent families, each of which includes United States patent applications and/or issued patents, and may also contain the non-United States counterparts to these patents and applications.

These patents and applications, including various patents that expire during the period 2017 to the late 2030s, in aggregate are believed to be of material importance in the operation of AbbVie's business. However, AbbVie believes that no single patent, license, trademark (or related group of patents, licenses, or trademarks), except for those related to adalimumab (which is sold under the trademark HUMIRA), are material in relation to the company's business as a whole. The United States composition of matter (that is, compound) patent covering adalimumab expired in December 2016, and the equivalent European Union patent is expected to expire in the majority of European Union countries in October 2018. In the United States, non-composition of matter patents covering adalimumab expire no earlier than 2022.

In addition, the following patents, licenses, and trademarks are significant: those related to ibrutinib (which is sold under the trademark IMBRUVICA), those related to ombitasvir/paritaprevir/ritonavir and dasabuvir (which are sold under the trademarks VIEKIRA PAK, VIEKIRAX, EXVIERA, and HOLKIRA PAK), and those related to testosterone (which is sold under the trademark AndroGel). The United States composition of matter patent covering ibrutinib is expected to expire in 2027. The United States composition of matter patents covering ombitasvir, paritaprevir and dasabuvir are expected to expire in 2032, 2031 and 2029, respectively.

AbbVie may rely, in some circumstances, on trade secrets to protect its technology. However, trade secrets are difficult to protect. AbbVie seeks to protect its technology and product candidates, in part, by confidentiality agreements with its employees, consultants, advisors, contractors, and collaborators. These agreements may be breached and AbbVie may not have adequate remedies for any breach. In addition, AbbVie's trade secrets may otherwise become known or be independently discovered by competitors. To the extent that AbbVie's employees, consultants, advisors, contractors, and collaborators use intellectual property owned by others in their work for the company, disputes may arise as to the rights in related or resulting know-how and inventions.

### **Licensing and Other Arrangements**

In addition to its independent efforts to develop and market products, AbbVie enters into arrangements such as licensing arrangements, strategic alliances, co-promotion arrangements, co-development and co-marketing agreements, and joint ventures. These licensing and other arrangements typically include, among other terms and conditions, non-refundable upfront license fees and milestone payments. See Note 5 to the Consolidated Financial Statements for additional information on AbbVie's licensing and other agreements.

### **Third Party Agreements**

AbbVie has agreements with third parties for process development, analytical services and manufacturing of certain products. AbbVie procures certain products and services from a limited number of suppliers and, in some cases, a single supply source. For example, the filling and packaging of HUMIRA syringes to be sold outside of the United States and Puerto Rico is performed by a single supplier at its two different facilities. AbbVie does not currently believe that this agreement is material because AbbVie's business is not substantially at risk without access to these facilities. AbbVie maintains significant inventory of HUMIRA syringes to reduce the risk of any supply disruption and its own syringe-filling and packaging facility in the United States is approved to supply syringes to primary markets outside of the United States and Puerto Rico. In addition, AbbVie has agreements with third parties for active pharmaceutical ingredient

and product manufacturing, formulation and development services, fill, finish and packaging services, transportation and distribution and logistics services for certain products. AbbVie does not believe that these manufacturing related agreements are material because AbbVie's business is not substantially dependent on any individual agreement. In most cases, AbbVie maintains alternate supply relationships that it can utilize without undue disruption of its manufacturing processes if a third party fails to perform its contractual obligations. AbbVie also maintains sufficient inventory of product to minimize the impact of any supply disruption.

AbbVie is also party to certain collaborations and other arrangements, as discussed in Note 5, "Licensing, Acquisitions and Other Arrangements—Other Licensing & Acquisitions Activity," to the Consolidated Financial Statements included under Item 8, "Financial Statements and Supplementary Data."

### **Sources and Availability of Raw Materials**

AbbVie purchases, in the ordinary course of business, raw materials and supplies essential to its operations from numerous suppliers around the world. In addition, certain medical devices and components necessary for the manufacture of AbbVie products are provided by unaffiliated third party suppliers. AbbVie has not experienced any recent significant availability problems or supply shortages that impacted fulfillment of product demand.

### **Research and Development Activities**

AbbVie makes a significant investment in research and development and has numerous compounds in clinical development, including potential treatments for complex, life-threatening diseases. AbbVie's ability to discover and develop new compounds is enhanced by the company's use of integrated discovery and development project teams, which include chemists, biologists, physicians and pharmacologists who work on the same compounds as a team. AbbVie also partners with third parties, such as biotechnology companies, other pharmaceutical companies and academic institutions to identify and prioritize promising new treatments that complement and enhance AbbVie's existing portfolio.

The research and development process generally begins with discovery research which focuses on the identification of a molecule that has a desired effect against a given disease. If preclinical testing of an identified compound proves successful, the compound moves into clinical development which generally includes the following phases:

- Phase 1—involves the first human tests in a small number of healthy volunteers or patients to assess safety, tolerability and potential dosing.
- Phase 2—tests the drug's efficacy against the disease in a relatively small group of patients.
- Phase 3—tests a drug that demonstrates favorable results in the earlier phases in a significantly larger patient population to further demonstrate efficacy and safety based on regulatory criteria.

The clinical trials from all of the development phases provide the data required to prepare and submit a New Drug Application (NDA), a Biological License Application (BLA) or other submission for regulatory approval to the FDA or similar government agencies outside the United States. The specific requirements (e.g., scope of clinical trials) for obtaining regulatory approval vary across different countries and geographic regions.

The research and development process from discovery through a new drug launch typically takes 8 to 12 years and can be even longer. The research and development of new pharmaceutical products has a significant amount of inherent uncertainty. There is no guarantee when, or if, a molecule will receive the regulatory approval required to launch a new drug or indication.

In addition to the development of new products and new formulations, research and development projects also may include Phase 4 trials, sometimes called post-marketing studies. For such projects, clinical

trials are designed and conducted to collect additional data regarding, among other parameters, the benefits and risks of an approved drug.

AbbVie spent approximately \$4.4 billion in 2016, \$4.3 billion in 2015 and \$3.3 billion in 2014 on research to discover and develop new products, indications and processes and to improve existing products and processes. These expenses consisted primarily of salaries and related expenses for personnel, license fees, consulting payments, contract research, clinical drug supply manufacturing, the costs of laboratory equipment and facilities, clinical trial costs and collaboration fees and expenses.

## **Regulation—Discovery and Clinical Development**

**United States.** Securing approval to market a new pharmaceutical product in the United States requires substantial effort and financial resources and takes several years to complete. The applicant must complete preclinical tests and submit protocols to the FDA before commencing clinical trials. Clinical trials are intended to establish the safety and efficacy of the pharmaceutical product and typically are conducted in sequential phases, although the phases may overlap or be combined. If the required clinical testing is successful, the results are submitted to the FDA in the form of an NDA or BLA requesting approval to market the product for one or more indications. The FDA reviews an NDA or BLA to determine whether a product is safe and effective for its intended use and whether its manufacturing is compliant with current Good Manufacturing Practices (cGMP).

Even if an NDA or a BLA receives approval, the applicant must comply with post-approval requirements. For example, holders of an approval must report adverse reactions, provide updated safety and efficacy information and comply with requirements concerning advertising and promotional materials and activities. Also, quality control and manufacturing procedures must continue to conform to cGMP after approval, and certain changes to the manufacturing procedures and finished product must be included in the NDA or BLA, and approved by the FDA. The FDA periodically inspects manufacturing facilities to assess compliance with cGMP, which imposes extensive procedural and record keeping requirements. In addition, as a condition of approval, the FDA may require post-marketing testing and surveillance to further assess and monitor the product's safety or efficacy after commercialization, which may require additional clinical trials or patient registries, or additional work on chemistry, manufacturing and controls. Any post-approval regulatory obligations, and the cost of complying with such obligations, could expand in the future.

**Outside the United States.** AbbVie is subject to similar regulatory requirements outside the United States. AbbVie must obtain approval of a clinical trial application or product from the applicable regulatory authorities before it can commence clinical trials or marketing of the product. The approval requirements and process for each country can vary, and the time required to obtain approval may be longer or shorter than that required for FDA approval in the United States. For example, AbbVie may submit marketing authorizations in the European Union under either a centralized or decentralized procedure. The centralized procedure is mandatory for the approval of biotechnology products and many pharmaceutical products and provides for a single marketing authorization that is valid for all European Union member states. Under the centralized procedure, a single marketing authorization application is submitted to the European Medicines Agency. After the agency evaluates the application, it makes a recommendation to the European Commission, which then makes the final determination on whether to approve the application. The decentralized procedure provides for mutual recognition of individual national approval decisions and is available for products that are not subject to the centralized procedure.

In Japan, applications for approval of a new product are made through the Pharmaceutical and Medical Devices Agency (PMDA). Bridging studies to demonstrate that the non-Japanese clinical data applies to Japanese patients may be required. After completing a comprehensive review, the PMDA reports to the Ministry of Health, Labour and Welfare, which then approves or denies the application.

The regulatory process in many emerging markets continues to evolve. Many emerging markets, including those in Asia, generally require regulatory approval to have been obtained in a large developed

market (such as the United States or Europe) before the country will begin or complete its regulatory review process. Some countries also require that local clinical studies be conducted in order to obtain regulatory approval in the country.

The requirements governing the conduct of clinical trials and product licensing also vary. In addition, post-approval regulatory obligations such as adverse event reporting and cGMP compliance generally apply and may vary by country. For example, after a marketing authorization has been granted in the European Union, periodic safety reports must be submitted and other pharmacovigilance measures may be required (such as Risk Management Plans).

### **Regulation—Commercialization, Distribution and Manufacturing**

The manufacture, marketing, sale, promotion and distribution of AbbVie's products are subject to comprehensive government regulation. Government regulation by various national, regional, federal, state and local agencies, both in the United States and other countries, addresses (among other matters) inspection of, and controls over, research and laboratory procedures, clinical investigations, product approvals and manufacturing, labeling, packaging, marketing and promotion, pricing and reimbursement, sampling, distribution, quality control, post-marketing surveillance, record keeping, storage and disposal practices. AbbVie's operations are also affected by trade regulations in many countries that limit the import of raw materials and finished products and by laws and regulations that seek to prevent corruption and bribery in the marketplace (including the United States Foreign Corrupt Practices Act and the United Kingdom Bribery Act, which provide guidance on corporate interactions with government officials) and require safeguards for the protection of personal data. In addition, AbbVie is subject to laws and regulations pertaining to health care fraud and abuse, including state and federal anti-kickback and false claims laws in the United States. Prescription drug manufacturers such as AbbVie are also subject to taxes, as well as application, product, user, establishment and other fees.

Compliance with these laws and regulations is costly and materially affects AbbVie's business. Among other effects, health care regulations substantially increase the time, difficulty and costs incurred in obtaining and maintaining approval to market newly developed and existing products. AbbVie expects compliance with these regulations to continue to require significant technical expertise and capital investment to ensure compliance. Failure to comply can delay the release of a new product or result in regulatory and enforcement actions, the seizure or recall of a product, the suspension or revocation of the authority necessary for a product's production and sale and other civil or criminal sanctions, including fines and penalties.

In addition to regulatory initiatives, AbbVie's business can be affected by ongoing studies of the utilization, safety, efficacy and outcomes of health care products and their components that are regularly conducted by industry participants, government agencies and others. These studies can call into question the utilization, safety and efficacy of previously marketed products. In some cases, these studies have resulted, and may in the future result, in the discontinuance of, or limitations on, marketing of such products domestically or worldwide, and may give rise to claims for damages from persons who believe they have been injured as a result of their use.

Access to human health care products continues to be a subject of investigation and action by governmental agencies, legislative bodies and private organizations in the United States and other countries. A major focus is cost containment. Efforts to reduce health care costs are also being made in the private sector, notably by health care payors and providers, which have instituted various cost reduction and containment measures. AbbVie expects insurers and providers to continue attempts to reduce the cost of health care products. Outside the United States, many countries control the price of health care products directly or indirectly, through reimbursement, payment, pricing, coverage limitations, or compulsory licensing. Budgetary pressures in the United States and in other countries may also heighten the scope and severity of pricing pressures on AbbVie's products for the foreseeable future.



**United States.** Specifically, U.S. federal laws require pharmaceutical manufacturers to pay certain statutorily-prescribed rebates to state Medicaid programs on prescription drugs reimbursed under state Medicaid plans, and the efforts by states to seek additional rebates affect AbbVie's business. Similarly, the Veterans Health Care Act of 1992, as a prerequisite to participation in Medicaid and other federal health care programs, requires that manufacturers extend additional discounts on pharmaceutical products to various federal agencies, including the United States Department of Veterans Affairs, Department of Defense and Public Health Service entities and institutions. In addition, recent legislative changes would require similarly discounted prices to be offered to TRICARE program beneficiaries. The Veterans Health Care Act of 1992 also established the 340B drug discount program, which requires pharmaceutical manufacturers to provide products at reduced prices to various designated health care entities and facilities.

In the United States, most states also have generic substitution legislation requiring or permitting a dispensing pharmacist to substitute a different manufacturer's generic version of a pharmaceutical product for the one prescribed. In addition, the federal government follows a diagnosis-related group (DRG) payment system for certain institutional services provided under Medicare or Medicaid and has implemented a prospective payment system (PPS) for services delivered in hospital outpatient, nursing home and home health settings. DRG and PPS entitle a health care facility to a fixed reimbursement based on the diagnosis and/or procedure rather than actual costs incurred in patient treatment, thereby increasing the incentive for the facility to limit or control expenditures for many health care products. Medicare reimburses Part B drugs based on average sales price plus a certain percentage to account for physician administration costs, which have been reduced in the hospital outpatient setting. Medicare enters into contracts with private plans to negotiate prices for most patient-administered medicine delivered under Part D.

Under the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act (together, the Affordable Care Act), AbbVie pays a fee related to its pharmaceuticals sales to government programs. In addition, AbbVie provides a discount of 50% for branded prescription drugs sold to patients who fall into the Medicare Part D coverage gap, or "donut hole."

The Affordable Care Act also includes provisions known as the Physician Payments Sunshine Act, which require manufacturers of drugs and biologics covered under Medicare and Medicaid to record any transfers of value to physicians and teaching hospitals and to report this data to the Centers for Medicare and Medicaid Services for subsequent public disclosure. Similar reporting requirements have also been enacted on the state level in the United States, and an increasing number of countries worldwide either have adopted or are considering similar laws requiring disclosure of interactions with health care professionals. Failure to report appropriate data may result in civil or criminal fines and/or penalties.

AbbVie expects debate to continue during 2017 at all government levels worldwide over the marketing, availability, method of delivery and payment for health care products and services. AbbVie believes that future legislation and regulation in the markets it serves could affect access to health care products and services, increase rebates, reduce prices or the rate of price increases for health care products and services, change health care delivery systems, create new fees and obligations for the pharmaceuticals industry, or require additional reporting and disclosure. It is not possible to predict the extent to which AbbVie or the health care industry in general might be affected by the matters discussed above.

AbbVie is subject to a Corporate Integrity Agreement (CIA) entered into by Abbott on May 7, 2012 that requires enhancements to AbbVie's compliance program and contains reporting obligations, including disclosure of financial payments to doctors. If AbbVie fails to comply with the CIA, the Office of Inspector General for the United States Department of Health and Human Services may impose monetary penalties or exclude AbbVie from federal health care programs, including Medicare and Medicaid.

**European Union.** The European Union has adopted directives and other legislation governing labeling, advertising, distribution, supply, pharmacovigilance and marketing of pharmaceutical products. Such

legislation provides mandatory standards throughout the European Union and permits member states to supplement these standards with additional regulations. European governments also regulate pharmaceutical product prices through their control of national health care systems that fund a large part of the cost of such products to consumers. As a result, patients are unlikely to use a pharmaceutical product that is not reimbursed by the government. In many European countries, the government either regulates the pricing of a new product at launch or subsequent to launch through direct price controls or reference pricing. In recent years, many countries have also imposed new or additional cost containment measures on pharmaceutical products. Differences between national pricing regimes create price differentials within the European Union that can lead to significant parallel trade in pharmaceutical products.

Most governments also promote generic substitution by mandating or permitting a pharmacist to substitute a different manufacturer's generic version of a pharmaceutical product for the one prescribed and by permitting or mandating that health care professionals prescribe generic versions in certain circumstances. In addition, governments use reimbursement lists to limit the pharmaceutical products that are eligible for reimbursement by national health care systems.

**Japan.** In Japan, the National Health Insurance system maintains a Drug Price List specifying which pharmaceutical products are eligible for reimbursement, and the Ministry of Health, Labour and Welfare sets the prices of the products on this list. The government generally introduces price cut rounds every other year and also mandates price decreases for specific products. New products judged innovative or useful, that are indicated for pediatric use, or that target orphan or small population diseases, however, may be eligible for a pricing premium. The government has also promoted the use of generics, where available.

**Emerging Markets.** Many emerging markets take steps to reduce pharmaceutical product prices, in some cases through direct price controls and in others through the promotion of generic alternatives to branded pharmaceuticals.

Since AbbVie markets its products worldwide, certain products of a local nature and variations of product lines must also meet other local regulatory requirements. Certain additional risks are inherent in conducting business outside the United States, including price and currency exchange controls, changes in currency exchange rates, limitations on participation in local enterprises, expropriation, nationalization and other governmental action.

## **Environmental Matters**

AbbVie believes that its operations comply in all material respects with applicable laws and regulations concerning environmental protection. Regulations under federal and state environmental laws impose stringent limitations on emissions and discharges to the environment from various manufacturing operations. AbbVie's capital expenditures for pollution control in 2016 were approximately \$5 million and operating expenditures were \$28 million. In 2017, capital expenditures for pollution control are estimated to be \$15 million and operating expenditures are estimated to be approximately \$30 million.

Abbott was identified as one of many potentially responsible parties in investigations and/or remediations at several locations in the United States, including Puerto Rico, under the Comprehensive Environmental Response, Compensation and Liability Act, commonly known as Superfund. Some of these locations were transferred to AbbVie in connection with the separation and distribution, and AbbVie has become a party to these investigations and remediations. Abbott was also engaged in remediation at several other sites, some of which have been transferred to AbbVie in connection with the separation and distribution, in cooperation with the Environmental Protection Agency or similar agencies. While it is not feasible to predict with certainty the final costs related to those investigations and remediation activities, AbbVie believes that such costs, together with other expenditures to maintain compliance with applicable

laws and regulations concerning environmental protection, should not have a material adverse effect on the company's financial position, cash flows, or results of operations.

### **Employees**

AbbVie employed approximately 30,000 persons as of January 31, 2017. Outside the United States, some of AbbVie's employees are represented by unions or works councils. AbbVie believes that it has good relations with its employees.

### **Internet Information**

Copies of AbbVie's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are available free of charge through AbbVie's investor relations website ([www.abbvieinvestor.com](http://www.abbvieinvestor.com)) as soon as reasonably practicable after AbbVie electronically files the material with, or furnishes it to, the Securities and Exchange Commission (SEC).

AbbVie's corporate governance guidelines, outline of directorship qualifications, code of business conduct and the charters of AbbVie's audit committee, compensation committee, nominations and governance committee and public policy committee are all available on AbbVie's investor relations website ([www.abbvieinvestor.com](http://www.abbvieinvestor.com)).

## ITEM 1A. RISK FACTORS

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*You should carefully consider the following risks and other information in this Form 10-K in evaluating AbbVie and AbbVie's common stock. Any of the following risks could materially and adversely affect AbbVie's results of operations, financial condition or cash flows. The risk factors generally have been separated into two groups: risks related to AbbVie's business and risks related to AbbVie's common stock. Based on the information currently known to it, AbbVie believes that the following information identifies the most significant risk factors affecting it in each of these categories of risks. However, the risks and uncertainties AbbVie faces are not limited to those set forth in the risk factors described below and may not be in order of importance or probability of occurrence. Additional risks and uncertainties not presently known to AbbVie or that AbbVie currently believes to be immaterial may also adversely affect its business. In addition, past financial performance may not be a reliable indicator of future performance and historical trends should not be used to anticipate results or trends in future periods.*

*If any of the following risks and uncertainties develops into actual events, these events could have a material adverse effect on AbbVie's business, results of operations, financial condition or cash flows. In such case, the trading price of AbbVie's common stock could decline.*

### **Risks Related to AbbVie's Business**

***The expiration or loss of patent protection and licenses may adversely affect AbbVie's future revenues and operating earnings.***

AbbVie relies on patent, trademark and other intellectual property protection in the discovery, development, manufacturing and sale of its products. In particular, patent protection is, in the aggregate, important in AbbVie's marketing of pharmaceutical products in the United States and most major markets outside of the United States. Patents covering AbbVie products normally provide market exclusivity, which is important for the profitability of many of AbbVie's products.

As patents for certain of its products expire, AbbVie will or could face competition from lower priced generic products. The expiration or loss of patent protection for a product typically is followed promptly by substitutes that may significantly reduce sales for that product in a short amount of time. If AbbVie's competitive position is compromised because of generics or otherwise, it could have a material adverse effect on AbbVie's business and results of operations. In addition, proposals emerge from time to time for legislation to further encourage the early and rapid approval of generic drugs. Any such proposals that are enacted into law could increase the impact of generic competition.

AbbVie's principal patents and trademarks are described in greater detail in Item 1, "Business—Intellectual Property Protection and Regulatory Exclusivity" and Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations," and litigation regarding these patents is described in Item 3, "Legal Proceedings." The United States composition of matter patent for HUMIRA, which is AbbVie's largest product and had worldwide net revenues of approximately \$16.1 billion in 2016, expired in December 2016, and the equivalent European Union patent is expected to expire in the majority of European Union countries in October 2018. Because HUMIRA is a biologic and biologics cannot be readily substituted, it is uncertain what impact the loss of patent protection would have on the sales of HUMIRA.

***AbbVie's major products could lose patent protection earlier than expected, which could adversely affect AbbVie's future revenues and operating earnings.***

Third parties or government authorities may challenge or seek to invalidate or circumvent AbbVie's patents and patent applications. For example, manufacturers of generic pharmaceutical products file, and may continue to file, Abbreviated New Drug Applications with the FDA seeking to market generic forms of AbbVie's products prior to the expiration of relevant patents owned or licensed by AbbVie by asserting that

the patents are invalid, unenforceable and/or not infringed. In addition, petitioners have filed, and may continue to file, challenges to the validity of AbbVie patents under the 2011 Leahy-Smith America Invents Act, which created *inter partes* review and post grant review procedures for challenging patent validity in administrative proceedings at the United States Patent and Trademark Office.

Although most of the challenges to AbbVie's intellectual property have come from other businesses, governments may also challenge intellectual property rights. For example, court decisions and potential legislation relating to patents, such as legislation regarding biosimilars, and other regulatory initiatives may result in further erosion of intellectual property protection. In addition, certain governments outside the United States have indicated that compulsory licenses to patents may be sought to further their domestic policies or on the basis of national emergencies, such as HIV/AIDS. If triggered, compulsory licenses could diminish or eliminate sales and profits from those jurisdictions and negatively affect AbbVie's results of operations.

AbbVie normally responds to challenges by vigorously defending its patents, including by filing patent infringement lawsuits. Patent litigation, administrative proceedings and other challenges to AbbVie's patents are costly and unpredictable and may deprive AbbVie of market exclusivity for a patented product. To the extent AbbVie's intellectual property is successfully challenged or circumvented or to the extent such intellectual property does not allow AbbVie to compete effectively, AbbVie's business will suffer. To the extent that countries do not enforce AbbVie's intellectual property rights or require compulsory licensing of AbbVie's intellectual property, AbbVie's future revenues and operating earnings will be reduced.

***A third party's intellectual property may prevent AbbVie from selling its products or have a material adverse effect on AbbVie's future profitability and financial condition.***

Third parties may claim that an AbbVie product infringes upon their intellectual property. Resolving an intellectual property infringement claim can be costly and time consuming and may require AbbVie to enter into license agreements. AbbVie cannot guarantee that it would be able to obtain license agreements on commercially reasonable terms. A successful claim of patent or other intellectual property infringement could subject AbbVie to significant damages or an injunction preventing the manufacture, sale, or use of the affected AbbVie product or products. Any of these events could have a material adverse effect on AbbVie's profitability and financial condition.

***Any significant event that adversely affects HUMIRA revenues could have a material and negative impact on AbbVie's results of operations and cash flows.***

HUMIRA accounted for approximately 63% of AbbVie's total net revenues in 2016. Any significant event that adversely affects HUMIRA's revenues could have a material adverse impact on AbbVie's results of operations and cash flows. These events could include loss of patent protection for HUMIRA, the approval of biosimilars of HUMIRA, the discovery of previously unknown side effects or impaired efficacy, increased competition from the introduction of new, more effective or less expensive treatments and discontinuation or removal from the market of HUMIRA for any reason.

***AbbVie's research and development efforts may not succeed in developing and marketing commercially successful products and technologies, which may cause its revenues and profitability to decline.***

To remain competitive, AbbVie must continue to launch new products and new indications and/or brand extensions for existing products, and such launches must generate revenue sufficient both to cover its substantial research and development costs and to replace revenues of profitable products that are lost to or displaced by competing products or therapies. Failure to do so would have a material adverse effect on AbbVie's revenue and profitability. Accordingly, AbbVie commits substantial effort, funds, and other resources to research and development and must make ongoing substantial expenditures without any

assurance that its efforts will be commercially successful. A high rate of failure in the biopharmaceutical industry is inherent in the research and development of new products, and failure can occur at any point in the research and development process, including after significant funds have been invested. Products that appear promising in development may fail to reach the market for numerous reasons, including failure to demonstrate effectiveness, safety concerns, superior safety or efficacy of competing therapies, failure to achieve positive clinical or pre-clinical outcomes beyond the current standards of care, inability to obtain necessary regulatory approvals or delays in the approval of new products and new indications, limited scope of approved uses, excessive costs to manufacture, the failure to obtain or maintain intellectual property rights, or infringement of the intellectual property rights of others.

Decisions about research studies made early in the development process of a pharmaceutical product candidate can affect the marketing strategy once such candidate receives approval. More detailed studies may demonstrate additional benefits that can help in the marketing, but they also consume time and resources and may delay submitting the pharmaceutical product candidate for approval. AbbVie cannot guarantee that a proper balance of speed and testing will be made with respect to each pharmaceutical product candidate or that decisions in this area would not adversely affect AbbVie's future results of operations.

Even if AbbVie successfully develops and markets new products or enhancements to its existing products, they may be quickly rendered obsolete by changing clinical preferences, changing industry standards, or competitors' innovations. AbbVie's innovations may not be accepted quickly in the marketplace because of existing clinical practices or uncertainty over third-party reimbursement. AbbVie cannot state with certainty when or whether any of its products under development will be launched, whether it will be able to develop, license, or otherwise acquire compounds or products, or whether any products will be commercially successful. Failure to launch successful new products or new indications for existing products may cause AbbVie's products to become obsolete, causing AbbVie's revenues and operating results to suffer.

***A portion of AbbVie's near-term pharmaceutical pipeline relies on collaborations with third parties, which may adversely affect the development and sale of its products.***

AbbVie depends on alliances with pharmaceutical and biotechnology companies for a portion of the products in its near-term pharmaceutical pipeline. For example, AbbVie is collaborating with Roche Holding AG to develop and commercialize a next-generation Bcl-2 inhibitor, Venclexta (venetoclax), for patients with relapsed/refractory chronic lymphocytic leukemia and AbbVie is investigating its efficacy for additional indications.

Failures by these parties to meet their contractual, regulatory, or other obligations to AbbVie, or any disruption in the relationships between AbbVie and these third parties, could have an adverse effect on AbbVie's pharmaceutical pipeline and business. In addition, AbbVie's collaborative relationships for research and development extend for many years and may give rise to disputes regarding the relative rights, obligations and revenues of AbbVie and its collaboration partners, including the ownership of intellectual property and associated rights and obligations. This could result in the loss of intellectual property rights or protection, delay the development and sale of potential pharmaceutical products and lead to lengthy and expensive litigation, administrative proceedings or arbitration.

***Biologics carry unique risks and uncertainties, which could have a negative impact on future results of operations.***

The successful discovery, development, manufacturing and sale of biologics is a long, expensive and uncertain process. There are unique risks and uncertainties with biologics. For example, access to and supply of necessary biological materials, such as cell lines, may be limited and governmental regulations restrict access to and regulate the transport and use of such materials. In addition, the development,

manufacturing and sale of biologics is subject to regulations that are often more complex and extensive than the regulations applicable to other pharmaceutical products. Manufacturing biologics, especially in large quantities, is often complex and may require the use of innovative technologies. Such manufacturing also requires facilities specifically designed and validated for this purpose and sophisticated quality assurance and quality control procedures. Biologics are also frequently costly to manufacture because production inputs are derived from living animal or plant material, and some biologics cannot be made synthetically. Failure to successfully discover, develop, manufacture and sell biologics—including HUMIRA—could adversely impact AbbVie’s business and results of operations.

***AbbVie’s biologic products are subject to competition from biosimilars.***

The Biologics Price Competition and Innovation Act creates a framework for the approval of biosimilars in the United States and could allow competitors to reference data from biologic products already approved. In Europe, the European Commission has granted marketing authorizations for several biosimilars pursuant to a set of general and product class-specific guidelines for biosimilar approvals issued over the past few years. In addition, companies are developing biosimilars in other countries that could compete with AbbVie’s biologic products. For example, the FDA has approved a biosimilar of HUMIRA in the United States and final approval of a biosimilar of HUMIRA in the EU is imminent, and Boehringer Ingelheim’s marketing authorization application to the EMA and its application to the United States FDA have been accepted for review. As competitors are able to obtain marketing approval for biosimilars referencing AbbVie’s biologic products, AbbVie’s products may become subject to competition from such biosimilars, with the attendant competitive pressure and consequences. Expiration or successful challenge of AbbVie’s applicable patent rights could also trigger competition from other products, assuming any relevant exclusivity period has expired. As a result, AbbVie could face more litigation and administrative proceedings with respect to the validity and/or scope of patents relating to its biologic products.

***New products and technological advances by AbbVie’s competitors may negatively affect AbbVie’s results of operations.***

AbbVie competes with other research-based pharmaceutical and biotechnology companies that discover, manufacture, market, and sell proprietary pharmaceutical products and biologics. For example, HUMIRA competes with anti-TNF products and other competitive products intended to treat a number of disease states and AbbVie’s virology products compete with other available hepatitis C treatment options. These competitors may introduce new products or develop technological advances that compete with AbbVie’s products in therapeutic areas such as immunology, virology/liver disease, oncology and neuroscience. AbbVie cannot predict with certainty the timing or impact of the introduction by competitors of new products or technological advances. Such competing products may be safer, more effective, more effectively marketed or sold, or have lower prices or superior performance features than AbbVie’s products, and this could negatively impact AbbVie’s business and results of operations.

***The manufacture of many of AbbVie’s products is a highly exacting and complex process, and if AbbVie or one of its suppliers encounters problems manufacturing AbbVie’s products, AbbVie’s business could suffer.***

The manufacture of many of AbbVie’s products is a highly exacting and complex process, due in part to strict regulatory requirements. Problems may arise during manufacturing for a variety of reasons, including equipment malfunction, failure to follow specific protocols and procedures, problems with raw materials, delays related to the construction of new facilities or the expansion of existing facilities, including those intended to support future demand for AbbVie’s products, changes in manufacturing production sites and limits to manufacturing capacity due to regulatory requirements, changes in the types of products produced, physical limitations that could inhibit continuous supply, man-made or natural disasters and environmental factors. If problems arise during the production of a batch of product, that batch of product

may have to be discarded and AbbVie may experience product shortages or incur added expenses. This could, among other things, lead to increased costs, lost revenue, damage to customer relations, time and expense spent investigating the cause and, depending on the cause, similar losses with respect to other batches or products. If problems are not discovered before the product is released to the market, recall and product liability costs may also be incurred.

***AbbVie uses a number of products in its pharmaceutical and biologic manufacturing processes that are sourced from single suppliers, and an interruption in the supply of those products could adversely affect AbbVie's business and results of operations.***

AbbVie uses a number of products in its pharmaceutical and biologic manufacturing processes that are sourced from single suppliers. The failure of these single-source suppliers to fulfill their contractual obligations in a timely manner or as a result of regulatory noncompliance or physical disruption at a manufacturing site may impair AbbVie's ability to deliver its products to customers on a timely and competitive basis, which could adversely affect AbbVie's business and results of operations. Finding an alternative supplier could take a significant amount of time and involve significant expense due to the nature of the products and the need to obtain regulatory approvals. AbbVie cannot guarantee that it will be able to reach agreement with alternative providers or that regulatory authorities would approve AbbVie's use of such alternatives. AbbVie does, however, carry business interruption insurance, which provides a degree of protection in the case of a failure by a single-source supplier.

***Significant safety or efficacy issues could arise for AbbVie's products, which could have a material adverse effect on AbbVie's revenues and financial condition.***

Pharmaceutical products receive regulatory approval based on data obtained in controlled clinical trials of limited duration. Following regulatory approval, these products will be used over longer periods of time in many patients. Investigators may also conduct additional, and perhaps more extensive, studies. If new safety or efficacy issues are reported or if new scientific information becomes available (including results of post-marketing Phase 4 trials), or if governments change standards regarding safety, efficacy or labeling, AbbVie may be required to amend the conditions of use for a product. For example, AbbVie may voluntarily provide or be required to provide updated information on a product's label or narrow its approved indication, either of which could reduce the product's market acceptance. If safety or efficacy issues with an AbbVie product arise, sales of the product could be halted by AbbVie or by regulatory authorities. Safety or efficacy issues affecting suppliers' or competitors' products also may reduce the market acceptance of AbbVie's products.

New data about AbbVie's products, or products similar to its products, could negatively impact demand for AbbVie's products due to real or perceived safety issues or uncertainty regarding efficacy and, in some cases, could result in product withdrawal. Furthermore, new data and information, including information about product misuse, may lead government agencies, professional societies, practice management groups or organizations involved with various diseases to publish guidelines or recommendations related to the use of AbbVie's products or the use of related therapies or place restrictions on sales. Such guidelines or recommendations may lead to lower sales of AbbVie's products.

***AbbVie is subject to product liability claims and lawsuits that may adversely affect its business and results of operations.***

In the ordinary course of business, AbbVie is the subject of product liability claims and lawsuits alleging that AbbVie's products or the products of other companies that it promotes have resulted or could result in an unsafe condition for or injury to patients. Product liability claims and lawsuits and safety alerts or product recalls, regardless of their ultimate outcome, may have a material adverse effect on AbbVie's business, results of operations and reputation and on its ability to attract and retain customers.



Consequences may also include additional costs, a decrease in market share for the product in question, lower income and exposure to other claims. Product liability losses are self-insured.

***AbbVie is subject to cost-containment efforts and pricing pressures that could cause a reduction in future revenues and operating earnings, and changes in the terms of rebate and chargeback programs, which are common in the pharmaceuticals industry, could have a material adverse effect on AbbVie's operations.***

Cost-containment efforts by governments and private organizations are described in greater detail in Item 1, "Business—Regulation—Commercialization, Distribution and Manufacturing." To the extent these cost containment efforts are not offset by greater demand, increased patient access to health care, or other factors, AbbVie's future revenues and operating earnings will be reduced. In the United States, the European Union and other countries, AbbVie's business has experienced downward pressure on product pricing, and this pressure could increase in the future.

AbbVie is subject to increasing public and legislative pressure with respect to pharmaceutical pricing. In the United States, practices of managed care groups, and institutional and governmental purchasers, and United States federal laws and regulations related to Medicare and Medicaid, including the Medicare Prescription Drug Improvement and Modernization Act of 2003 and the Patient Protection and Affordable Care Act, contribute to pricing pressures. The potential for continuing changes to the health care system in the United States and the increased purchasing power of entities that negotiate on behalf of Medicare, Medicaid and private sector beneficiaries could result in additional pricing pressures.

In numerous major markets worldwide, the government plays a significant role in funding health care services and determining the pricing and reimbursement of pharmaceutical products. Consequently, in those markets, AbbVie is subject to government decision-making and budgetary actions with respect to its products. In particular, many European countries have ongoing government-mandated price reductions for many pharmaceutical products, and AbbVie anticipates continuing pricing pressures in Europe. Differences between countries in pricing regulations could lead to third-party cross-border trading in AbbVie's products that results in a reduction in future revenues and operating earnings.

Rebates related to government programs, such as fee-for-service Medicaid or Medicaid managed care programs, arise from laws and regulations. AbbVie cannot predict if additional government initiatives to contain health care costs or other factors could lead to new or modified regulatory requirements that include higher or incremental rebates or discounts. Other rebate and discount programs arise from contractual agreements with private payers. Various factors, including market factors and the ability of private payers to control patient access to products, may provide payers the leverage to negotiate higher or additional rebates or discounts that could have a material adverse effect on AbbVie's operations.

***AbbVie is subject to numerous governmental regulations, and it can be costly to comply with these regulations and to develop compliant products and processes.***

AbbVie's products are subject to rigorous regulation by numerous international, supranational, federal and state authorities, as described in Item 1, "Business—Regulation—Discovery and Clinical Development." The process of obtaining regulatory approvals to market a pharmaceutical product can be costly and time consuming, and approvals might not be granted for future products, or additional indications or uses of existing products, on a timely basis, if at all. Delays in the receipt of, or failure to obtain approvals for, future products, or new indications and uses, could result in delayed realization of product revenues, reduction in revenues and substantial additional costs.

In addition, AbbVie cannot guarantee that it will remain compliant with applicable regulatory requirements once approval has been obtained for a product. These requirements include, among other things, regulations regarding manufacturing practices, product labeling and advertising and post-marketing

reporting, including adverse event reports and field alerts due to manufacturing quality concerns. AbbVie must incur expense and spend time and effort to ensure compliance with these complex regulations.

Possible regulatory actions could result in substantial modifications to AbbVie's business practices and operations; refunds, recalls, or seizures of AbbVie's products; a total or partial shutdown of production in one or more of AbbVie's or its suppliers' facilities while AbbVie or its supplier remedies the alleged violation; the inability to obtain future approvals; and withdrawals or suspensions of current products from the market. Any of these events could disrupt AbbVie's business and have a material adverse effect on its business and results of operations.

***Laws and regulations affecting government benefit programs could impose new obligations on AbbVie, require it to change its business practices, and restrict its operations in the future.***

The health care industry is subject to various federal, state and international laws and regulations pertaining to government benefit programs reimbursement, rebates, price reporting and regulation and health care fraud and abuse. In the United States, these laws include anti-kickback and false claims laws, the Medicaid Rebate Statute, the Veterans Health Care Act and individual state laws relating to pricing and sales and marketing practices. Violations of these laws may be punishable by criminal and/or civil sanctions, including, in some instances, substantial fines, imprisonment and exclusion from participation in federal and state health care programs, including Medicare, Medicaid and Veterans Administration health programs. These laws and regulations are broad in scope and they are subject to change and evolving interpretations, which could require AbbVie to incur substantial costs associated with compliance or to alter one or more of its sales or marketing practices. In addition, violations of these laws, or allegations of such violations, could disrupt AbbVie's business and result in a material adverse effect on its business and results of operations.

***AbbVie could be subject to increased monetary penalties and/or other sanctions, including exclusion from federal health care programs, if it fails to comply with the terms of the May 7, 2012 resolution of the Department of Justice's investigation into sales and marketing activities for Depakote.***

On May 7, 2012, Abbott settled United States federal and 49 state investigations into its sales and marketing activities for Depakote by pleading guilty to a misdemeanor violation of the Food, Drug and Cosmetic Act, agreeing to pay approximately \$700 million in criminal fines and forfeitures and approximately \$900 million to resolve civil claims, and submitting to a term of probation. The term of probation ended January 1, 2016 upon AbbVie satisfying all of the probation conditions. However, if AbbVie violates any remaining terms of the plea agreement, it may face additional monetary sanctions and other such remedies as the court deems appropriate.

In addition, Abbott entered into a five-year CIA with the Office of Inspector General for the United States Department of Health and Human Services (OIG). The effective date of the CIA is October 11, 2012. The obligations of the CIA have transferred to and become fully binding on AbbVie. The CIA requires enhancements to AbbVie's compliance program, fulfillment of reporting and monitoring obligations, management certifications and resolutions from AbbVie's board of directors, among other requirements. Compliance with the requirements of the settlement will impose additional costs and burdens on AbbVie, including in the form of employee training, third party reviews, compliance monitoring, reporting obligations and management attention. If AbbVie fails to comply with the CIA, the OIG may impose monetary penalties or exclude AbbVie from federal health care programs, including Medicare and Medicaid. AbbVie and Abbott may be subject to third party claims and shareholder lawsuits in connection with the settlement, and AbbVie may be required to indemnify all or a portion of Abbott's costs.

***The international nature of AbbVie's business subjects it to additional business risks that may cause its revenue and profitability to decline.***

AbbVie's business is subject to risks associated with doing business internationally, including in emerging markets. Net revenues outside of the United States make up approximately 38% of AbbVie's total net revenues in 2016. The risks associated with AbbVie's operations outside the United States include:

- fluctuations in currency exchange rates;
- changes in medical reimbursement policies and programs;
- multiple legal and regulatory requirements that are subject to change and that could restrict AbbVie's ability to manufacture, market and sell its products;
- differing local product preferences and product requirements;
- trade protection measures and import or export licensing requirements;
- difficulty in establishing, staffing and managing operations;
- differing labor regulations;
- potentially negative consequences from changes in or interpretations of tax laws;
- political and economic instability, including sovereign debt issues;
- price and currency exchange controls, limitations on participation in local enterprises, expropriation, nationalization and other governmental action;
- inflation, recession and fluctuations in interest rates;
- potential deterioration in the economic position and credit quality of certain non-U.S. countries, including in Europe and Latin America; and
- potential penalties or other adverse consequences for violations of anti-corruption, anti-bribery and other similar laws and regulations, including the United States Foreign Corrupt Practices Act and the United Kingdom Bribery Act.

Events contemplated by these risks may, individually or in the aggregate, have a material adverse effect on AbbVie's revenues and profitability.

***AbbVie's ability to realize the anticipated benefits of its merger with Pharmacyclics will depend on its ability to effectively and profitably commercialize IMBRUVICA® (ibrutinib).***

The anticipated benefits of AbbVie's merger with Pharmacyclics will depend on AbbVie's ability to: effectively and profitably commercialize IMBRUVICA, including AbbVie's ability to create and meet continued market demand, achieve market acceptance and generate product sales; ensure that the active pharmaceutical ingredient for IMBRUVICA and the finished product are manufactured in sufficient quantities and in compliance with requirements of the FDA and similar foreign regulatory agencies and with acceptable quality and pricing to meet commercial demand; and ensure that the entire supply chain efficiently and consistently delivers IMBRUVICA to AbbVie's customers. The commercialization of IMBRUVICA may not be successful due to, among other things, unexpected challenges from competitors, new safety issues or concerns being reported that may impact or narrow the approved indications, the relative price of IMBRUVICA as compared to alternative treatment options, and changes to the label for IMBRUVICA that further restrict its marketing. If the commercialization of IMBRUVICA is unsuccessful, AbbVie's ability to generate revenue from product sales and realize the anticipated benefits of the merger will be adversely affected.

***AbbVie may acquire other businesses, license rights to technologies or products, form alliances, or dispose of assets, which could cause it to incur significant expenses and could negatively affect profitability.***

AbbVie may pursue acquisitions, technology licensing arrangements, and strategic alliances, or dispose of some of its assets, as part of its business strategy. AbbVie may not complete these transactions in a timely manner, on a cost-effective basis, or at all, and may not realize the expected benefits. If AbbVie is successful in making an acquisition, the products and technologies that are acquired may not be successful or may require significantly greater resources and investments than originally anticipated. AbbVie may not be able to integrate acquisitions successfully into its existing business and could incur or assume significant debt and unknown or contingent liabilities. AbbVie could also experience negative effects on its reported results of operations from acquisition or disposition-related charges, amortization of expenses related to intangibles and charges for impairment of long-term assets. These effects could cause a deterioration of AbbVie's credit rating and result in increased borrowing costs and interest expense.

Additionally, changes in AbbVie's structure, operations, revenues, costs, or efficiency resulting from major transactions such as acquisitions, divestitures, mergers, alliances, restructurings or other strategic initiatives, may result in greater than expected costs, may take longer than expected to complete or encounter other difficulties, including the need for regulatory approval where appropriate.

***AbbVie is dependent on wholesale distributors for distribution of its products in the United States and, accordingly, its results of operations could be adversely affected if they encounter financial difficulties.***

In 2016, three wholesale distributors—AmerisourceBergen Corporation, Cardinal Health, Inc. and McKesson Corporation—accounted for substantially all of AbbVie's net revenues in the United States. If one of its significant wholesale distributors encounters financial or other difficulties, such distributor may decrease the amount of business that it does with AbbVie, and AbbVie may be unable to collect all the amounts that the distributor owes it on a timely basis or at all, which could negatively impact AbbVie's business and results of operations.

***AbbVie has debt obligations that could adversely affect its business and its ability to meet its obligations.***

The amount of debt that AbbVie has incurred and intends to incur could have important consequences to AbbVie and its investors. These consequences include, among other things, requiring a portion of AbbVie's cash flow from operations to make interest payments on this debt and reducing the cash flow available to fund capital expenditures and other corporate purposes and to grow AbbVie's business. To the extent AbbVie incurs additional indebtedness, these risks could increase. In addition, AbbVie's cash flow from operations may not be sufficient to repay all of the outstanding debt as it becomes due, and AbbVie may not be able to borrow money, sell assets, or otherwise raise funds on acceptable terms, or at all, to refinance its debt.

***AbbVie may need additional financing in the future to meet its capital needs or to make opportunistic acquisitions, and such financing may not be available on favorable terms, if at all.***

AbbVie may need to seek additional financing for its general corporate purposes. For example, it may need to increase its investment in research and development activities or need funds to make acquisitions. AbbVie may be unable to obtain any desired additional financing on terms favorable to it, if at all. If AbbVie loses its investment grade credit rating or adequate funds are not available on acceptable terms, AbbVie may be unable to fund its expansion, successfully develop or enhance products, or respond to competitive pressures, any of which could negatively affect AbbVie's business. If AbbVie raises additional

funds by issuing debt or entering into credit facilities, it may be subject to limitations on its operations due to restrictive covenants. Failure to comply with these covenants could adversely affect AbbVie's business.

***AbbVie depends on information technology and a failure of those systems could adversely affect AbbVie's business.***

AbbVie relies on sophisticated information technology systems to operate its business. These systems are potentially vulnerable to malicious intrusion, random attack, loss of data privacy, or breakdown. Data privacy or security breaches by employees or others may cause sensitive data, including intellectual property, trade secrets or personal information belonging to AbbVie, its patients, customers or business partners, to be exposed to unauthorized persons or to the public. Although AbbVie has invested in the protection of its data and information technology and also monitors its systems on an ongoing basis, there can be no assurance that these efforts will prevent breakdowns or breaches in AbbVie's information technology systems that could adversely affect AbbVie's business.

***Other factors can have a material adverse effect on AbbVie's profitability and financial condition.***

Many other factors can affect AbbVie's results of operations, cash flows and financial condition, including:

- changes in or interpretations of laws and regulations, including changes in accounting standards, taxation requirements, product marketing application standards and environmental laws;
- differences between the fair value measurement of assets and liabilities and their actual value, particularly for pension and post-employment benefits, stock-based compensation, intangibles and goodwill; and for contingent liabilities such as litigation and contingent consideration, the absence of a recorded amount, or an amount recorded at the minimum, compared to the actual amount;
- changes in the rate of inflation (including the cost of raw materials, commodities and supplies), interest rates, market value of AbbVie's equity investments and the performance of investments held by it or its employee benefit trusts;
- changes in the creditworthiness of counterparties that transact business with or provide services to AbbVie or its employee benefit trusts;
- changes in the ability of third parties that provide information technology, accounting, human resources, payroll and other outsourced services to AbbVie to meet their contractual obligations to AbbVie; and
- changes in business, economic and political conditions, including: war, political instability, terrorist attacks, the threat of future terrorist activity and related military action; natural disasters; the cost and availability of insurance due to any of the foregoing events; labor disputes, strikes, slow-downs, or other forms of labor or union activity; and pressure from third-party interest groups.

**Risks Related to AbbVie's Common Stock**

***AbbVie cannot guarantee the timing, amount, or payment of dividends on its common stock.***

Although AbbVie expects to pay regular cash dividends, the timing, declaration, amount and payment of future dividends to stockholders will fall within the discretion of AbbVie's board of directors. The board's decisions regarding the payment of dividends will depend on many factors, such as AbbVie's financial condition, earnings, capital requirements, debt service obligations, industry practice, legal requirements, regulatory constraints and other factors that the board deems relevant. For more information, see Item 5, "Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities." AbbVie's ability to pay dividends will depend on its ongoing ability to generate cash from

operations and access capital markets. AbbVie cannot guarantee that it will continue to pay a dividend in the future.

***An AbbVie stockholder's percentage of ownership in AbbVie may be diluted in the future.***

In the future, a stockholder's percentage ownership in AbbVie may be diluted because of equity issuances for capital market transactions, equity awards that AbbVie will be granting to AbbVie's directors, officers and employees, acquisitions, or other purposes. AbbVie's employees have options to purchase shares of its common stock as a result of conversion of their Abbott stock options (in whole or in part) to AbbVie stock options. AbbVie anticipates its compensation committee will grant additional stock options or other stock-based awards to its employees. Such awards will have a dilutive effect on AbbVie's earnings per share, which could adversely affect the market price of AbbVie's common stock. From time to time, AbbVie will issue additional options or other stock-based awards to its employees under AbbVie's employee benefits plans.

In addition, AbbVie's amended and restated certificate of incorporation authorizes AbbVie to issue, without the approval of AbbVie's stockholders, one or more classes or series of preferred stock having such designation, powers, preferences and relative, participating, optional and other special rights, including preferences over AbbVie's common stock respecting dividends and distributions, as AbbVie's board of directors generally may determine. The terms of one or more classes or series of preferred stock could dilute the voting power or reduce the value of AbbVie's common stock. For example, AbbVie could grant the holders of preferred stock the right to elect some number of AbbVie's directors in all events or on the happening of specified events or the right to veto specified transactions. Similarly, the repurchase or redemption rights or liquidation preferences AbbVie could assign to holders of preferred stock could affect the residual value of the common stock.

***Certain provisions in AbbVie's amended and restated certificate of incorporation and amended and restated by-laws, and of Delaware law, may prevent or delay an acquisition of AbbVie, which could decrease the trading price of AbbVie's common stock.***

AbbVie's amended and restated certificate of incorporation and amended and restated by-laws contain, and Delaware law contains, provisions that are intended to deter coercive takeover practices and inadequate takeover bids by making such practices or bids unacceptably expensive to the bidder and to encourage prospective acquirors to negotiate with AbbVie's board of directors rather than to attempt a hostile takeover. These provisions include, among others:

- the inability of AbbVie's stockholders to call a special meeting;
- the division of AbbVie's board of directors into three classes of directors, with each class serving a staggered three-year term;
- a provision that stockholders may only remove directors for cause;
- the ability of AbbVie's directors, and not stockholders, to fill vacancies on AbbVie's board of directors; and
- the requirement that the affirmative vote of stockholders holding at least 80% of AbbVie's voting stock is required to amend certain provisions in AbbVie's amended and restated certificate of incorporation and AbbVie's amended and restated by-laws relating to the number, term and election of AbbVie's directors, the filling of board vacancies, the calling of special meetings of stockholders and director and officer indemnification provisions.

In addition, Section 203 of the Delaware General Corporation Law provides that, subject to limited exceptions, persons that acquire, or are affiliated with a person that acquires, more than 15% of the outstanding voting stock of a Delaware corporation shall not engage in any business combination with that

corporation, including by merger, consolidation or acquisitions of additional shares, for a three-year period following the date on which that person or its affiliates becomes the holder of more than 15% of the corporation's outstanding voting stock.

AbbVie believes these provisions protect its stockholders from coercive or otherwise unfair takeover tactics by requiring potential acquirors to negotiate with AbbVie's board of directors and by providing AbbVie's board of directors with more time to assess any acquisition proposal. These provisions are not intended to make the company immune from takeovers. However, these provisions apply even if the offer may be considered beneficial by some stockholders and could delay or prevent an acquisition that AbbVie's board of directors determines is not in the best interests of AbbVie and AbbVie's stockholders. These provisions may also prevent or discourage attempts to remove and replace incumbent directors.

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains certain forward looking statements regarding business strategies, market potential, future financial performance and other matters. The words “believe,” “expect,” “anticipate,” “project” and similar expressions, among others, generally identify “forward looking statements,” which speak only as of the date the statements were made. The matters discussed in these forward looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from those projected, anticipated or implied in the forward looking statements. In particular, information included under Item 1, “Business,” Item 1A, “Risk Factors,” and Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contain forward looking statements. Where, in any forward looking statement, an expectation or belief as to future results or events is expressed, such expectation or belief is based on the current plans and expectations of AbbVie management and expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the expectation or belief will result or be achieved or accomplished. Factors that could cause actual results or events to differ materially from those anticipated include the matters described under Item 1A, “Risk Factors” and Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” AbbVie does not undertake any obligation to update the forward-looking statements included in this Annual Report on Form 10-K to reflect events or circumstances after the date hereof, unless AbbVie is required by applicable securities law to do so.

## ITEM 1B. UNRESOLVED STAFF COMMENTS

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None.

## ITEM 2. PROPERTIES

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AbbVie’s corporate offices are located at 1 North Waukegan Road, North Chicago, Illinois 60064-6400. AbbVie’s manufacturing plants are in the following locations:

United States	Outside the United States
Abbott Park, Illinois*	Campoverde di Aprilia, Italy
Barceloneta, Puerto Rico	Cork, Ireland
Jayuya, Puerto Rico	Ludwigshafen, Germany
North Chicago, Illinois	Singapore*
South San Francisco, California	Sligo, Ireland
Worcester, Massachusetts*	
Wyandotte, Michigan*	

\* Leased property.

In addition to the above, AbbVie has other manufacturing facilities worldwide. AbbVie believes its facilities are suitable and provide adequate production capacity.

In the United States, including Puerto Rico, AbbVie has one distribution center. AbbVie also has research and development facilities in the United States located at: Abbott Park, Illinois; North Chicago, Illinois; Redwood City, California; South San Francisco, California; Sunnyvale, California; Cambridge, Massachusetts; and Worcester, Massachusetts. Outside the United States, AbbVie’s principal research and development facilities are located in Ludwigshafen, Germany.

Except as noted, the plants in the United States listed above are owned by AbbVie or subsidiaries of AbbVie. The remaining manufacturing plants and all other facilities are owned or leased by AbbVie or subsidiaries of AbbVie.



### **ITEM 3. LEGAL PROCEEDINGS**

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Information pertaining to legal proceedings is provided in Note 14, “Legal Proceedings and Contingencies” to the Consolidated Financial Statements included under Item 8, “Financial Statements and Supplementary Data,” and is incorporated by reference herein.

### **ITEM 4. MINE SAFETY DISCLOSURES**

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Not applicable.

## EXECUTIVE OFFICERS OF THE REGISTRANT

The following table lists AbbVie's executive officers, each of whom was first appointed as an AbbVie corporate officer in December 2012, except as otherwise indicated:

Name	Age	Position
Richard A. Gonzalez	63	Chairman of the Board and Chief Executive Officer
Carlos Alban	54	Executive Vice President, Commercial Operations
William J. Chase	49	Executive Vice President, Chief Financial Officer
Henry O. Gosebruch*	44	Executive Vice President and Chief Strategy Officer
Laura J. Schumacher	53	Executive Vice President, External Affairs, General Counsel and Corporate Secretary
Michael E. Severino, M.D.*	51	Executive Vice President, Research and Development and Chief Scientific Officer
Timothy J. Richmond	50	Senior Vice President, Human Resources
Azita Saleki-Gerhardt, Ph.D.	53	Senior Vice President, Operations
Thomas A. Hurwich**	56	Vice President, Controller

\* Mr. Gosebruch was first appointed as a corporate officer in December 2015 and Dr. Severino was first appointed as a corporate officer in June 2014.

\*\* As previously announced, Mr. Hurwich will resign as AbbVie's Vice President, Controller, effective February 28, 2017.

Mr. Gonzalez is AbbVie's Chairman of the Board and Chief Executive Officer. He served as Abbott's Executive Vice President, Pharmaceutical Products Group from 2010 to 2012, and was responsible for Abbott's worldwide pharmaceutical business, including commercial operations, research and development, and manufacturing. He has also served as President, Abbott Ventures Inc., Abbott's medical technology investment arm, from 2009 to 2011. Mr. Gonzalez joined Abbott in 1977 and held various management positions before briefly retiring in 2007, including Abbott's President and Chief Operating Officer, President, Chief Operating Officer of Abbott's Medical Products Group, Senior Vice President and President of Abbott's former Hospital Products Division, Vice President and President of Abbott's Health Systems Division, and Divisional Vice President and General Manager for Abbott's Diagnostics Operations in the United States and Canada.

Mr. Alban is AbbVie's Executive Vice President, Commercial Operations. He served as Abbott's Senior Vice President, Proprietary Pharmaceutical Products, Global Commercial Operations from 2011 to 2012, as Senior Vice President, International Pharmaceuticals from 2009 to 2011, as Vice President, Western Europe and Canada from 2007 to 2009, and as Vice President, European Operations from 2006 to 2007. Mr. Alban joined Abbott in 1986.

Mr. Chase is AbbVie's Executive Vice President, Chief Financial Officer. He served as Abbott's Vice President, Licensing and Acquisitions from 2010 to 2012, as Vice President, Treasurer from 2007 to 2010, and as Divisional Vice President, Controller of Abbott International from 2004 to 2007. Mr. Chase joined Abbott in 1989.

Mr. Gosebruch is AbbVie's Executive Vice President and Chief Strategy Officer. He worked for more than 20 years in the Mergers & Acquisitions Group at J.P. Morgan Securities LLC, serving as Managing Director since 2007 and as Co-Head of M&A North America during 2015. Mr. Gosebruch joined AbbVie in 2015.

Ms. Schumacher is AbbVie's Executive Vice President, External Affairs, General Counsel and Corporate Secretary, responsible for AbbVie's externally-facing functions of Health Economics Outcomes Research, Government Affairs, Corporate Responsibility, Brand and Communications. She also leads all legal functions and biotherapeutics strategy. Prior to AbbVie's separation from Abbott, Ms. Schumacher served as Executive

Vice President, General Counsel and Corporate Secretary from 2007 to 2012, and as Senior Vice President, Corporate Secretary and General Counsel from 2005 to 2007. Both at Abbott and AbbVie, Ms. Schumacher also led Licensing and Acquisition and Ventures and Early Stage Collaborations. At Abbott, Ms. Schumacher was also responsible for its Office of Ethics and Compliance. Ms. Schumacher joined Abbott in 1990. She serves on the board of General Dynamics Corporation.

Dr. Severino is AbbVie's Executive Vice President, Research and Development and Chief Scientific Officer. Dr. Severino served at Amgen Inc. as Senior Vice President, Global Development and Corporate Chief Medical Officer from 2012 to 2014, as Vice President, Global Development from 2010 to 2012 and as Vice President, Therapeutic Area Head, General Medicine and Inflammation Global Clinical Development from 2007 to 2012. He joined AbbVie in 2014.

Mr. Richmond is AbbVie's Senior Vice President, Human Resources. He served as Abbott's Divisional Vice President of Compensation & Benefits from 2008 to 2012, as Group Vice President of Talent and Rewards from 2007 to 2008, and as Divisional Vice President of Talent Acquisition from 2006 to 2007. Mr. Richmond joined Abbott in 2006.

Dr. Saleki-Gerhardt is AbbVie's Senior Vice President, Operations. She served as Abbott's Vice President, Pharmaceuticals Manufacturing and Supply from 2011 to 2012, and as Divisional Vice President, Quality Assurance, Global Pharmaceutical Operations from 2008 to 2011. Dr. Saleki-Gerhardt joined Abbott in 1993.

Mr. Hurwich is AbbVie's Vice President, Controller. He served as Abbott's Vice President, Internal Audit from 2009 to 2012, and as Divisional Vice President, Controller, Abbott Diagnostics Division from 2003 to 2009. Mr. Hurwich joined Abbott in 1983.

The executive officers of AbbVie are elected annually by the board of directors. All other officers are elected by the board or appointed by the Chairman of the Board. All officers are either elected at the first meeting of the board of directors held after the annual stockholder meeting or appointed by the Chairman of the Board after that board meeting. Each officer holds office until a successor has been duly elected or appointed and qualified or until the officer's death, resignation, or removal. There are no family relationships between any of the executive officers listed above.

## PART II

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

#### Principal Market

The principal market for AbbVie's common stock is the New York Stock Exchange (NYSE). AbbVie's common stock is also listed on the Chicago Stock Exchange and traded on various regional and electronic exchanges. Outside the United States, AbbVie's common stock is listed on NYSE Euronext Paris and the SIX Swiss Exchange.

	Market Price Per Share			
	2016		2015	
	High	Low	High	Low
First Quarter	\$59.81	\$50.71	\$68.29	\$54.78
Second Quarter	\$65.37	\$56.36	\$70.75	\$56.33
Third Quarter	\$68.12	\$61.77	\$71.60	\$51.88
Fourth Quarter	\$65.05	\$55.06	\$64.30	\$45.45

#### Stockholders

There were 52,270 stockholders of record of AbbVie common stock as of January 31, 2017.

#### Dividends

The following table summarizes quarterly cash dividends for the years ended December 31, 2016 and 2015:

2016			2015		
Payment Date	Date Declared	Dividend Per Share	Payment Date	Date Declared	Dividend Per Share
11/15/16	09/09/16	\$0.57	11/16/15	09/11/15	\$0.51
08/15/16	06/16/16	\$0.57	08/14/15	06/18/15	\$0.51
05/16/16	02/18/16	\$0.57	05/15/15	02/19/15	\$0.51
02/16/16	10/30/15	\$0.57	02/13/15	10/20/14	\$0.49

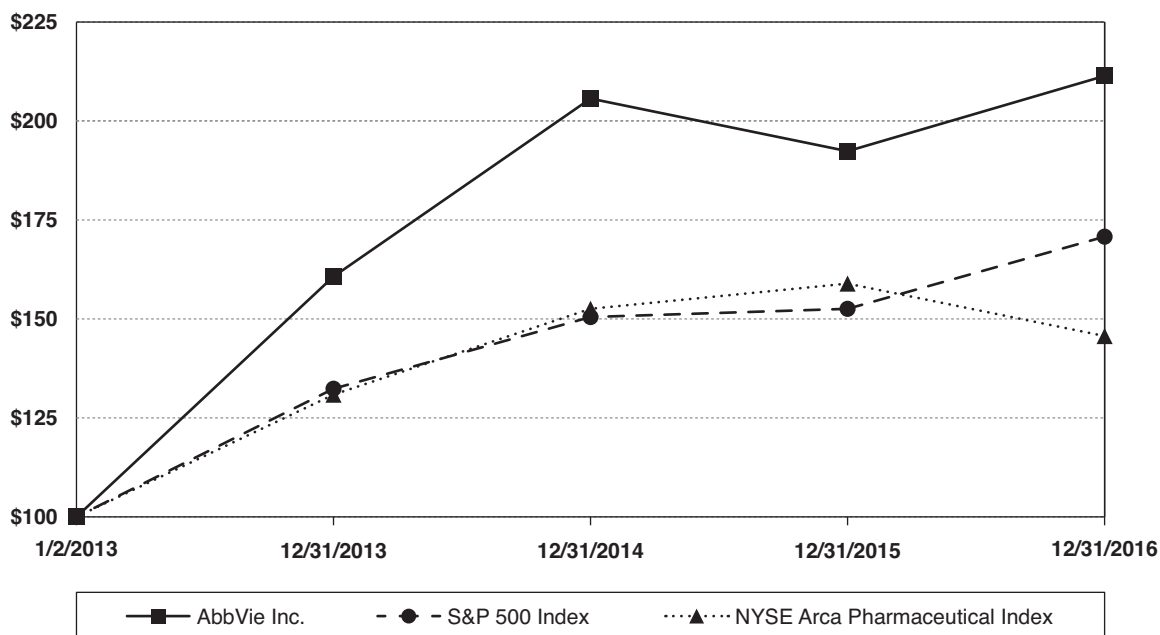
On October 28, 2016, AbbVie's board of directors declared an increase in the quarterly cash dividend from \$0.57 per share to \$0.64 per share, payable on February 15, 2017 to stockholders of record as of January 13, 2017. The timing, declaration, amount of and payment of any dividends by AbbVie in the future is within the discretion of its board of directors and will depend upon many factors, including AbbVie's financial condition, earnings, capital requirements of its operating subsidiaries, covenants associated with certain of AbbVie's debt service obligations, legal requirements, regulatory constraints, industry practice, ability to access capital markets and other factors deemed relevant by its board of directors. Moreover, if AbbVie determines to pay any dividend in the future, there can be no assurance that it will continue to pay such dividends or the amount of such dividends.

#### Performance Graph

The following graph compares the cumulative total returns of AbbVie, the S&P 500 Index and the NYSE Arca Pharmaceuticals Index. This graph covers the period from January 2, 2013 (the first day AbbVie's common stock began "regular-way" trading on the NYSE) through December 31, 2016. This graph assumes \$100 was invested in AbbVie common stock and each index on January 2, 2013 and also assumes the

reinvestment of dividends. The stock price performance on the following graph is not necessarily indicative of future stock price performance.

#### COMPARISON OF CUMULATIVE TOTAL RETURN



This performance graph is furnished and shall not be deemed “filed” with the SEC or subject to Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any of AbbVie’s filings under the Securities Act of 1933, as amended.

#### Issuer Purchases of Equity Securities

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
October 1, 2016 - October 31, 2016	1,206,700 <sup>(1)</sup>	\$56.03	1,197,847	\$2,059,934,326 <sup>(2)</sup>
November 1, 2016 - November 30, 2016	17,083,128 <sup>(1)</sup>	\$60.07	17,080,029	\$1,033,906,665 <sup>(2)</sup>
December 1, 2016 - December 31, 2016	16,231,850 <sup>(1)</sup>	\$61.56	16,205,010	\$ 36,288,894 <sup>(2)</sup>
<b>Total</b>	<b>34,521,678<sup>(1)</sup></b>	<b>\$60.63</b>	<b>34,482,886</b>	<b>\$ 36,288,898<sup>(2)</sup></b>

1. These shares represent:

- (i) in addition to AbbVie shares repurchased on the open market under a publicly announced program, if any, these shares included the shares deemed surrendered to AbbVie to pay the exercise price in connection with the exercise of employee stock options—8,853 in October; 3,099 in November; and 6,512 in December, with average exercise prices of \$43.87 in October; \$43.60 in November; and \$44.32 in December.
- (ii) the shares purchased on the open market for the benefit of participants in the AbbVie Employee Stock Purchase Plan—zero in October and November; and 20,328 in December.

These shares do not include the shares surrendered to AbbVie to satisfy minimum tax withholding obligations in connection with the vesting of restricted stock or restricted stock units.

2. On October 20, 2014, AbbVie announced that its board of directors authorized the purchase of up to \$5.0 billion of its common stock. The board of directors authorized increases to this repurchase program of \$5.0 billion in March 2015 and \$4.0 billion in April 2016 in anticipation of executing accelerated share repurchase agreements (ASRs) in connection with the acquisitions of Pharmacyclics and Stemcentrx. Purchases of AbbVie shares under this program may be made from time to time at management's discretion. The program has no time limit and can be discontinued at any time.

On February 16, 2017, AbbVie's board of directors authorized a \$5.0 billion increase to AbbVie's existing stock repurchase program. The stock repurchase authorization permits shares to be repurchased in open market or private transactions, has no time limit and may be discontinued at any time.

## ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth AbbVie's selected financial information derived from its (i) audited consolidated financial statements as of and for the years ended December 31, 2016, 2015, 2014 and 2013; and (ii) audited combined financial statements as of and for the year ended December 31, 2012. The historical financial statements for periods prior to January 1, 2013 were prepared on a stand-alone basis and were derived from Abbott's consolidated financial statements and accounting records as if the former research-based pharmaceutical business of Abbott had been part of AbbVie for all periods presented. Accordingly, AbbVie's financial statements for periods prior to January 1, 2013 are presented on a combined basis and reflect AbbVie's financial position, results of operations and cash flows as its business was operated as part of Abbott prior to the separation, in conformity with generally accepted accounting principles (GAAP) in the United States.

The selected financial information should be read in conjunction with the financial statements and accompanying notes included under Item 8, "Financial Statements and Supplementary Data" and Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations."

as of and for the years ended December 31 (in millions, except per share data)	2016	2015	2014	2013	2012
<b>Statement of earnings data</b>					
Net revenues	\$25,638	\$22,859	\$19,960	\$18,790	\$18,380
Net earnings <sup>(a)(b)</sup>	5,953	5,144	1,774	4,128	5,275
Basic earnings per share <sup>(a)(b)</sup>	\$ 3.65	\$ 3.15	\$ 1.11	\$ 2.58	\$ 3.35
Diluted earnings per share <sup>(a)(b)</sup>	\$ 3.63	\$ 3.13	\$ 1.10	\$ 2.56	\$ 3.35
Cash dividends declared per common share	\$ 2.35	\$ 2.10	\$ 1.75	\$ 2.00 <sup>(c)</sup>	n/a
Weighted-average basic shares outstanding <sup>(d)</sup>	1,622	1,625	1,595	1,589	1,577
Weighted-average diluted shares outstanding <sup>(d)</sup>	1,631	1,637	1,610	1,604	1,577
<b>Balance sheet data</b>					
Total assets <sup>(e)(f)</sup>	\$66,099	\$53,050	\$27,513	\$29,241	\$27,058
Long-term debt and lease obligations <sup>(e)(f)(g)</sup>	36,465	31,265	14,552	14,353	14,702

n/a—Not applicable.

- (a) AbbVie's historical financial statements for periods prior to January 1, 2013 reflected an allocation of expenses related to certain Abbott corporate functions, including senior management, legal, human resources, finance, information technology and quality assurance. These expenses were allocated to AbbVie based on direct usage or benefit where identifiable, with the remainder allocated on a pro rata basis of revenues, headcount, square footage, number of transactions or other measures. AbbVie considers the expense allocation methodology and results to be reasonable. However, the allocations may not be indicative of the actual expenses that would have been incurred had AbbVie operated as an independent, stand-alone, publicly-traded company for the periods presented. Accordingly, the historical financial information presented for periods prior to January 1, 2013 may not be indicative of the results of operations or financial position that would have been achieved if AbbVie had been an independent, stand-alone, publicly-traded company during the periods shown or of AbbVie's performance for periods subsequent to December 31, 2012.
- (b) Results for 2016, 2015, 2014 and 2013 included higher expenses associated with operating as an independent, stand-alone, publicly-traded company than the historically derived financial statements for periods prior to January 1, 2013. The increases include the impact of interest expense on debt issued as a stand-alone company, a higher tax rate and other incremental costs of operating as an independent company. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations" for a discussion of other items that affected the comparability of financial results for 2016, 2015 and 2014, and the 2013 Form 10-K for 2013 and 2012 financial statements.

- (c) AbbVie declared regular quarterly cash dividends in 2013 aggregating \$1.60 per share of common stock. In addition, a cash dividend of \$0.40 per share of common stock was declared from pre-separation earnings on January 4, 2013 and was recorded as a reduction of additional paid-in capital.
- (d) On January 1, 2013, Abbott distributed 1,577 million shares of AbbVie common stock to shareholders of Abbott common stock. For periods prior to the separation, the weighted-average basic and diluted shares outstanding were based on the number of shares of AbbVie common stock outstanding on the distribution date. See Note 4 to the Consolidated Financial Statements for information regarding the calculation of basic and diluted earnings per common share for 2016, 2015 and 2014 and the 2013 Form 10-K for 2013 and 2012.
- (e) On May 26, 2015, AbbVie acquired Pharmacyclics for approximately \$20.8 billion, including cash consideration of \$12.4 billion and equity consideration of approximately 128 million shares of AbbVie common stock valued at \$8.4 billion. In connection with the acquisition, AbbVie issued \$16.7 billion aggregate principal amount of unsecured senior notes, of which approximately \$11.5 billion was used to finance the acquisition and approximately \$5.0 billion was used to finance an accelerated share repurchase (ASR) program. See Note 5 to the Consolidated Financial Statements for information regarding the acquisition of Pharmacyclics, Note 9 for information on the senior notes and Note 12 for information on the ASR.
- (f) In June 2016, AbbVie acquired Stemcentrx for approximately \$6.4 billion, including cash consideration of \$1.9 billion, equity consideration of approximately 62.4 million shares of AbbVie common stock valued at \$3.9 billion and contingent consideration of approximately \$620 million. In connection with the acquisition AbbVie issued \$7.8 billion aggregate principal amount of unsecured senior notes. Of the \$7.7 billion net proceeds, approximately \$1.9 billion was used to finance the acquisition, approximately \$3.8 billion was used to finance an ASR and approximately \$2.0 billion was used to repay the company's outstanding term loan that was due to mature in November 2016. See Note 5 to the Consolidated Financial Statements for information regarding the acquisition of Stemcentrx, Note 9 for information on the senior notes and Note 12 for information on the ASR.
- (g) Includes current portion of both long-term debt and lease obligations.



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

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The following is a discussion and analysis of the financial condition of AbbVie Inc. (AbbVie or the company) as of December 31, 2016 and 2015 and results of operations for each of the three years in the period ended December 31, 2016. This commentary should be read in conjunction with the consolidated financial statements and accompanying notes appearing in Item 8, "Financial Statements and Supplementary Data."

### EXECUTIVE OVERVIEW

#### Company Overview

AbbVie is a global, research-based biopharmaceutical company formed in 2013 following separation from Abbott Laboratories (Abbott). AbbVie's mission is to use its expertise, dedicated people and unique approach to innovation to develop and market advanced therapies that address some of the world's most complex and serious diseases. AbbVie's products are focused on treating conditions such as chronic autoimmune diseases in rheumatology, gastroenterology and dermatology; oncology, including blood cancers; virology, including hepatitis C (HCV) and human immunodeficiency virus (HIV); neurological disorders, such as Parkinson's disease and multiple sclerosis; metabolic diseases, including thyroid disease and complications associated with cystic fibrosis; as well as other serious health conditions. AbbVie also has a pipeline of promising new medicines across such important medical specialties as immunology, virology, oncology and neurology, with additional targeted investment in cystic fibrosis and women's health.

AbbVie's products are generally sold worldwide directly to wholesalers, distributors, government agencies, health care facilities, specialty pharmacies and independent retailers from AbbVie-owned distribution centers and public warehouses. In the United States, AbbVie distributes pharmaceutical products principally through independent wholesale distributors, with some sales directly to pharmacies and patients. Outside the United States, sales are made either directly to customers or through distributors, depending on the market served. Certain products are co-marketed or co-promoted with other companies. AbbVie has approximately 30,000 employees. AbbVie operates in one business segment—pharmaceutical products.

#### 2016 Financial Results

AbbVie's strategy has focused on delivering strong financial results, advancing and investing in its pipeline and returning value to shareholders while ensuring a strong, sustainable growth business over the long term. In 2016, AbbVie's worldwide net revenues grew by 12% to \$25.6 billion, driven primarily by the continued strength of HUMIRA, post-acquisition revenue growth related to IMBRUVICA and revenue growth in other key products including Creon and Duodopa. These increases were partially offset by a decline in net revenues of Kaletra and VIEKIRA.

The company's financial performance in 2016 included delivering diluted earnings per share of \$3.63. 2016 results included the following after-tax costs: (i) \$615 million related to the amortization of intangible assets; (ii) a \$298 million currency devaluation loss related to Venezuela; (iii) \$273 million related to the acquisition of Stemcentrx and Boehringer Ingelheim (BI) compounds; (iv) \$228 million for changes in contingent consideration; (v) \$200 million for acquired in-process research and development (IPR&D); (vi) \$187 million associated with a tax law change for regulations issued in the fourth quarter of 2016 that revised the treatment of foreign currency translation gains and losses for certain operations; and (vii) milestone payments of \$80 million. Additionally, 2016 financial results reflected added funding to support AbbVie's emerging mid- and late-stage pipeline assets and continued investment in AbbVie's growth brands.

In 2016, the company generated cash flows from operations of \$7.0 billion, which AbbVie utilized to continue to enhance its pipeline through licensing and collaboration activities, pay cash dividends to stockholders of \$3.7 billion and repurchase approximately 34 million shares for \$2.1 billion in the open market (excluding the shares repurchased under an accelerated repurchase agreement). In October 2016, AbbVie's board of directors declared a quarterly cash dividend of \$0.64 per share of common stock payable in February 2017. This reflects an increase of approximately 12% over the previous quarterly rate of \$0.57 per share of common stock.

In April 2016, AbbVie acquired all rights to risankizumab (BI 655066), an anti-IL-23 monoclonal biologic antibody, from BI pursuant to a global collaboration agreement. In June 2016, AbbVie acquired Stemcentrx, a privately held biotechnology company. The transaction expands AbbVie's oncology pipeline by adding the late-stage asset rovalpituzumab tesirine (Rova-T), four additional early-stage clinical compounds in solid tumor indications and a significant portfolio of pre-clinical assets. Rova-T is currently in registrational trials for small cell lung cancer and in early-stage clinical development for other solid tumors. In connection with the Stemcentrx acquisition, AbbVie's board of directors authorized a \$4.0 billion increase to AbbVie's existing share repurchase program. Promptly following the closing of the Stemcentrx transaction, AbbVie entered into and executed a \$3.8 billion accelerated share repurchase agreement (ASR) with a third party financial institution to reacquire nearly all of the newly-issued equity. In May 2016, AbbVie issued \$7.8 billion aggregate principal amount of unsecured senior notes. Of the \$7.7 billion net proceeds, \$2.0 billion was used to repay the company's outstanding term loan that was due to mature in November 2016, approximately \$1.9 billion was used to finance the acquisition of Stemcentrx and approximately \$3.8 billion was used to finance the ASR. In November 2016, the company issued €3.6 billion aggregate principal amount of unsecured senior Euro notes and repaid the company's outstanding 1.75% senior notes that were due to mature in November 2017. See Note 5 to the Consolidated Financial Statements for additional information related to the acquisition of Stemcentrx and BI compounds, Note 9 for additional information related to the senior Euro notes and Note 12 for additional information related to the ASR.

## 2017 Strategic Objectives

AbbVie's mission is to be an innovation-driven, patient-focused specialty biopharmaceutical company capable of achieving top-tier financial performance through outstanding execution and a consistent stream of innovative new medicines. AbbVie intends to continue to advance its mission in a number of ways, including: (i) growing revenues through continued strong performance from its existing portfolio of on-market products, including its flagship brands, HUMIRA and IMBRUVICA as well as growth from pipeline products; (ii) expanding operating margins; (iii) continued investment in its pipeline in support of opportunities in immunology, oncology, virology and neurology as well as continued investment in key on-market products; (iv) augmentation of its pipeline through concerted focus on strategic licensing, acquisition and partnering activity with a focus on identifying compelling programs that fit AbbVie's strategic criteria; and (v) returning cash to shareholders via dividends and share repurchases. In addition, AbbVie anticipates several regulatory submissions and key data readouts from key clinical trials in the next twelve months.

AbbVie expects to achieve its strategic objectives as follows:

- HUMIRA sales growth by driving biologic penetration across disease categories, increasing market leadership and strong commercial execution.
- IMBRUVICA revenue growth driven by increasing market share within its five currently approved indications.
- The favorable impact of pipeline products approved in 2016 or currently under regulatory review where approval is expected in 2017. These products are described in greater detail in the section labeled "Research and Development" included as part of this Item 7.

AbbVie remains committed to driving continued expansion of operating margins and expects to achieve this objective through productivity initiatives in supply chain, ongoing efficiency programs to optimize manufacturing, commercial infrastructure, administrative costs and general corporate expenses and continued leverage from revenue growth. AbbVie also remains committed to returning cash to shareholders via dividends and share repurchases.

## Research and Development

Research and innovation are the cornerstones of AbbVie's business as a global biopharmaceutical company. AbbVie's long-term success depends to a great extent on its ability to continue to discover and develop innovative pharmaceutical products and acquire or collaborate on compounds currently in development by other biotechnology or pharmaceutical companies.

AbbVie's pipeline currently includes more than 50 compounds or indications in clinical development individually or under collaboration or license agreements and is focused on such important medical specialties as immunology, oncology, virology and neurology along with targeted investments in cystic fibrosis and women's health. Of these programs, more than 30 are in mid- and late-stage development.

The following sections summarize transitions of significant programs from Phase 2 development to Phase 3 development as well as developments in significant Phase 3 and registration programs. AbbVie expects multiple Phase 2 programs to transition into Phase 3 programs in the next twelve months.

### *Significant Programs and Developments*

#### *Immunology*

##### HUMIRA

- In May 2016, the European Medicines Agency (EMA) granted approval for HUMIRA for the treatment of pediatric patients aged six years or older, with moderate to severely active Crohn's disease.
- In June 2016, HUMIRA received both U.S. Food and Drug Administration (FDA) and EMA approval to treat adults with non-infectious intermediate, posterior and panuveitis. HUMIRA is now the first and only FDA-approved non-corticosteroid therapy available for adults with non-infectious intermediate, posterior and panuveitis. This approval marks the 10<sup>th</sup> approved indication for HUMIRA in the United States for immune-mediated disease and the 14<sup>th</sup> approved indication in all geographies.
- In November 2016, AbbVie announced that the Committee for Medicinal Products for Human Use (CHMP) granted a positive opinion for HUMIRA to treat adolescents with hidradenitis suppurativa (HS). If future approval is granted by the European Commission, HUMIRA will be the first and only treatment option for patients aged 12 and older with HS. HUMIRA was approved for adults with moderate to severe HS by the European Commission in July 2015.

##### Risankizumab

- In April 2016, AbbVie acquired all rights to risankizumab (BI 655066), an anti-IL-23 monoclonal biologic antibody in Phase 3 development for psoriasis, from BI pursuant to a global collaboration agreement. AbbVie is also evaluating the potential of this biologic therapy in Crohn's disease, psoriatic arthritis and asthma. In addition to risankizumab, AbbVie also gained rights to an anti-CD40 antibody, BI 655064, currently in Phase 1 development.
- In November 2016, AbbVie announced that the U.S. Food and Drug Administration (FDA) granted risankizumab orphan drug designation for the treatment of pediatric patients with Crohn's disease.

## ABT-494

- AbbVie continued to make progress with ABT-494, the company's selective JAK-1 inhibitor currently in late-stage development for rheumatoid arthritis. In first quarter of 2016, AbbVie initiated three Phase 3 studies in the registrational program. In the fourth quarter of 2016, the company started a fifth pivotal trial.

## Other

- In July 2016, following an evaluation of data for the development of ABT-122, a dual-variable domain (DVD) immunoglobulin targeting TNF and IL-17 in Phase 2 trials for rheumatoid arthritis and psoriatic arthritis, AbbVie determined that further development of ABT-122 will not be pursued. While the trial data demonstrated that the DVD platform worked well, with clear evidence of biologic activity, the decision was based on a lack of differentiation from other candidates in AbbVie's development pipeline.
- In October 2016, AbbVie opted not to exercise an option to license vobarilizumab, an anti-IL-6R Nanobody, from Ablynx NV based on results of a Phase 2 study in rheumatoid arthritis. AbbVie retains an option to license vobarilizumab based on results of an on-going Phase 2 study in systemic lupus erythematosus.

## *Oncology*

### IMBRUVICA

- In March 2016, AbbVie announced that the FDA approved IMBRUVICA as a first-line treatment for patients with CLL. The approval was based on data from the Phase 3 RESONATE-2 trial, which evaluated efficacy and safety of IMBRUVICA versus traditional chemotherapy, chlorambucil, in treatment-naïve patients with CLL or small lymphocytic leukemia. This is the first FDA-approved chemotherapy-free treatment option for first-line CLL patients. In May 2016, AbbVie announced that the EMA approved IMBRUVICA as a first-line treatment option for adult patients with CLL. IMBRUVICA is now available to treat all lines of CLL in the European Union (EU). This is the fifth treatment indication in the EU for IMBRUVICA.
- In May 2016, AbbVie announced that the FDA updated the IMBRUVICA Prescribing Information to include new data from two Phase 3 trials supporting expanded use in patients with CLL and small lymphocytic lymphoma. The label now includes overall survival results in previously-untreated CLL/small lymphocytic lymphoma patients from the Phase 3 RESONATE-2 trial. The IMBRUVICA label has also been updated with safety and efficacy data from the Phase 3 HELIOS trial assessing the use of IMBRUVICA in combination with bendamustine and rituximab versus placebo plus rituximab in relapsed/refractory patients with CLL/small lymphocytic lymphoma. Additionally, the FDA approved a new IMBRUVICA indication to include the treatment of patients with small lymphocytic lymphoma with or without the deletion of chromosome 17p.
- In June 2016, AbbVie announced that the FDA granted IMBRUVICA breakthrough therapy designation for chronic graft-versus-host-disease after failure of one or more lines of systemic therapy, a rare condition with limited treatment options. This is the fourth breakthrough therapy designation for IMBRUVICA.
- In January 2017, AbbVie announced that the FDA approved IMBRUVICA for the treatment of patients with relapsed/refractory marginal zone lymphoma (MZL) who require systemic therapy and have received at least one prior anti-CD20-based therapy. This indication is approved under accelerated approval based on overall response rate (ORR) and continued approval may be contingent upon verification and description of clinical benefit in a confirmatory trial. MZL is a

slow-growing form of non-Hodgkin's lymphoma. This marks the seventh FDA approval and fifth disease indication for IMBRUVICA since the medication's initial approval in 2013.

#### Venetoclax

- In April 2016, the FDA granted accelerated approval of Venclaxta (venetoclax) tablets for patients diagnosed with chronic lymphocytic leukemia (CLL) with 17p deletion who have received at least one prior therapy. Additionally, in January 2016, the FDA granted two additional breakthrough therapy designations for venetoclax: (i) in combination with rituximab for the treatment of patients with relapsed/refractory CLL, including patients with chromosome 17p deletion; and (ii) in combination with hypomethylating agents for the treatment of patients with untreated (treatment-naïve) acute myeloid leukemia (AML) who are ineligible to receive standard induction therapy (high-dose chemotherapy). A Phase 3 clinical trial was recently initiated to study the safety and efficacy of venetoclax in combination with azacitidine in treatment naïve elderly subjects with AML who are ineligible for standard induction therapy.
- In July 2016, AbbVie announced the initiation of a Phase 3 clinical trial to study the safety and efficacy of venetoclax in combination with bortezomib and dexamethasone in patients with relapsed or refractory multiple myeloma who are considered sensitive or naïve to proteasome inhibitors and have received one to three prior lines of therapy. The combination of venetoclax, bortezomib and dexamethasone will be compared to treatment with bortezomib, dexamethasone and placebo.
- In December 2016, AbbVie announced that the European Commission (EC) has granted conditional marketing authorization for VENCLYXTO (venetoclax) monotherapy for the treatment of CLL in the presence of 17p deletion or TP53 mutation in adult patients who are unsuitable for or have failed a B-cell receptor pathway inhibitor; and for the treatment of CLL in the absence of 17p deletion or TP53 mutation in adult patients who have failed both chemoimmunotherapy and a B-cell receptor pathway inhibitor. Conditional marketing authorization is granted to medicines that address an unmet medical need, where the benefit of its immediate availability to patients outweighs the risk of limited data availability and where comprehensive data will be provided. VENCLYXTO is a first-in-class, oral, once-daily medicine that selectively inhibits the function of the BCL-2 protein. VENCLYXTO is being developed by AbbVie and Genentech, a member of the Roche Group. It is jointly commercialized by the companies in the U.S. and by AbbVie outside of the U.S.

#### Rova-T

- In June 2016, AbbVie acquired Stemcentrx and its lead late-stage asset Rova-T currently in registrational trials for small cell lung cancer (SCLC). Rova-T is a novel bio-marker-specific therapy that is derived from cancer stem cells and targets delta-like protein 3 (DLL3) that is expressed in more than 80% of SCLC patient tumors and is not present in healthy tissue. Registrational trials for third-line SCLC are expected to complete enrollment by the end of 2016. AbbVie recently began enrollment of a Phase 1 eight-arm "basket study" in neuroendocrine tumors and a Phase 1/2 regimen selection study as a first-line treatment for SCLC. Beyond Rova-T, Stemcentrx has four novel compounds in clinical trials across several solid tumor indications and has additional pre-clinical compounds.
- In July 2016, BMS and AbbVie announced a clinical trial collaboration to evaluate the safety, tolerability and efficacy of Rova-T in combination with BMS' Opdivo (nivolumab) and Opdivo + Yervoy (ipilimumab) regimen as a treatment for relapsed extensive stage SCLC. The Phase 1/2 clinical program will explore the potential of combining BMS' immune-oncology agents in conjunction with Rova-T to drive improved and sustained efficacy and tolerability above the current standard of care.

## Other

- In May 2016, Bristol-Myers Squibb Company (BMS) and AbbVie announced that the EMA approved Empliciti (elotuzumab) for the treatment of multiple myeloma as combination therapy with Revlimid® (lenalidomide) and dexamethasone in adult patients who have received at least one prior therapy. Empliciti is now the first and only immunostimulatory antibody approved for multiple myeloma in the EU.
- In June 2016, AbbVie exercised its right to end its global collaboration with Infinity Pharmaceuticals, Inc. (Infinity), which it entered into in September 2014 to develop and commercialize duvelisib (IPI-145) for the treatment of patients with cancer. Pursuant to the terms of the global collaboration agreement, the worldwide rights to duvelisib reverted to Infinity.

## *Virology/Liver Disease*

- In February 2016, AbbVie announced that CHMP granted a positive opinion for the use of VIEKIRA (ombitasvir/paritaprevir/ritonavir tablets) + EXVIERA (dasabuvir tablets) without ribavirin (RBV) in chronic HCV infected genotype 1b (GT1b) patients with compensated cirrhosis (Child-Pugh A). In April 2016, AbbVie announced that the FDA approved VIEKIRA PAK (ombitasvir, paritaprevir, ritonavir tablets; dasabuvir tablets) without RBV in patients with GT1b chronic HCV infection and compensated cirrhosis. In July 2016, AbbVie announced that the FDA approved a New Drug Application (NDA) for VIEKIRA XR (dasabuvir, ombitasvir, paritaprevir and ritonavir) extended-release tablets. VIEKIRA XR is a once-daily, extended-release co-formulation of the active ingredients in VIEKIRA PAK (ombitasvir, paritaprevir and ritonavir tablets; dasabuvir tablets) and is for the treatment of patients with chronic genotype 1 (GT1) HCV, including those with compensated cirrhosis (Child-Pugh A).
- In October 2016, AbbVie announced that the FDA granted breakthrough therapy designation for the investigational, pan-genotypic regimen of glecaprevir (ABT-493)/pibrentasvir (ABT-530) for the treatment of patients with HCV who failed previous therapy with direct-acting antivirals in genotype 1, including therapy with an NS5A inhibitor and/or protease inhibitor.
- In January 2017, AbbVie announced that its marketing authorization application (MAA) has been validated and is now under accelerated assessment by the EMA for the company's investigational, pan-genotypic regimen of G/P for the treatment of all major chronic HCV genotypes. G/P is also intended to address the needs of patients with specific treatment challenges, including those with severe chronic kidney disease (CKD) and those not cured with previous direct-acting antiviral (DAA) treatment. In February 2017, AbbVie announced that the FDA accepted its New Drug Application (NDA) and granted priority review for the company's investigational, pan-genotypic regimen of G/P for the treatment of all major chronic HCV genotypes.

## *Neurology*

- In May 2016, Biogen and AbbVie announced that the FDA approved ZINBRYTA (daclizumab) for the treatment of adult patients with relapsing forms of multiple sclerosis (RMS). ZINBRYTA is a once-monthly, self-administered, subcutaneous injection. Biogen and AbbVie will co-promote ZINBRYTA in the United States. In July 2016, Biogen and AbbVie announced that the EMA granted a marketing authorization for ZINBRYTA for the treatment of adult patients with RMS. ZINBRYTA launched in the third quarter of 2016.

## *Other*

- In January 2016, AbbVie announced the initiation of the first of two planned Phase 3 studies evaluating the safety and efficacy of Elagolix in the treatment of patients with uterine fibroids.

AbbVie made a milestone payment of \$15 million to Neurocrine Biosciences, Inc., AbbVie's collaboration partner, upon enrollment of the first patient. Elagolix is also in Phase 3 development for endometriosis.

## RESULTS OF OPERATIONS

### Net Revenues

The comparisons presented at constant currency rates reflect comparative local currency net revenues at the prior year's foreign exchange rates. This measure provides information on the change in net revenues assuming that foreign currency exchange rates had not changed between the prior and the current periods. AbbVie believes that the non-GAAP measure of change in net revenues at constant currency rates, when used in conjunction with the GAAP measure of change in net revenues at actual currency rates, may provide a more complete understanding of the company's operations and can facilitate analysis of the company's results of operations, particularly in evaluating performance from one period to another.

for the years ended (dollars in millions)	2016	2015	2014	Percent change			
				At actual currency rates		At constant currency rates	
				2016	2015	2016	2015
United States	\$15,947	\$13,561	\$10,845	17.6%	25.0%	17.6%	25.0%
International	9,691	9,298	9,115	4.2%	2.0%	7.3%	17.9%
Net revenues	\$25,638	\$22,859	\$19,960	12.2%	14.5%	13.5%	21.7%

The following table details AbbVie's worldwide net revenues:

years ended December 31 (in millions)	2016	2015	2014	Percent change			
				At actual currency rates		At constant currency rates	
				2016	2015	2016	2015
<b>HUMIRA</b>							
United States	\$10,432	\$ 8,405	\$ 6,524	24.1%	28.8%	24.1%	28.8%
International	5,646	5,607	6,019	0.7%	(6.9)%	4.3%	8.6%
<b>Total</b>	<b>\$16,078</b>	<b>\$14,012</b>	<b>\$12,543</b>	<b>14.7%</b>	<b>11.7%</b>	<b>16.1%</b>	<b>19.1%</b>
<b>IMBRUVICA</b>							
United States	\$ 1,580	\$ 659	\$ —	>100.0%	n/a	>100.0%	n/a
Collaboration revenues	252	95	—	>100.0%	n/a	>100.0%	n/a
<b>Total</b>	<b>\$ 1,832</b>	<b>\$ 754</b>	<b>\$ —</b>	<b>&gt;100.0%</b>	<b>n/a</b>	<b>&gt;100.0%</b>	<b>n/a</b>
<b>VIEKIRA</b>							
United States	\$ 342	\$ 804	\$ 48	(57.4)%	>100.0%	(57.4)%	>100.0%
International	1,180	835	—	41.3%	n/a	42.7%	n/a
<b>Total</b>	<b>\$ 1,522</b>	<b>\$ 1,639</b>	<b>\$ 48</b>	<b>(7.1)%</b>	<b>&gt;100.0%</b>	<b>(6.4)%</b>	<b>&gt;100.0%</b>
<b>Lupron</b>							
United States	\$ 663	\$ 653	\$ 580	1.5%	12.5%	1.5%	12.5%
International	158	173	198	(8.5)%	(12.9)%	(5.2)%	(0.2)%
<b>Total</b>	<b>\$ 821</b>	<b>\$ 826</b>	<b>\$ 778</b>	<b>(0.6)%</b>	<b>6.1%</b>	<b>0.1%</b>	<b>9.3%</b>
<b>Synagis</b>							
International	\$ 730	\$ 740	\$ 835	(1.5)%	(11.3)%	(0.4)%	0.6%
<b>Synthroid</b>							
United States	\$ 763	\$ 755	\$ 709	1.1%	6.4%	1.1%	6.4%
<b>Creon</b>							
United States	\$ 730	\$ 632	\$ 516	15.5%	22.5%	15.5%	22.5%
<b>AndroGel</b>							
United States	\$ 675	\$ 694	\$ 934	(2.8)%	(25.7)%	(2.8)%	(25.7)%
<b>Kaletra</b>							
United States	\$ 116	\$ 163	\$ 213	(28.8)%	(23.8)%	(28.8)%	(23.8)%
International	433	537	657	(19.3)%	(18.2)%	(13.3)%	(4.9)%
<b>Total</b>	<b>\$ 549</b>	<b>\$ 700</b>	<b>\$ 870</b>	<b>(21.5)%</b>	<b>(19.6)%</b>	<b>(16.9)%</b>	<b>(9.6)%</b>
<b>Sevoflurane</b>							
United States	\$ 80	\$ 81	\$ 83	(1.0)%	(2.5)%	(1.0)%	(2.5)%
International	348	393	467	(11.4)%	(15.9)%	(6.9)%	(4.0)%
<b>Total</b>	<b>\$ 428</b>	<b>\$ 474</b>	<b>\$ 550</b>	<b>(9.7)%</b>	<b>(13.9)%</b>	<b>(6.0)%</b>	<b>(3.8)%</b>
<b>Duodopa</b>							
United States	\$ 37	\$ 12	\$ —	>100.0%	>100.0%	>100.0%	>100.0%
International	256	219	220	16.9%	(0.6)%	18.1%	18.1%
<b>Total</b>	<b>\$ 293</b>	<b>\$ 231</b>	<b>\$ 220</b>	<b>26.9%</b>	<b>4.8%</b>	<b>28.1%</b>	<b>23.5%</b>
<b>All other</b>	<b>\$ 1,217</b>	<b>\$ 1,402</b>	<b>\$ 1,957</b>	<b>(13.2)%</b>	<b>(28.3)%</b>	<b>(12.3)%</b>	<b>(24.9)%</b>
<b>Total net revenues</b>	<b>\$25,638</b>	<b>\$22,859</b>	<b>\$19,960</b>	<b>12.2%</b>	<b>14.5%</b>	<b>13.5%</b>	<b>21.7%</b>

n/a—Not applicable.



The following discussion and analysis of AbbVie's net revenues by product is presented on a constant currency basis.

Global HUMIRA sales increased 16% in 2016 and 19% in 2015. The sales increase in 2016 was driven by market growth across therapeutic categories and geographies, favorable pricing in certain geographies and approval of new indications. The sales increase in 2015 was primarily as a result of market growth across therapeutic categories and geographies, higher market share, approval of new indications and favorable pricing in certain geographies. In the United States, HUMIRA revenues increased 24% in 2016 and 29% in 2015, driven by prescription volume, favorable pricing, market growth across all indications and higher market share. Internationally, HUMIRA revenues increased 4% in 2016 and 9% in 2015, driven primarily by growth across indications. AbbVie continues to pursue strategies to help further differentiate HUMIRA from competing products and add to the sustainability and future growth of HUMIRA.

Net revenues for IMBRUVICA represent product revenues in the United States and collaboration revenues outside of the United States related to AbbVie's 50% share of IMBRUVICA profit. Net revenues for IMBRUVICA commenced following the completion of the Pharmacyclics acquisition on May 26, 2015. Global IMBRUVICA sales increased more than 100% in 2016 as a result of market share gains following the FDA and EMA approval of IMBRUVICA as a first-line treatment for patients with CLL as well as having a full year of sales in 2016.

Global VIEKIRA sales decreased 6% in 2016, as a result of lower market share, primarily in the United States, market contraction and price erosion. In the United States, sales decreased 57% in 2016, primarily due to lower market share resulting from a new market entrant in the first quarter of 2016 and contraction of the overall market. International revenues in 2016 reflected sales in additional geographies where the product was approved subsequent to December 31, 2015. VIEKIRA was launched in 2015, revenues increased during 2015 as the product was approved in additional geographies.

Synagis is a seasonal product with the majority of sales occurring in the first and fourth quarters. Net revenues remained constant in 2016 and increased 1% in 2015.

Net revenues for Creon increased 15% in 2016 and 22% in 2015, driven primarily by continued market growth and higher market share. Creon maintains market leadership in the pancreatic enzyme market.

Global Kaletra net revenues decreased 17% in 2016 and 10% in 2015, primarily due to lower market share resulting from the impact of increasing competition in the HIV marketplace. AbbVie expects net revenues for Kaletra to continue to decline in 2017.

Net revenues for Duodopa increased 28% in 2016 and 23% in 2015, primarily as a result of market penetration and geographic expansion. Duopa was approved in the United States in January 2015. AbbVie expects net revenues for Duopa in the United States will continue to gradually increase during 2017 as the product gains acceptance in the marketplace.

## Gross Margin

years ended December 31 (in millions)	2016	2015	2014	Percent change	
				2016	2015
Gross margin	\$19,805	\$18,359	\$15,534	8%	18%
as a percent of net revenues	77%	80%	78%		

Gross margin as a percentage of net revenues decreased in 2016 due to the impact of unfavorable foreign exchange rates, higher intangible asset amortization and the unfavorable impact related to the Pharmacyclics acquisition, including the profit sharing arrangement and the amortization of the fair market value step-up of acquisition-date inventory. These reductions were partially offset by the favorable impact

of product mix across the portfolio and manufacturing efficiencies. Additionally, 2016 included a \$39 million charge related to the impairment of an intangible asset in the first quarter of 2016.

The gross margin for 2015 and 2014 reflected the favorable impact of product mix across the product portfolio, including HUMIRA, operational efficiencies and price increases, partially offset by the effect of unfavorable foreign exchange rates and the loss of exclusivity for the lipid franchise. Gross margin in 2015 also included milestone revenue of \$40 million from a collaboration partner related to the company's oncology program. Additionally, gross margin in 2014 included royalty income of \$81 million relating to prior periods as a result of the settlement of a licensing arrangement and lower amortization expense for intangible assets, partially offset by a \$37 million impairment charge for an intangible asset.

### Selling, General and Administrative

years ended December 31 (in millions)	2016	2015	2014	Percent change	
				2016	2015
Selling, general and administrative as a percent of net revenues	\$5,855 23%	\$6,387 28%	\$7,724 39%	(8)%	(17)%

SG&A expenses as a percentage of net revenues decreased in 2016 due to continued leverage from revenue growth and lower costs in 2016. 2015 SG&A expenses included costs associated with the separation from Abbott of \$265 million, Pharmacyclics acquisition and integration costs of \$294 million and litigation charges of \$165 million. Additionally, SG&A expense in 2015 reflected marketing support for the global launch of VIEKIRA.

SG&A expenses declined in 2015 compared to 2014, principally due to the absence of transaction-related costs totaling \$1.7 billion incurred in 2014 in connection with the termination of the proposed combination with Shire, partially offset by the 2015 items discussed above. SG&A expenses in 2014 also included a \$129 million charge related to the Branded Prescription Drug Fee due to the issuance of final rules which resulted in an additional year of expense in 2014.

### Research and Development and Acquired In-Process Research and Development

years ended December 31 (in millions)	2016	2015	2014	Percent change	
				2016	2015
Research and development as a percent of net revenues	\$4,366 17%	\$4,285 19%	\$3,297 17%	2%	30%
Acquired in-process research and development	\$ 200	\$ 150	\$ 352	33%	(57)%

Research and Development (R&D) expenses in 2016 increased compared to 2015 principally due to increased funding to support the company's emerging mid- and late-stage pipeline assets. These increases were partially offset by the following factors: (i) 2015 R&D expenses included a \$350 million charge related to the purchase of a priority review voucher from a third party; (ii) development milestones decreased in 2016 to \$80 million compared to \$133 million in 2015; and (iii) 2015 results included restructuring charges of \$32 million. Acquisition costs decreased in 2016 to \$140 million compared to \$152 million in 2015. In addition to the 2015 factors discussed above, R&D expense in 2014 included regulatory milestone payments of \$40 million made to a collaboration partner for regulatory milestones related to the company's HCV program.

Acquired IPR&D expense in 2016 included charges of \$200 million as a result of entering into various collaboration agreements. R&D expense in 2015 included a charge of \$100 million as a result of entering into an exclusive worldwide license agreement with C<sub>2</sub>N to develop and commercialize anti-tau antibodies

for the treatment of Alzheimer’s disease and other neurological disorders. Acquired IPR&D expense in 2014 included a charge of \$275 million as a result of entering into a global collaboration with Infinity to develop and commercialize duvelisib, a treatment for patients with cancer. See Note 5 to the Consolidated Financial Statements for additional information regarding the C<sub>2</sub>N and Infinity agreements.

### Other Operating Expenses

Other operating expenses in 2014 included a \$750 million charge related to an R&D collaboration agreement entered into in September 2014 with Calico to discover, develop and commercialize new therapies for patients with age-related diseases.

### Other Non-Operating Expenses

(in millions)	Years Ended December 31,		
	2016	2015	2014
Interest expense	\$1,047	\$719	\$429
Interest income	(82)	(33)	(38)
Interest expense, net	\$ 965	\$686	\$391
Net foreign exchange loss	\$ 303	\$193	\$678
Other expense (income), net	232	13	(27)

Interest expense in 2016 increased due to the May 2015 issuance of \$16.7 billion aggregate principal amount of senior notes, which were issued primarily to finance the acquisition of Pharmacyclics and the May 2016 issuance of \$7.8 billion aggregate principal amount of senior notes, which were issued primarily to finance the acquisition of Stemcentrx and to repay an outstanding term loan. Additionally, interest expense in 2016 included a debt extinguishment charge of \$39 million related to the 1.75% senior notes redemption. These increases were partially offset by the absence of bridge financing-related costs of \$86 million in 2015 incurred in connection with the acquisition of Pharmacyclics. Interest income in 2016 increased due to growth in the company’s investment securities. Interest expense, net in 2015 increased due to the May 2015 issuance of \$16.7 billion aggregate principal amount of senior notes. Interest expense, net in 2014 included \$141 million of financing related fees incurred in connection with the terminated proposed combination with Shire.

Net foreign exchange loss in 2016 included losses totaling \$298 million related to the devaluation of AbbVie’s net monetary assets denominated in the Venezuelan bolivar. See Note 10 to the Consolidated Financial Statements for additional information regarding the Venezuelan devaluation. Net foreign exchange loss in 2015 included losses of \$170 million to complete the liquidation of the company’s remaining foreign currency positions related to the terminated proposed combination with Shire. In 2014, AbbVie entered into certain undesignated forward contracts to hedge the then anticipated foreign currency cash outflows associated with the then proposed combination with Shire. Net foreign exchange loss in 2014 included losses of \$666 million associated with the Shire-related forward contracts.

Other expense, net in 2016 included a charge of \$228 million related to the change in fair value of the BI and Stemcentrx contingent consideration liabilities. The fair value of contingent consideration liabilities is impacted by the passage of time and multiple other inputs, including the probability of success of achieving regulatory/commercial milestones, discount rates and other market-based factors. In 2016, the change in fair value represented mainly the passage of time, as increases to the BI contingent consideration liability due to higher probabilities of success were fully offset by the effects of rising interest rates and changes in other market-based assumptions. See Note 5 to the Consolidated Financial Statements for additional information regarding the acquisitions of Stemcentrx and BI compounds. Other expense, net for 2015 included impairment charges totaling \$36 million related to certain of the company’s equity investment

securities. Other expense, net in 2014 primarily consisted of income of \$34 million from the resolution of a contractual agreement.

### Income Tax Expense

The effective income tax rate was 24% in 2016, 23% in 2015 and 25% in 2014. The effective tax rate in each period differed from the statutory tax rate principally due to the benefit from foreign operations which reflects the impact of lower income tax rates in locations outside the United States, tax exemptions and incentives in Puerto Rico and other foreign tax jurisdictions, business development activities and the cost of repatriation decisions. The increase in the effective tax rate for 2016 over the prior year was principally due to changes in the jurisdictional mix of earnings, as well as certain discrete factors and events, including acquisitions and collaborations. The effective tax rate in 2016 included additional expense of \$187 million related to the recognition of the tax effect of regulations issued by the Internal Revenue Service on December 7, 2016 that changed the determination of the U.S. taxability of foreign currency gains and losses related to certain foreign operations. The effective income tax rate in 2015 included a tax benefit of \$103 million from a reduction of state valuation allowances. The effective income tax rate in 2014 included state valuation allowances of \$129 million and additional expenses of \$129 million related to the Branded Prescription Drug Fee, which is non-deductible.

### FINANCIAL POSITION, LIQUIDITY AND CAPITAL RESOURCES

years ended December 31 (in millions)	2016	2015	2014
Cash flows provided by/(used in):			
Operating activities	\$ 7,041	\$ 7,535	\$ 3,549
Investing activities	(6,074)	(12,936)	(926)
Financing activities	(3,928)	5,752	(3,293)

Cash flows provided by operations in 2016 was \$7.0 billion compared to \$7.5 billion in 2015. Operating cash flows in 2016 reflected improved results of operations resulting from revenue growth and an improvement in operating margin, offset by income tax payments. Cash provided by operating activities also reflected AbbVie's voluntary contributions, primarily to its domestic defined benefit plans of \$150 million in 2016, \$150 million in 2015 and \$370 million in 2014. AbbVie also made a voluntary contribution of \$150 million to this plan subsequent to December 31, 2016. AbbVie paid \$350 million to purchase a priority review voucher from a third party in 2015. Cash flows provided by operations in 2015 was \$7.5 billion compared to \$3.5 billion in 2014. The increase was primarily due to improved results of operations due to revenue growth and an improvement in operating margin as well as the absence of after-tax transaction and financing-related and other costs of \$1.8 billion incurred in connection with the termination of the proposed combination with Shire, including net foreign exchange losses related to the settlement of undesignated forward contracts used to hedge anticipated foreign currency cash flows and the exit of certain foreign currency positions. Realized excess tax benefits associated with stock-based compensation totaled \$55 million in 2016, \$61 million in 2015 and \$56 million in 2014 and were presented in the Consolidated Statements of Cash Flows as an outflow within the operating section and an inflow within the financing section.

Investing cash flows in 2016 primarily included \$1.9 billion cash consideration paid to acquire Stemcentrx in June 2016, \$595 million upfront payment to acquire certain rights from BI in April 2016 and net purchases of investment securities totaling \$3.0 billion. Investing activities in 2015 primarily included the \$11.5 billion cash consideration paid to acquire Pharmacyclics in May 2015 (net of cash acquired of \$877 million). Investing activities in 2015 also included cash outflows related to other acquisitions and investments of \$964 million, including a \$500 million payment to Calico, \$100 million related to an exclusive worldwide license agreement with C<sub>2</sub>N to develop and commercialize anti-tau antibodies for the treatment of Alzheimer's disease and other neurological disorders and \$130 million paid to Infinity due to the

achievement of a development milestone under the collaboration agreement. Investing activities in 2014 included cash outflows related to other acquisitions and investments totaling \$622 million, including \$275 million paid to Infinity and \$250 million paid to Calico. Cash flows from investing activities in 2016, 2015 and 2014 also reflected capital expenditures. AbbVie incurred additional expenditures in 2014 to purchase a manufacturing facility and in 2015 to build a new biologics facility on that site.

In 2016 and 2015, the company issued and redeemed commercial paper. The balance of commercial paper outstanding was \$377 million as of December 31, 2016 and \$400 million as of December 31, 2015. AbbVie may issue additional commercial paper or retire commercial paper to meet liquidity requirements as needed. In November 2016, the company issued €3.6 billion aggregate principal amount of unsecured senior Euro notes. The company used the proceeds to redeem \$4.0 billion aggregate principal amount of 1.75% senior notes due to mature in November 2017. In connection with the offering, AbbVie incurred \$17 million of issuance costs. In May 2016, the company issued \$7.8 billion aggregate principal amount of senior notes. Approximately \$2.0 billion of the net proceeds were used to repay an outstanding term loan that was due to mature in November 2016, approximately \$1.9 billion of the net proceeds were used to finance the acquisition of Stemcentrx and approximately \$3.8 billion of the net proceeds were used to finance an ASR. See Note 12 to the Consolidated Financial Statements for additional information on the ASR transactions. In connection with the May 2016 issuance of senior notes, AbbVie incurred \$52 million of issuance costs.

In May 2015, the company issued \$16.7 billion aggregate principal amount of unsecured senior notes. Approximately \$11.5 billion of the net proceeds were used to finance the acquisition of Pharmacyclics and \$5.0 billion of the net proceeds were used to finance an ASR. In 2015 the company paid \$86 million of costs relating to an \$18.0 billion, 364-Day Bridge Term Loan Credit Agreement (the bridge loan) as well as \$93 million of costs relating to the May 2015 issuance of senior notes. No amounts were drawn under the bridge loan, which was terminated as a result of the issuance of the senior notes. In September 2015, AbbVie entered into a three-year \$2.0 billion term loan credit facility and a 364-day \$2.0 billion term loan credit facility. In November 2015, AbbVie drew on these term facilities and used the proceeds to refinance its \$4.0 billion of senior notes that matured in 2015.

Cash dividend payments totaled \$3.7 billion in 2016 and \$3.3 billion in 2015. The increase in cash dividend payments was primarily due to an increase in the dividend rate. On October 28, 2016, AbbVie announced that its board of directors declared an increase in the company's quarterly cash dividend from \$0.57 per share to \$0.64 per share beginning with the dividend payable on February 15, 2017 to stockholders of record as of January 13, 2017. This reflects an increase of approximately 12% over the previous quarterly rate. The timing, declaration, amount of and payment of any dividends is within the discretion of its board of directors and will depend upon many factors, including AbbVie's financial condition, earnings, capital requirements of its operating subsidiaries, covenants associated with certain of AbbVie's debt service obligations, legal requirements, regulatory constraints, industry practice, ability to access capital markets and other factors deemed relevant by its board of directors.

In addition to the ASRs, the company repurchased approximately 34 million shares for \$2.1 billion in the open market in 2016 and approximately 46 million shares for \$2.8 billion in the open market in 2015. Purchases of AbbVie shares under this program may be made from time to time at management's discretion. The program has no time limit and can be discontinued at any time. AbbVie's remaining stock repurchase authorization was \$36 million as of December 31, 2016. See Note 12 to the Consolidated Financial Statements for additional information related to the ASR. On February 16, 2017, AbbVie's board of directors authorized a \$5.0 billion increase to AbbVie's existing stock repurchase program. The stock repurchase authorization permits shares to be repurchased in open market or private transactions, has no time limit and may be discontinued at any time.

Cash and equivalents were also negatively impacted by net unfavorable exchange rate changes totaling \$338 million in 2016 and \$300 million in 2015. The unfavorable exchange rate changes in 2016 were primarily due to the devaluation of AbbVie's net monetary assets denominated in the Venezuelan bolivar. The unfavorable exchange rate changes in 2015 were principally due to the weakening of the Euro and other foreign currencies on the translation of the company's Euro-denominated assets and cash denominated in foreign currencies. While a significant portion of cash and equivalents at December 31, 2016 are considered reinvested indefinitely in foreign subsidiaries, AbbVie does not expect such reinvestment to affect its liquidity and capital resources. If these funds were needed for operations in the United States, AbbVie would be required to accrue and pay U.S. income taxes to repatriate these funds. AbbVie believes that it has sufficient sources of liquidity to support its assumption that the disclosed amount of undistributed earnings at December 31, 2016 has been reinvested indefinitely.

## **Credit Risk**

AbbVie monitors economic conditions, the creditworthiness of customers and government regulations and funding, both domestically and abroad. AbbVie regularly communicates with its customers regarding the status of receivable balances, including their payment plans and obtains positive confirmation of the validity of the receivables. AbbVie establishes an allowance against accounts receivable when it is probable they will not be collected. AbbVie also monitors the potential for and periodically has utilized factoring arrangements to mitigate credit risk although the receivables included in such arrangements have historically not been a significant amount of total outstanding receivables.

AbbVie continues to do business with foreign governments in certain countries, including Greece, Portugal, Italy and Spain, that have historically experienced challenges in credit and economic conditions. Substantially all of AbbVie's trade receivables in Greece, Portugal, Italy and Spain are with government health systems. Outstanding net governmental receivables in these countries totaled \$244 million as of December 31, 2016 and \$525 million at December 31, 2015. The company also continues to do business with foreign governments in certain oil-exporting countries, which have recently experienced a deterioration in economic conditions, including Saudi Arabia and Russia. Outstanding net governmental receivables were \$122 million related to Saudi Arabia and \$110 million related to Russia as of December 31, 2016. Due to oil market conditions in recent years, liquidity issues in certain countries may result in delays in the collection of receivables. Global economic conditions and customer-specific factors may require the company to periodically re-evaluate the collectability of its receivables and the company could potentially incur credit losses.

Currently, AbbVie does not believe the economic conditions in oil-exporting countries will have a significant impact on the company's liquidity, cash flow or financial flexibility. However, if government funding were to become unavailable in these countries or if significant adverse changes in their reimbursement practices were to occur, AbbVie may not be able to collect the entire balance outstanding as of December 31, 2016.

## **Credit Facility, Access to Capital and Credit Ratings**

### *Credit Facility*

AbbVie currently has a \$3.0 billion five-year revolving credit facility, which matures in October 2019. The revolving credit facility enables the company to borrow funds on an unsecured basis at variable interest rates and contains various covenants. At December 31, 2016, the company was in compliance with all its credit facility covenants. Commitment fees under the credit facility were insignificant. There were no amounts outstanding under the credit facility as of December 31, 2016 and 2015.

## Access to Capital

The company intends to fund short-term and long-term financial obligations as they mature through cash on hand, future cash flows from operations, or by issuing additional debt. The company's ability to generate cash flows from operations, issue debt, or enter into financing arrangements on acceptable terms could be adversely affected if there is a material decline in the demand for the company's products or in the solvency of its customers or suppliers, deterioration in the company's key financial ratios or credit ratings, or other material unfavorable changes in business conditions. At the current time, the company believes it has sufficient financial flexibility to issue debt, enter into other financing arrangements and attract long-term capital on acceptable terms to support the company's growth objectives.

## Credit Ratings

On April 28, 2016, following the announcement of the proposed acquisition of Stemcentrx, S&P Global Ratings (S&P) lowered AbbVie's corporate credit rating and senior unsecured debt rating to "A-" from "A". AbbVie's "A-1" short-term rating remained unchanged. S&P revised its ratings outlook to "stable" from "negative". On June 1, 2016, Moody's Investor Service downgraded AbbVie's senior unsecured long-term rating to Baa2 from Baa1 and affirmed AbbVie's Prime-2 short-term rating. There were no additional changes in the company's credit ratings in 2016.

Unfavorable changes to the ratings may have an adverse impact on future financing arrangements; however, they would not affect the company's ability to draw on its credit facility and would not result in an acceleration of scheduled maturities of any of the company's outstanding debt.

## Contractual Obligations

The following table summarizes AbbVie's estimated contractual obligations as of December 31, 2016:

(in millions)	Total	Less than one year	One to three years	Three to five years	More than five years
Short-term borrowings	\$ 377	\$ 377	\$ —	\$ —	\$ —
Long-term debt and capital lease obligations, including current portion	37,077	25	7,503	5,562	23,987
Interest on long-term debt <sup>(a)</sup>	16,924	1,067	2,389	2,295	11,173
Future minimum non-cancelable operating lease commitments	974	131	222	172	449
Purchase obligations and other <sup>(b)</sup>	1,818	1,669	118	20	11
Other long-term liabilities <sup>(c)(d)(e)</sup>	5,159	540	437	837	3,345
Total	\$62,329	\$3,809	\$10,669	\$8,886	\$38,965

- (a) Includes estimated future interest payments on long-term debt securities and capital lease obligations. Interest payments on debt are calculated for future periods using forecasted interest rates in effect at the end of 2016. Projected interest payments include the related effects of interest rate swap agreements. Certain of these projected interest payments may differ in the future based on changes in floating interest rates or other factors or events. The projected interest payments only pertain to obligations and agreements outstanding at December 31, 2016. See Note 9 to the Consolidated Financial Statements for additional information regarding the company's debt instruments and Note 10 for additional information on the interest rate agreements outstanding at December 31, 2016.
- (b) Includes the company's significant unconditional purchase obligations. These commitments do not exceed the company's projected requirements and are made in the normal course of business.
- (c) Amounts less than one year includes a voluntary contribution of \$150 million AbbVie made to its main domestic defined benefit plan subsequent to December 31, 2016. Amounts otherwise exclude pension

and other post-employment benefits and related deferred compensation cash outflows. Timing of funding is uncertain and dependent on future movements in interest rates and investment returns, changes in laws and regulations and other variables. Also included in this amount are components of other long-term liabilities including restructuring. See Note 8 to the Consolidated Financial Statements for additional information on restructuring and Note 11 for additional information on the pension plan.

- (d) Excludes liabilities associated with the company's unrecognized tax benefits as it is not possible to reliably estimate the timing of the future cash outflows related to these liabilities. See Note 13 to the Consolidated Financial Statements for additional information on these unrecognized tax benefits.
- (e) Includes \$4.2 billion of contingent consideration liabilities related to the acquisitions of Stemcentrx and BI compounds which are recorded at fair value on the consolidated balance sheet. Potential contingent consideration payments that exceed the fair value recorded on the consolidated balance sheet are not included in the table of contractual obligations. See Notes 5 and 10 to the Consolidated Financial Statements for additional information regarding these liabilities.

AbbVie enters into R&D collaboration arrangements with third parties that may require future milestone payments to third parties contingent upon the achievement of certain development, regulatory, or commercial milestones. Individually, these arrangements are insignificant in any one annual reporting period. However, if milestones for multiple products covered by these arrangements would happen to be reached in the same reporting period, the aggregate charge to expense could be material to the results of operations in that period. From a business perspective, the payments are viewed as positive because they signify that the product is successfully moving through development and is now generating or is more likely to generate cash flows from product sales. It is not possible to predict with reasonable certainty whether these milestones will be achieved or the timing for achievement. As a result, these potential payments are not included in the table of contractual obligations. See Note 5 to the Consolidated Financial Statements for additional information on these collaboration arrangements.

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in accordance with generally accepted accounting principles in the United States requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of revenue and expenses. A summary of the company's significant accounting policies is included in Note 2 to the consolidated financial statements. Certain of these policies are considered critical as these most significantly impact the company's financial condition and results of operations and require the most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. Actual results may vary from these estimates.

### Revenue Recognition

AbbVie recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and collectability of the sales price is reasonably assured. Revenue from product sales is recognized when title and risk of loss have passed to the customer.

### *Rebates*

AbbVie provides rebates to pharmacy benefit managers, state government Medicaid programs, insurance companies that administer Medicare drug plans, wholesalers, group purchasing organizations and other government agencies and private entities.

Rebate and chargeback accruals are recorded as a reduction to revenue in the period the related product is sold. Rebates and chargebacks totaled \$10.8 billion in 2016, \$8.6 billion in 2015 and \$5.9 billion in 2014. Rebate amounts are typically based upon the volume of purchases using contractual or statutory



prices, which may vary by product and by payer. For each type of rebate, the factors used in the calculations of the accrual for that rebate include the identification of the products subject to the rebate, the applicable price terms and the estimated lag time between sale and payment of the rebate, which can be significant.

In order to establish its rebate and chargeback accruals, the company uses both internal and external data to estimate the level of inventory in the distribution channel and the rebate claims processing lag time for each type of rebate. To estimate the rebate percentage or net price, the company tracks sales by product and by customer or payer. The company evaluates inventory data reported by wholesalers, available prescription volume information, product pricing, historical experience and other factors in order to determine the adequacy of its reserves. AbbVie regularly monitors its reserves and records adjustments when rebate trends, rebate programs and contract terms, legislative changes, or other significant events indicate that a change in the reserve is appropriate. Historically, adjustments to rebate accruals have not been material to net earnings.

The following table is an analysis of the three largest rebate accruals and chargeback allowances, which comprise approximately 90% of the total consolidated rebate and chargebacks recorded as reductions to revenues in 2016. Remaining rebate provisions charged against gross revenues are not significant in the determination of operating earnings.

(in millions)	Medicaid and Medicare Rebates	Managed Care Rebates	Wholesaler Chargebacks
Balance at December 31, 2013	\$ 667	\$ 459	\$ 212
Provisions	1,015	970	2,825
Payments	(970)	(953)	(2,784)
Balance at December 31, 2014	712	476	253
Provisions	1,716	2,215	3,866
Payments	(1,396)	(1,771)	(3,756)
Balance at December 31, 2015	1,032	920	363
Provisions	2,606	3,146	3,987
Payments	(2,471)	(2,899)	(3,967)
Balance at December 31, 2016	\$ 1,167	\$ 1,167	\$ 383

#### *Cash Discounts and Product Returns*

Allowances for cash discounts and product returns, which totaled \$964 million in 2016, \$898 million in 2015 and \$610 million in 2014, are recorded as a reduction to revenue in the same period the related product is sold. The reserve for cash discounts is readily determinable because the company's experience of payment history is fairly consistent. Product returns can be reliably estimated based on the company's historical return experience.

#### **Pension and Other Post-Employment Benefits**

AbbVie engages outside actuaries to assist in the determination of the obligations and costs under the plans that are direct obligations of AbbVie. The valuation of the funded status and the net periodic benefit cost for these plans are calculated using actuarial assumptions. The significant assumptions, which are reviewed annually, include the discount rate, the expected long-term rate of return on plan assets and the health care cost trend rates. The significant assumptions used in determining these calculations are disclosed in Note 11 to the consolidated financial statements.

The discount rate is selected based on current market rates on high-quality, fixed-income investments at December 31 each year. AbbVie employs a yield-curve approach for countries where a robust bond market exists. The yield curve is developed using high-quality bonds. The yield curve approach reflects the plans' specific cash flows (i.e. duration) in calculating the benefit obligations by applying the corresponding individual spot rates along the yield curve. Beginning in 2016, AbbVie also reflected the plans' specific cash flows and applied them to the corresponding individual spot rates along the yield curve in calculating the service cost and interest cost portions of expense. For other countries, AbbVie reviews various indices such as corporate bond and government bond benchmarks to estimate the discount rate. AbbVie's assumed discount rates have a significant effect on the amounts reported for defined benefit pension and other post-employment plans as of December 31, 2016. A 50 basis point change in the assumed discount rate would have had the following effects on AbbVie's calculation of net periodic benefit costs in 2017 and projected benefit obligations as of December 31, 2016:

(in millions) (brackets denote a reduction)	50 basis point	
	Increase	Decrease
<b>Defined benefit plans</b>		
Service and interest cost	\$ (50)	\$ 54
Projected benefit obligation	(452)	511
<b>Other post-employment plans</b>		
Service and interest cost	\$ (6)	\$ 7
Projected benefit obligation	(51)	58

Effective December 31, 2015, AbbVie elected to change the method it uses to estimate the service and interest cost components of net periodic benefit costs. Historically, AbbVie estimated these service and interest cost components of this expense utilizing a single weighted-average discount rate derived from the yield curve used to measure the benefit obligation at the beginning of the period. In late 2015, AbbVie elected to utilize a full yield curve approach in the estimation of these components by applying the specific spot rates along the yield curve used in the determination of the benefit obligation to the relevant projected cash flows. AbbVie elected to make this change to provide a more precise measurement of service and interest costs by improving the correlation between projected benefit cash flows to the corresponding spot yield curve rates. AbbVie has accounted for this change prospectively as a change in accounting estimate that is inseparable from a change in accounting principle. This change reduced AbbVie's net periodic benefit cost by approximately \$41 million in 2016. This change had no effect on the 2015 expense and will not affect the measurement of AbbVie's total benefit obligations.

The expected long-term rate of return is based on the asset allocation, historical performance and the current view of expected future returns. AbbVie considers these inputs with a long-term focus to avoid short-term market influences. The current long-term rate of return on plan assets is supported by the historical performance of the trust's actual and target asset allocation. AbbVie's assumed expected long-term rate of return has a significant effect on the amounts reported for defined benefit pension plans as of December 31, 2016 and will be used in the calculation of net periodic benefit cost in 2017. A one percentage point change in assumed expected long-term rate of return on plan assets would increase or decrease the net period benefit cost of these plans in 2017 by \$49 million.

The health care cost trend rate is selected by reviewing historical trends and current views on projected future health care cost increases. The current health care cost trend rate is supported by the historical trend experience of the plan. Assumed health care cost trend rates have a significant effect on the amounts reported for health care plans as of December 31, 2016 and will be used in the calculation of net periodic benefit cost in 2017. A one percentage point change in assumed health care cost trend rates

would have the following effects on AbbVie's calculation of net periodic benefit costs in 2017 and the projected benefit obligation as of December 31, 2016:

(in millions) (brackets denote a reduction)	One percentage point	
	Increase	Decrease
Service and interest cost	\$ 21	\$(17)
Projected benefit obligation	120	(95)

### Income Taxes

AbbVie accounts for income taxes under the asset and liability method. Provisions for federal, state and foreign income taxes are calculated on reported pretax earnings based on current tax laws. Deferred taxes are provided using enacted tax rates on the future tax consequences of temporary differences, which are the differences between the financial statement carrying amount of assets and liabilities and their respective tax bases and the tax benefits of carryforwards. A valuation allowance is established or maintained when, based on currently available information, it is more likely than not that all or a portion of a deferred tax asset will not be realized.

### Litigation

The company is subject to contingencies, such as various claims, legal proceedings and investigations regarding product liability, intellectual property, commercial, securities and other matters that arise in the normal course of business. See Note 14 to the Consolidated Financial Statements for additional information. Loss contingency provisions are recorded for probable losses at management's best estimate of a loss, or when a best estimate cannot be made, a minimum loss contingency amount within a probable range is recorded. Accordingly, AbbVie is often initially unable to develop a best estimate of loss and therefore, the minimum amount, which could be zero, is recorded. As information becomes known, either the minimum loss amount is increased, resulting in additional loss provisions, or a best estimate can be made, also resulting in additional loss provisions. Occasionally, a best estimate amount is changed to a lower amount when events result in an expectation of a more favorable outcome than previously expected.

### Valuation of Goodwill and Intangible Assets

AbbVie has acquired and may continue to acquire significant intangible assets in connection with business combinations that AbbVie records at fair value. Transactions involving the purchase or sale of intangible assets occur with some frequency between companies in the pharmaceuticals industry and valuations are usually based on a discounted cash flow analysis incorporating the stage of completion. The discounted cash flow model requires assumptions about the timing and amount of future net cash flows, risk, cost of capital, terminal values and market participants. Each of these factors can significantly affect the value of the intangible asset. IPR&D acquired in a business combination is capitalized as an indefinite-lived intangible asset until regulatory approval is obtained, at which time it is accounted for as a definite-lived asset and amortized over its estimated useful life, or discontinuation, at which point the intangible asset will be written off. IPR&D acquired in transactions that are not business combinations is expensed immediately, unless deemed to have an alternative future use. Payments made to third parties subsequent to regulatory approval are capitalized and amortized over the remaining useful life.

AbbVie reviews the recoverability of definite-lived intangible assets whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable. Goodwill and indefinite-lived intangible assets, which relate to IPR&D, are reviewed for impairment annually or when an event occurs that could result in an impairment. See Note 2 to the Consolidated Financial Statements for further information.

Annually, the company tests its goodwill for impairment by first assessing qualitative factors to determine whether it is more likely than not that the fair value is less than its carrying amount. Some of the factors considered in the assessment include general macro-economic conditions, conditions specific to the industry and market, cost factors, which could have a significant effect on earnings or cash flows, the overall financial performance and whether there have been sustained declines in the company's share price. If the company concludes it is more likely than not that the fair value of reporting unit is less than its carrying amount, a quantitative impairment test is performed. AbbVie tests indefinite-lived intangible assets using a quantitative impairment test.

For its quantitative impairment tests, the company uses an estimated future cash flow approach that requires significant judgment with respect to future volume, revenue and expense growth rates, changes in working capital use, foreign currency exchange rates, the selection of an appropriate discount rate, asset groupings and other assumptions and estimates. The estimates and assumptions used are consistent with the company's business plans and a market participant's views of a company and similar companies. The use of alternative estimates and assumptions could increase or decrease the estimated fair value of the assets and potentially result in different impacts to the company's results of operations. Actual results may differ from the company's estimates.

### **Contingent Consideration**

The fair value measurements of contingent consideration liabilities are determined as of the acquisition date based on significant unobservable inputs, including the discount rate, estimated probabilities and timing of achieving specified development, regulatory and commercial milestones and the estimated amount of future sales of the acquired products still in development. Changes to the fair value of the contingent consideration liabilities can result from changes to one or a number of inputs, including discount rates, the probabilities of achieving the milestones, the time required to achieve the milestones and estimated future sales. Contingent consideration liabilities are revalued to fair value at each subsequent reporting date until the related contingency is resolved. Significant judgment is employed in determining the appropriateness of these inputs. Changes to the inputs described above could have a material impact on the company's financial position and results of operations in any given period. At December 31, 2016, a 50 basis point increase/decrease in the assumed discount rate would have decreased/increased the value of the contingent consideration liabilities by approximately \$180 million. Additionally, at December 31, 2016, a five percentage point increase/decrease in the assumed probability of success across all potential indications would have increased/decreased the value of the contingent consideration liabilities by approximately \$360 million.

### **Recent Accounting Pronouncements**

See Note 2 to the Consolidated Financial Statements for additional information on recent accounting pronouncements.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The company is exposed to risk that its earnings, cash flows and equity could be adversely impacted by changes in foreign exchange rates and interest rates. Certain derivative instruments are used when available on a cost-effective basis to hedge the company's underlying economic exposures. See Note 10 to the Consolidated Financial Statements for additional information regarding the company's financial instruments and hedging strategies.

### Foreign Currency Risk

AbbVie's primary net foreign currency exposures are the Euro, Japanese yen and British pound. The following table reflects the total foreign currency forward exchange contracts outstanding at December 31, 2016 and 2015:

(in millions)	2016			2015		
	Contract amount	Weighted average exchange rate	Fair and carrying value receivable	Contract amount	Weighted average exchange rate	Fair and carrying value receivable/ (payable)
Receive primarily U.S. dollars in exchange for the following currencies:						
Euro	\$5,544	1.078	\$102	\$5,880	1.103	\$34
Japanese yen	935	111.6	39	853	120.9	(2)
British pound	611	1.303	35	163	1.496	1
All other currencies	1,693	n/a	11	1,387	n/a	8
<b>Total</b>	<b>\$8,783</b>		<b>\$187</b>	<b>\$8,283</b>		<b>\$41</b>

The company estimates that a 10% appreciation in the underlying currencies being hedged from their levels against the U.S. dollar, with all other variables held constant, would decrease the fair value of foreign exchange forward contracts by \$854 million at December 31, 2016. If realized, this appreciation would negatively affect earnings over the remaining life of the contracts, which would be offset by gains on the underlying hedged items. A 10% appreciation is believed to be a reasonably possible near-term change in foreign currencies. Gains and losses on the hedging instruments offset losses and gains on the hedged transactions and reduce the earnings and stockholders' equity volatility relating to foreign exchange.

In November 2016, the company issued €3.6 billion aggregate principal amount of unsecured senior Euro notes, which are exposed to foreign currency risk. The company has designated these foreign currency denominated notes as hedges of its net investments in certain foreign subsidiaries and affiliates. As a result, any foreign currency translation gains or losses related to the Euro notes will be included in accumulated other comprehensive income. See Note 9 to the Consolidated Financial Statements for additional information related to the senior Euro note issuance and Note 10 to the Consolidated Financial Statements for additional information related to the net investment hedging program.

The functional currency of the company's Venezuela operations is the U.S. dollar due to the hyperinflationary status of the Venezuelan economy. At December 31, 2015, there were three legal exchange mechanisms administered by the Venezuelan government. These were the official rate of 6.3 Venezuelan bolivars (VEF) per U.S. dollar, the Supplementary System for the Administration of Foreign Currency (SICAD) rate of approximately 13.5 VEF per U.S. dollar and the Foreign Exchange Marginal System (SIMADI) rate of approximately 200. Effective March 10, 2016, the Venezuelan government devalued the official rate of 6.3 to 10 VEF per U.S. dollar, eliminated the SICAD rate and replaced SIMADI with a new exchange mechanism, Divisa Complementaria (DICOM). As of December 31, 2016, the DICOM rate was approximately 673 VEF per U.S. dollar.

During the first quarter of 2016, in consideration of declining economic conditions in Venezuela and a decline in transactions settled at the official rate, AbbVie determined that its net monetary assets denominated in the Venezuelan bolivar were no longer expected to be settled at the official rate of 10 VEF per U.S. dollar, but rather at the DICOM rate. Therefore, during the first quarter of 2016, AbbVie recorded a charge of \$298 million to net foreign exchange loss to revalue its bolivar-denominated net monetary assets using the DICOM rate then in effect of approximately 270 VEF per U.S. dollar. As of December 31, 2016, AbbVie's net monetary assets in Venezuela were insignificant.

### **Interest Rate Risk**

The company estimates that an increase in interest rates of 100 basis points would adversely impact the fair value of AbbVie's interest rate swap contracts by approximately \$649 million at December 31, 2016. If realized, the fair value reduction would affect earnings over the remaining life of the contracts. The company estimates that an increase of 100 basis points in long-term interest rates would decrease the fair value of long-term debt by \$2.3 billion at December 31, 2016. A 100 basis point change is believed to be a reasonably possible near-term change in interest rates.

### **Market Price Risk**

AbbVie's debt securities investment portfolio (the portfolio) is its main exposure to market price risk. The portfolio is subject to changes in fair value as a result of interest rate fluctuations and other market factors. It is AbbVie's policy to mitigate market price risk by maintaining a diversified portfolio that limits the amount of exposure to a particular issuer and security type while placing limits on the amount of time to maturity. AbbVie's investment policy limits investments to investment grade credit ratings. The company estimates that an increase in interest rates of 100 basis points would decrease the fair value of the portfolio by approximately \$33 million as of December 31, 2016. If the portfolio were to be liquidated, the fair value reduction would affect the income statement in the period sold.

AbbVie also holds equity securities in other pharmaceutical and biotechnology companies that are traded on public stock exchanges. A hypothetical 20% decrease in the share prices of these investments would decrease the fair value of these investments by \$15 million as of December 31, 2016. A 20% decrease is believed to be a reasonably possible near-term change in share prices.

### **Non-Publicly Traded Equity Securities**

AbbVie holds equity securities in other pharmaceutical and biotechnology companies that are not traded on public stock exchanges. The carrying value of these investments was \$42 million as of December 31, 2016 and \$33 million as of December 31, 2015. AbbVie monitors these investments for other than temporary declines in market value and charges impairment losses to net earnings when an other than temporary decline in estimated value occurs. In 2016, impairment charges recorded were insignificant. In 2015, AbbVie recorded impairment charges totaling \$36 million related to certain of the company's investments in non-publicly traded equity securities.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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**AbbVie Inc. and Subsidiaries**  
**Consolidated Statements of Earnings**

years ended December 31 (in millions, except per share data)	2016	2015	2014
<b>Net revenues</b>	\$25,638	\$22,859	\$19,960
Cost of products sold	5,833	4,500	4,426
Selling, general and administrative	5,855	6,387	7,724
Research and development	4,366	4,285	3,297
Acquired in-process research and development	200	150	352
Other expense	—	—	750
Total operating costs and expenses	16,254	15,322	16,549
Operating earnings	9,384	7,537	3,411
Interest expense, net	965	686	391
Net foreign exchange loss	303	193	678
Other expense (income), net	232	13	(27)
Earnings before income tax expense	7,884	6,645	2,369
Income tax expense	1,931	1,501	595
<b>Net earnings</b>	<b>\$ 5,953</b>	<b>\$ 5,144</b>	<b>\$ 1,774</b>
<b>Per share data</b>			
Basic earnings per share	\$ 3.65	\$ 3.15	\$ 1.11
Diluted earnings per share	\$ 3.63	\$ 3.13	\$ 1.10
Cash dividends declared per common share	\$ 2.35	\$ 2.10	\$ 1.75
Weighted-average basic shares outstanding	1,622	1,625	1,595
Weighted-average diluted shares outstanding	1,631	1,637	1,610

The accompanying notes are an integral part of these consolidated financial statements.



## AbbVie Inc. and Subsidiaries

### Consolidated Statements of Comprehensive Income

years ended December 31 (in millions)	2016	2015	2014
<b>Net earnings</b>	\$5,953	\$5,144	\$ 1,774
Foreign currency translation adjustments, net of tax expense (benefit) of \$(31) in 2016, \$(139) in 2015 and \$(158) in 2014	(165)	(667)	(1,073)
Net investment hedging activities, net of tax expense (benefit) of \$79 in 2016, \$— in 2015 and \$— in 2014	140	—	—
Pension and post-employment benefits, net of tax expense (benefit) of \$(75) in 2016, \$96 in 2015 and \$(351) in 2014	(135)	230	(781)
Unrealized gains (losses) on marketable securities, net of tax expense (benefit) of \$(11) in 2016, \$22 in 2015 and \$1 in 2014	(1)	44	1
Cash flow hedging activities, net of tax expense (benefit) of \$18 in 2016, \$(6) in 2015 and \$8 in 2014	136	(137)	264
Other comprehensive loss	(25)	(530)	(1,589)
<b>Comprehensive income</b>	<b>\$5,928</b>	<b>\$4,614</b>	<b>\$ 185</b>

The accompanying notes are an integral part of these consolidated financial statements.

**AbbVie Inc. and Subsidiaries**  
**Consolidated Balance Sheets**

as of December 31 (in millions, except share data)

	2016	2015
<b>Assets</b>		
<b>Current assets</b>		
Cash and equivalents	\$ 5,100	\$ 8,399
Short-term investments	1,323	8
Accounts receivable, net	4,758	4,730
Inventories	1,444	1,719
Prepaid expenses and other	3,562	1,458
<b>Total current assets</b>	<b>16,187</b>	<b>16,314</b>
Investments	1,783	145
Property and equipment, net	2,604	2,565
Intangible assets, net	28,897	19,709
Goodwill	15,416	13,168
Other assets	1,212	1,149
<b>Total assets</b>	<b>\$ 66,099</b>	<b>\$53,050</b>
<b>Liabilities and Equity</b>		
<b>Current liabilities</b>		
Short-term borrowings	\$ 377	\$ 406
Current portion of long-term debt and lease obligations	25	2,025
Accounts payable and accrued liabilities	9,379	8,463
<b>Total current liabilities</b>	<b>9,781</b>	<b>10,894</b>
Long-term debt and lease obligations	36,440	29,240
Deferred income taxes	6,890	5,276
Other long-term liabilities	8,352	3,695
Commitments and contingencies		
<b>Stockholders' equity</b>		
Common stock, \$0.01 par value, 4,000,000,000 shares authorized, 1,754,900,486 shares issued as of December 31, 2016 and 1,749,027,140 as of December 31, 2015.	18	17
Common stock held in treasury, at cost, 162,387,762 shares as of December 31, 2016 and 139,134,205 shares as of December 31, 2015.	(10,852)	(8,839)
Additional paid-in-capital	13,678	13,080
Retained earnings	4,378	2,248
Accumulated other comprehensive loss	(2,586)	(2,561)
<b>Total stockholders' equity</b>	<b>4,636</b>	<b>3,945</b>
<b>Total liabilities and equity</b>	<b>\$ 66,099</b>	<b>\$53,050</b>

The accompanying notes are an integral part of these consolidated financial statements.

**AbbVie Inc. and Subsidiaries**  
**Consolidated Statements of Equity**

years ended December 31 (in millions)	Common shares outstanding	Common stock	Treasury stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Total
<b>Balance at December 31, 2013</b>	1,587	\$16	\$ (320)	\$ 3,671	\$ 1,567	\$ (442)	\$ 4,492
Net earnings	—	—	—	—	1,774	—	1,774
Other comprehensive loss, net of tax	—	—	—	—	—	(1,589)	(1,589)
Dividends declared	—	—	—	—	(2,806)	—	(2,806)
Purchases of treasury stock	(9)	—	(665)	—	—	—	(665)
Stock-based compensation plans and other	13	—	13	523	—	—	536
<b>Balance at December 31, 2014</b>	1,591	16	(972)	4,194	535	(2,031)	1,742
Net earnings	—	—	—	—	5,144	—	5,144
Other comprehensive loss, net of tax	—	—	—	—	—	(530)	(530)
Dividends declared	—	—	—	—	(3,431)	—	(3,431)
Common shares issued to Pharmacyclics stockholders	128	1	—	8,404	—	—	8,405
Purchases of treasury stock	(119)	—	(7,886)	—	—	—	(7,886)
Stock-based compensation plans and other	10	—	19	482	—	—	501
<b>Balance at December 31, 2015</b>	1,610	17	(8,839)	13,080	2,248	(2,561)	3,945
Net earnings	—	—	—	—	5,953	—	5,953
Other comprehensive loss, net of tax	—	—	—	—	—	(25)	(25)
Dividends declared	—	—	—	—	(3,823)	—	(3,823)
Common shares issued to Stemcentrx stockholders	63	—	3,958	(35)	—	—	3,923
Purchases of treasury stock	(94)	—	(6,018)	—	—	—	(6,018)
Stock-based compensation plans and other	14	1	47	633	—	—	681
<b>Balance at December 31, 2016</b>	1,593	\$18	\$(10,852)	\$13,678	\$ 4,378	\$(2,586)	\$ 4,636

The accompanying notes are an integral part of these consolidated financial statements.

## AbbVie Inc. and Subsidiaries

### Consolidated Statements of Cash Flows

years ended December 31 (in millions) (brackets denote cash outflows)	2016	2015	2014
<b>Cash flows from operating activities</b>			
Net earnings	\$ 5,953	\$ 5,144	\$ 1,774
Adjustments to reconcile net earnings to net cash from operating activities:			
Depreciation	425	417	383
Amortization of intangible assets	764	419	403
Change in fair value of contingent consideration	228	—	—
Stock-based compensation	353	282	241
Upfront costs and milestones related to collaborations	280	280	1,102
Devaluation loss related to Venezuela	298	—	—
Other, net	429	489	434
Changes in operating assets and liabilities, net of acquisitions:			
Accounts receivable	(71)	(1,076)	(172)
Inventories	(38)	(434)	(203)
Prepaid expenses and other assets	(393)	511	(220)
Accounts payable and other liabilities	(1,187)	1,503	(193)
<b>Cash flows from operating activities</b>	<b>7,041</b>	<b>7,535</b>	<b>3,549<sup>(a)</sup></b>
<b>Cash flows from investing activities</b>			
Acquisition of businesses, net of cash acquired	(2,495)	(11,488)	—
Other acquisitions and investments	(262)	(964)	(622)
Acquisitions of property and equipment	(479)	(532)	(612)
Purchases of investment securities	(5,315)	(851)	(1,169)
Sales and maturities of investment securities	2,359	899	1,477
Other	118	—	—
<b>Cash flows from investing activities</b>	<b>(6,074)</b>	<b>(12,936)</b>	<b>(926)</b>
<b>Cash flows from financing activities</b>			
Net change in short-term borrowings	(29)	(19)	12
Proceeds from issuance of long-term debt	11,627	20,660	—
Repayments of long-term debt and lease obligations	(6,010)	(4,018)	(17)
Debt issuance cost	(69)	(182)	(141)
Dividends paid	(3,717)	(3,294)	(2,661)
Purchases of treasury stock	(6,033)	(7,586)	(665)
Proceeds from the exercise of stock options	268	155	232
Other, net	35	36	(53)
<b>Cash flows from financing activities</b>	<b>(3,928)</b>	<b>5,752</b>	<b>(3,293)</b>
Effect of exchange rate changes on cash and equivalents	(338)	(300)	(577)
Net increase (decrease) in cash and equivalents	(3,299)	51	(1,247)
Cash and equivalents, beginning of year	8,399	8,348	9,595
<b>Cash and equivalents, end of year</b>	<b>\$ 5,100</b>	<b>\$ 8,399</b>	<b>\$ 8,348</b>
<b>Other supplemental information</b>			
Interest paid, net of portion capitalized	\$ 986	\$ 536	\$ 419
Income taxes paid	3,563	1,108	498
<b>Supplemental schedule of non-cash investing and financing activities</b>			
Issuance of common shares associated with acquisitions of businesses	3,923	8,405	—

(a) Cash flows from operating activities included the impact of transaction and financing-related and other costs incurred in connection with the terminated proposed combination with Shire plc. See Note 5 for additional information.

The accompanying notes are an integral part of these consolidated financial statements.

## AbbVie Inc. and Subsidiaries

### Notes to Consolidated Financial Statements

#### Note 1 Background and Basis of Presentation

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##### Background

The principal business of AbbVie Inc. (AbbVie or the company) is the discovery, development, manufacture and sale of a broad line of pharmaceutical products. AbbVie's products are generally sold worldwide directly to wholesalers, distributors, government agencies, health care facilities, specialty pharmacies and independent retailers from AbbVie-owned distribution centers and public warehouses. Substantially all of AbbVie's net revenues in the United States are to three wholesalers. Outside the United States, products are sold primarily to customers or through distributors, depending on the market served.

AbbVie was incorporated in Delaware on April 10, 2012. On January 1, 2013, AbbVie became an independent, publicly-traded company as a result of the distribution by Abbott Laboratories (Abbott) of 100% of the outstanding common stock of AbbVie to Abbott's shareholders. AbbVie incurred separation-related expenses of \$270 million in 2015 and \$445 million in 2014, which were principally classified in selling, general and administrative expenses (SG&A) in the consolidated statements of earnings. These charges principally related to information technology, legal and regulatory fees.

##### Basis of Historical Presentation

For a certain portion of AbbVie's operations, the legal transfer of AbbVie's assets (net of liabilities) did not occur with the separation of AbbVie on January 1, 2013 due to the time required to transfer marketing authorizations and satisfy other regulatory requirements in certain countries. Under the terms of the separation agreement with Abbott, AbbVie was responsible for the business activities conducted by Abbott on its behalf and was subject to the risks and entitled to the benefits generated by these operations and assets. As a result, the related assets and liabilities and results of operations have been reported in AbbVie's consolidated financial statements as of and for the years ended December 31, 2016, 2015 and 2014. Net revenues related to these operations were insignificant in 2016, \$213 million in 2015 and \$282 million in 2014. All of these operations have been transferred to AbbVie as of December 31, 2016.

#### Note 2 Summary of Significant Accounting Policies

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##### Use of Estimates

The financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) and necessarily include amounts based on estimates and assumptions by management. Actual results could differ from those amounts. Significant estimates include amounts for rebates, pension and post-employment benefits, income taxes, litigation, valuation of intangible assets and goodwill, contingent consideration liabilities, financial instruments and inventory and accounts receivable exposures.

##### Basis of Consolidation

The consolidated financial statements as of and for the years ended December 31, 2016 and 2015 include the accounts of AbbVie and all of its subsidiaries in which a controlling interest is maintained. Controlling interest is determined by majority ownership interest and the absence of substantive third-party participating rights or, in the case of variable interest entities, where AbbVie is determined to be the primary beneficiary. Investments in companies over which AbbVie has a significant influence but not a controlling interest are accounted for using the equity method with AbbVie's share of earnings or losses reported in other expense (income), net in the consolidated statements of earnings. All other investments are generally accounted for using the cost method. Intercompany balances and transactions are eliminated.

Certain reclassifications have been made to conform the prior period consolidated financial statements to the current period presentation.

### **Revenue Recognition**

AbbVie recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and collectability of the sales price is reasonably assured. Revenue from product sales is recognized when title and risk of loss have passed to the customer. Provisions for discounts, rebates, sales incentives to customers, returns and other adjustments are provided for in the period the related revenues are recorded. Rebate amounts are typically based upon the volume of purchases using contractual or statutory prices, which may vary by product and by payer. For each type of rebate, the factors used in the calculations of the accrual include the identification of the products subject to the rebate, the applicable price terms and the estimated lag time between sale and payment of the rebate, which can be significant. Sales incentives to customers are insignificant. Historical data is readily available and reliable and is used for estimating the amount of the reduction in gross revenues. Revenue from the launch of a new product, from an improved version of an existing product, or for shipments in excess of a customer's normal requirements are recorded when the conditions noted above are met. In those situations, management records a returns reserve for such revenue, if necessary. Sales of product rights for marketable products are recorded as revenue upon disposition of the rights.

### **Research and Development Expenses**

Internal research and development (R&D) costs are expensed as incurred. Clinical trial costs incurred by third parties are expensed as the contracted work is performed. Where contingent milestone payments are due to third parties under research and development collaborations for pre-commercialization milestones, the milestone payment obligations are expensed when the milestone results are achieved. Payments made to third parties subsequent to regulatory approval are capitalized as intangible assets and amortized to cost of products sold over the remaining useful life of the related product.

### **Collaborations and Other Arrangements**

The company enters into collaborative agreements with third parties to develop and commercialize drug candidates. Collaborative activities may include joint research and development and commercialization of new products. AbbVie generally receives certain licensing rights under these arrangements. These collaborations often require upfront payments and may include additional milestone, research and development cost sharing, royalty or profit share payments, contingent upon the occurrence of certain future events linked to the success of the asset in development and commercialization. Upfront payments associated with collaborative arrangements during the development stage are expensed to acquired in-process research and development (IPR&D) expenses in the consolidated statements of earnings. Subsequent payments made to the partner for the achievement of milestones during the development stage are expensed to R&D expense in the consolidated statements of earnings when the milestone is achieved. Milestone payments made to the partner subsequent to regulatory approval are capitalized as intangible assets and amortized to cost of products sold over the estimated useful life of the related asset. Royalties are expensed to cost of products sold in the consolidated statements of earnings when incurred.

### **Advertising**

Costs associated with advertising are expensed as incurred and are included in SG&A expenses in the consolidated statements of earnings. Advertising expenses were \$764 million in 2016, \$704 million in 2015 and \$665 million in 2014.

## **Pension and Other Post-Employment Benefits**

AbbVie records annual expenses relating to its defined benefit pension and other post-employment plans based on calculations which utilize various actuarial assumptions, including discount rates, rates of return on assets, compensation increases, turnover rates and health care cost trend rates. AbbVie reviews its actuarial assumptions on an annual basis and makes modifications to the assumptions based on current rates and trends. Actuarial gains and losses are deferred in accumulated other comprehensive loss (AOCI), net of tax and are amortized over the remaining service attribution periods of the employees under the corridor method. Differences between the expected long-term return on plan assets and the actual annual return are amortized to net periodic benefit cost over a five-year period.

## **Income Taxes**

Income taxes are accounted for under the asset and liability method. Provisions for federal, state and foreign income taxes are calculated on reported pretax earnings based on current tax laws. Deferred taxes are provided using enacted tax rates on the future tax consequences of temporary differences, which are the differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases and the tax benefits of carryforwards. A valuation allowance is established or maintained when, based on currently available information, it is more likely than not that all or a portion of a deferred tax asset will not be realized.

## **Cash and Equivalents**

Cash and equivalents include money market funds and time deposits with original maturities of three months or less.

## **Investments**

Investments consist primarily of time deposits, marketable debt securities, held-to-maturity debt securities and equity securities. Investments in marketable securities are classified as available-for-sale and are recorded at fair value with any unrealized holding gains or losses, net of tax, included in AOCI on the consolidated balance sheets. Investments in equity securities that are not traded on public stock exchanges and held-to-maturity debt securities are recorded at cost.

AbbVie periodically assesses its investment securities for other-than-temporary impairment losses. This evaluation is based on a number of factors, including the length of time and the extent to which the fair value has been below the cost basis and adverse conditions related specifically to the security, including any changes to the credit rating of the security, intent to sell, or whether AbbVie will more likely than not be required to sell the security before recovery of its amortized cost basis. AbbVie also considers industry factors and general market trends. When AbbVie determines that an other than temporary decline has occurred, a cost basis investment is written down with a charge to other expense (income), net in the consolidated statements of earnings and an available-for-sale investment's unrealized loss is reclassified from AOCI to other expense (income), net in the consolidated statements of earnings. Realized gains and losses on sales of investments are computed using the first-in, first-out method adjusted for any other-than-temporary declines in fair value that were recorded in net earnings.

## **Accounts Receivable**

Accounts receivable are stated at their net realizable value. The allowance against gross accounts receivable reflects the best estimate of probable losses inherent in the receivables portfolio determined on the basis of historical experience, specific allowances for known troubled accounts and other currently available information. Accounts receivable are written off after all reasonable means to collect the full amount (including litigation, where appropriate) have been exhausted. The allowance was \$72 million at December 31, 2016 and \$78 million at December 31, 2015.

## Inventories

Inventories are valued at the lower of cost (first-in, first-out basis) or market. Cost includes material and conversion costs. Inventories consisted of the following:

as of December 31 (in millions)	2016	2015
Finished goods	\$ 223	\$ 469
Work-in-process	1,080	1,081
Raw materials	141	169
Inventories	\$1,444	\$1,719

## Property and Equipment

as of December 31 (in millions)	2016	2015
Land	\$ 46	\$ 46
Buildings	1,344	1,284
Equipment	5,726	5,656
Construction in progress	410	348
Property and equipment, gross	7,526	7,334
Less accumulated depreciation	(4,922)	(4,769)
Property and equipment, net	\$ 2,604	\$ 2,565

Depreciation for property and equipment is recorded on a straight-line basis over the estimated useful lives of the assets. The estimated useful life for buildings ranges from 10 to 50 years. Buildings include leasehold improvements which are amortized over the life of the related facility lease (including any renewal periods, if appropriate) or the asset, whichever is shorter. The estimated useful life for equipment ranges from 3 to 20 years. Equipment includes certain computer software and software development costs incurred in connection with developing or obtaining software for internal use and is amortized over 3 to 10 years. Depreciation expense was \$425 million in 2016, \$417 million in 2015 and \$383 million in 2014. Assets related to capital leases were insignificant at December 31, 2016 and 2015.

## Litigation and Contingencies

Loss contingency provisions are recorded when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated based on existing information. When a best estimate cannot be made, the minimum loss contingency amount in a probable range is recorded. Legal fees are expensed as incurred. AbbVie accrues for product liability claims, on an undiscounted basis. The liabilities are evaluated quarterly and adjusted if necessary as additional information becomes available. Receivables for insurance recoveries, if any, for product liability claims are recorded as assets, on an undiscounted basis, when it is probable that a recovery will be realized.

## Business Combinations

AbbVie utilizes the acquisition method of accounting for business combinations. This method requires, among other things, that results of operations of acquired companies are included in AbbVie's results of operations beginning on the respective acquisition dates and that assets acquired and liabilities assumed are recognized at fair value as of the acquisition date. Any excess of the fair value of consideration transferred over the fair values of the net assets acquired is recognized as goodwill. Contingent consideration liabilities are recognized at the estimated fair value on the acquisition date. Subsequent changes to the fair value of contingent consideration liabilities are recognized in other expense (income), net in the consolidated statements of earnings. The fair value of assets acquired and liabilities assumed in



certain cases may be subject to revision based on the final determination of fair value during a period of time generally not to exceed twelve months from the acquisition date. Legal costs, due diligence costs, business valuation costs and all other business acquisition costs are expensed when incurred.

### **Goodwill and Intangible Assets**

Intangible assets acquired in a business combination are recorded at fair value using a discounted cash flow model. The discounted cash flow model requires assumptions about the timing and amount of future net cash flows, risk, the cost of capital and terminal values of market participants. Definite-lived intangibles are amortized over their estimated useful lives using the estimated pattern of economic benefit. AbbVie reviews the recoverability of definite-lived intangible assets whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable. AbbVie first compares the projected undiscounted cash flows to be generated by the asset to its carrying value. If the undiscounted cash flows of an intangible asset are less than the carrying value, the intangible asset is written down to its fair value. Where cash flows cannot be identified for an individual asset, the review is applied at the lowest level for which cash flows are largely independent of the cash flows of other assets and liabilities.

Goodwill and indefinite-lived assets are not amortized, but are subject to an impairment review annually and more frequently when indicators of impairment exist. An impairment of goodwill could occur if the carrying amount of a reporting unit exceeded the fair value of that reporting unit. An impairment of Indefinite-lived intangible assets, which consist of capitalized IPR&D, would occur if the fair value of the IPR&D intangible asset is less than the carrying amount.

The company tests its goodwill for impairment by first assessing qualitative factors to determine whether it is more likely than not that the fair value is less than its carrying amount. If the company concludes it is more likely than not that the fair value of reporting unit is less than its carrying amount, a quantitative impairment test is performed. AbbVie tests indefinite-lived intangible assets using a quantitative impairment test. For its quantitative impairment tests, the company uses an estimated future cash flow approach that requires significant judgment with respect to future volume, revenue and expense growth rates, changes in working capital use, future foreign currency exchange rates, the selection of an appropriate discount rate, asset groupings and other assumptions and estimates. The estimates and assumptions used are consistent with the company's business plans and a market participant's views of a company and similar companies. The use of alternative estimates and assumptions could increase or decrease the estimated fair value of the assets and potentially result in different impacts to the company's results of operations. Actual results may differ from the company's estimates.

### **Acquired In-Process Research and Development**

In an asset acquisition, the initial costs of rights to IPR&D projects acquired are expensed as IPR&D in the consolidated statements of earnings unless the project has an alternative future use. These costs include initial payments incurred prior to regulatory approval in connection with research and development collaboration agreements that provide rights to develop, manufacture, market and/or sell pharmaceutical products. In a business combination, the fair value of IPR&D projects acquired are capitalized and accounted for as indefinite-lived intangible assets until the underlying project receives regulatory approval, at which point the intangible asset will be accounted for as a definite-lived intangible asset, or discontinuation, at which point the intangible asset will be written off. R&D costs incurred after the acquisition are expensed as incurred.

### **Foreign Currency Translation**

Foreign subsidiary earnings are translated into U.S. dollars using average exchange rates. The net assets of foreign subsidiaries are translated into U.S. dollars using period-end exchange rates. The U.S. dollar effects that arise from translating the net assets of these subsidiaries at changing rates are recognized in

other comprehensive (loss) income (OCI) in the consolidated statements of comprehensive income. The net assets of subsidiaries in highly inflationary economies are remeasured as if the functional currency were the reporting currency. The remeasurement is recognized in net foreign exchange loss in the consolidated statements of earnings.

## Derivatives

All derivative instruments are recognized as either assets or liabilities at fair value on the consolidated balance sheets and are classified as current or long-term based on the scheduled maturity of the instrument.

For derivatives formally designated as hedges, the company assesses at inception and quarterly thereafter, whether the hedging derivatives are highly effective in offsetting changes in the fair value or cash flows of the hedged item. The changes in fair value of a derivative designated as a fair value hedge and of the hedged item attributable to the hedged risk are recognized in earnings immediately. The effective portions of changes in the fair value of a derivative designated as a cash flow hedge are reported in AOCI and are subsequently recognized in earnings consistent with the underlying hedged item. If it is determined that a derivative is no longer highly effective as a hedge, the company discontinues hedge accounting prospectively. If a hedged forecasted transaction becomes probable of not occurring, any gains or losses are reclassified from AOCI to earnings. Derivatives that are not designated as hedges are adjusted to fair value through current earnings.

The company also uses derivative instruments or foreign currency denominated debt to hedge its net investments in certain foreign subsidiaries and affiliates. Realized and unrealized gains and losses from these hedges are included in AOCI.

Derivative cash flows, with the exception of net investment hedges, are principally classified in the operating section of the consolidated statements of cash flows, consistent with the underlying hedged item. Cash flows related to net investment hedges are classified in the investing section of the consolidated statements of cash flows.

## Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-9, *Summary and Amendments That Create Revenue from Contracts with Customers (Topic 606) and Other Assets and Deferred Costs—Contracts with Customers (Subtopic 340-40)*. The amendments in this standard supersede most current revenue recognition requirements. The core principle of the new guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. AbbVie can apply the amendments using one of the following two methods: (i) retrospectively to each prior reporting period presented, or (ii) modified retrospectively with the cumulative effect of initially applying the amendments recognized at the date of initial application. This standard will be effective for AbbVie starting with the first quarter of 2018. Early application is permitted only for annual reporting periods beginning starting with the first quarter of 2017. AbbVie will adopt the standard effective the first quarter of 2018 and apply the amendments using the modified retrospective method. AbbVie's revenues are primarily comprised of product sales. AbbVie is currently assessing the impact of adopting this guidance on its consolidated financial statements.

In January 2016, the FASB issued ASU No. 2016-01, *Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. The standard requires several targeted changes including that equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) be measured at fair value with changes in fair value recognized in net earnings. These provisions will not impact the accounting for AbbVie's investments in debt securities. The new guidance also changes certain disclosure requirements and other

aspects of current U.S. GAAP. Amendments are to be applied as a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. This standard will be effective for AbbVie starting with the first quarter of 2018. The standard does not permit early adoption with the exception of certain targeted provisions. AbbVie is currently assessing the impact of adopting this guidance on its consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*. ASU 2016-02 outlines a comprehensive lease accounting model and supersedes the current lease guidance. The new standard requires lessees to recognize lease liabilities and corresponding right-of-use assets for all leases with lease terms greater than 12 months. It also changes the definition of a lease and expands the disclosure requirements of lease arrangements. The new standard must be adopted using the modified retrospective approach and will be effective for AbbVie starting with the first quarter of 2019. Early adoption is permitted. AbbVie is currently assessing the impact and timing of adopting this guidance on its consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09, *Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*. Under the new guidance, excess tax benefits associated with share-based awards will be recognized in the statement of earnings when the awards vest or settle, rather than in stockholders' equity. The standard also permits entities to make a policy election to account for forfeitures as they occur and clarifies the statement of cash flows presentation for certain components of share-based awards. AbbVie will adopt the standard effective the first quarter of 2017 with any adjustments reflected as of the beginning of the fiscal year of adoption. AbbVie cannot predict the impact of adopting this standard as it will be dependent upon several unknown factors including when employees exercise stock options and the company's stock price at settlement date. However, based on historical trends, AbbVie does not believe the adoption will have a material impact on the company's consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments—Credit Losses (Topic 326)*. The standard changes how credit losses are measured for most financial assets and certain other instruments. For trade and other receivables, held-to-maturity debt securities, loans and other instruments, the standard requires the use of a new forward-looking "expected credit loss" model that generally will result in the earlier recognition of allowances for losses. For available-for-sale debt securities with unrealized losses, the standard now requires allowances to be recorded instead of reducing the amortized cost of the investment. The standard additionally requires new disclosures and will be effective for AbbVie starting with the first quarter of 2020. Early adoption beginning in the first quarter of 2019 is permitted. With certain exceptions, adjustments are to be applied using a modified-retrospective approach by reflecting adjustments through a cumulative-effect impact to retained earnings as of the beginning of the fiscal year of adoption. AbbVie is currently assessing the impact and timing of adopting this guidance on its consolidated financial statements.

In October 2016, the FASB issued ASU No. 2016-16, *Income Taxes (Topic 740)*. The new standard requires entities to recognize the income tax consequences of an intercompany transfer of an asset other than inventory when the transfer occurs. Under current U.S. GAAP, the income tax consequences of these intercompany asset transfers are deferred until the asset is sold to a third party or otherwise recovered through use. The standard will be effective for AbbVie starting with the first quarter of 2018. Early adoption is permitted as of the beginning of an annual period. Adjustments for this update are to be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings with any adjustments reflected as of the beginning of the fiscal year of adoption. AbbVie is currently assessing the impact and timing of adopting this guidance on its consolidated financial statements. As of December 31, 2016, AbbVie had approximately \$1.9 billion of prepaid income tax assets that will be affected by this standard, of which \$1.4 billion was included in prepaid expenses and other on the consolidated balance sheet.

In January 2017, the FASB issued ASU No. 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business*. The standard provides clarifying guidance to assist in the evaluation of whether transactions are treated as business combinations or asset acquisitions. AbbVie will early adopt the standard starting with the first quarter of 2017. The ASU will be applied prospectively to any transactions occurring after adoption.

### Note 3 Supplemental Financial Information

#### Interest Expense, Net

years ended December 31 (in millions)	2016	2015	2014
Interest expense	\$1,047	\$719	\$429
Interest income	(82)	(33)	(38)
Interest expense, net	\$ 965	\$686	\$391

#### Accounts Payable and Accrued Liabilities

as of December 31 (in millions)	2016	2015
Sales rebates	\$2,887	\$2,355
Accounts payable	1,407	1,597
Dividends payable	1,028	924
Salaries, wages and commissions	644	632
Royalty and license arrangements	434	411
Other	2,979	2,544
Accounts payable and accrued liabilities	\$9,379	\$8,463

#### Other Long-Term Liabilities

as of December 31 (in millions)	2016	2015
Contingent consideration	\$3,941	\$ —
Pension and other post-employment benefits	2,085	1,949
Liabilities for unrecognized tax benefits	1,166	902
Other	1,160	844
Other long-term liabilities	\$8,352	\$3,695

### Note 4 Earnings Per Share

AbbVie grants certain shares of restricted stock awards (RSAs) and restricted stock units (RSUs) that are considered to be participating securities. Due to the presence of participating securities, AbbVie calculates earnings per share (EPS) using the more dilutive of the treasury stock or the two-class method. For all periods presented, the two-class method was more dilutive.

The following table summarizes the impact of the two-class method:

(in millions, except per share information)	Years ended December 31,		
	2016	2015	2014
<b>Basic EPS</b>			
Net earnings	\$5,953	\$5,144	\$1,774
Earnings allocated to participating securities	30	26	9
Earnings available to common shareholders	\$5,923	\$5,118	\$1,765
Weighted-average basic shares outstanding	1,622	1,625	1,595
Basic earnings per share	\$ 3.65	\$ 3.15	\$ 1.11
<b>Diluted EPS</b>			
Net earnings	\$5,953	\$5,144	\$1,774
Earnings allocated to participating securities	30	26	9
Earnings available to common shareholders	\$5,923	\$5,118	\$1,765
Weighted-average shares of common stock outstanding	1,622	1,625	1,595
Effect of dilutive securities	9	12	15
Weighted-average diluted shares outstanding	1,631	1,637	1,610
Diluted earnings per share	\$ 3.63	\$ 3.13	\$ 1.10

As further described in Note 12, in both 2016 and 2015, AbbVie entered into and executed an accelerated share repurchase agreement (ASR) with third party financial institutions. For purposes of calculating EPS, AbbVie reflected the ASR as a repurchase of AbbVie common stock in the relevant periods.

Certain shares issuable under stock-based compensation plans were excluded from the computation of EPS because the effect would have been antidilutive. The number of common shares excluded was insignificant for all periods presented.

## Note 5 Licensing, Acquisitions and Other Arrangements

### Acquisition of Stemcentrx

On June 1, 2016, AbbVie acquired all of the outstanding equity interests in Stemcentrx, a privately-held biotechnology company. The transaction expands AbbVie's oncology pipeline by adding the late-stage asset rovalpituzumab tesirine (Rova-T), four additional early-stage clinical compounds in solid tumor indications and a significant portfolio of pre-clinical assets. Rova-T is currently in registrational trials for small cell lung cancer.

The acquisition of Stemcentrx has been accounted for as a business combination using the acquisition method of accounting. The aggregate upfront consideration for the acquisition of Stemcentrx consisted of approximately 62.4 million shares of AbbVie common stock, issued from common stock held in treasury, and cash. AbbVie may make up to \$4.0 billion in additional payments upon the achievement of certain development and regulatory milestones. The acquisition-date fair value of this contingent consideration totaled \$620 million and was estimated using a combination of probability-weighted discounted cash flow models and Monte Carlo simulation models. The estimate was based on significant inputs that are not observable in the market, referred to as Level 3 inputs, as described in more detail in Note 10. The following table summarizes total consideration:

(in millions)	
Cash	\$1,883
Fair value of AbbVie common stock	3,923
Contingent consideration	620
Total consideration	\$6,426

The following table summarizes fair values of assets acquired and liabilities assumed as of the June 1, 2016 acquisition date:

(in millions)

<b>Assets acquired and liabilities assumed</b>	
Accounts receivable	\$ 1
Prepaid expenses and other	7
Property and equipment	17
Intangible assets—Indefinite-lived research and development	6,100
Accounts payable and accrued liabilities	(31)
Deferred income taxes	(1,933)
Other long-term liabilities	(7)
<b>Total identifiable net assets</b>	<b>4,154</b>
<b>Goodwill</b>	<b>2,272</b>
<b>Total assets acquired and liabilities assumed</b>	<b>\$ 6,426</b>

Intangible assets related to IPR&D for Rova-T, four additional early-stage clinical compounds in solid tumor indications and several additional pre-clinical compounds. The estimated fair value of the acquired IPR&D was determined using the multi-period excess earnings model of the “income approach,” which is a valuation technique that provides an estimate of the fair value of an asset based on market participant expectations of the cash flows an asset would generate over its remaining useful life. Some of the more significant assumptions inherent in the development of those asset valuations include the estimated annual cash flows for each asset or product (including net revenues, cost of sales, R&D costs, selling and marketing costs and working capital/contributory asset charges), the appropriate discount rate to select in order to measure the risk inherent in each future cash flow stream, the assessment of each asset’s life cycle, the regulatory approval probabilities, commercial success risks, competitive landscape, as well as other factors.

The goodwill recognized from the acquisition of Stemcentrx represents expected synergies, including the ability to: (i) leverage the respective strengths of each business; (ii) expand the combined company’s product portfolio; (iii) accelerate AbbVie’s clinical and commercial presence in oncology; and (iv) establish a strong leadership position in oncology and was impacted by the establishment of a deferred tax liability for the acquired identifiable intangible assets which have no tax basis. The goodwill is not deductible for tax purposes.

Subsequent to the acquisition date, the company made certain measurement period adjustments including a refinement of the discount rate assumption, to increase the fair value of consideration transferred by \$273 million and made measurement period adjustments to the preliminary purchase price allocation, including: (i) an increase to indefinite-lived research and development intangible assets of \$330 million; (ii) an increase to deferred income tax liabilities of \$78 million; and (iii) an increase to goodwill of \$21 million. These measurement period adjustments have been reflected in the tables above. The company made these measurement period adjustments to reflect facts and circumstances that existed as of the acquisition date and did not result from intervening events subsequent to such date. These adjustments did not have a significant impact on AbbVie’s results of operations. In the fourth quarter of 2016, the company finalized its valuation of the acquisition date assets acquired and liabilities assumed.

Following the acquisition date, the operating results of Stemcentrx have been included in the company’s financial statements. AbbVie’s consolidated statement of earnings for the year ended December 31, 2016 included no net revenues and an operating loss of \$165 million associated with Stemcentrx’s operations. This operating loss included \$43 million of post-acquisition stock-based compensation expense for Stemcentrx options and excluded interest expense and certain acquisition costs.

### Pro Forma Financial Information

The following table presents the unaudited pro forma combined results of operations of AbbVie and Stemcentrx for the years ended December 31, 2016 and 2015 as if the acquisition of Stemcentrx had occurred on January 1, 2015:

(in millions, except per share information)	Years ended December 31,	
	2016	2015
Net revenues	\$25,641	\$22,869
Net earnings	5,907	4,894
Basic earnings per share	\$ 3.58	\$ 2.90
Diluted earnings per share	\$ 3.56	\$ 2.88

The unaudited pro forma financial information was prepared using the acquisition method of accounting and was based on the historical financial information of AbbVie and Stemcentrx. In order to reflect the occurrence of the acquisition on January 1, 2015 as required, the unaudited pro forma financial information includes adjustments to reflect the additional interest expense associated with the issuance of debt to finance the acquisition and the reclassification of acquisition, integration and financing-related costs incurred during the year ended December 31, 2016 to the year ended December 31, 2015. The unaudited pro forma financial information is not necessarily indicative of what the consolidated results of operations would have been had the acquisition been completed on January 1, 2015. In addition, the unaudited pro forma financial information is not a projection of the future results of operations of the combined company nor does it reflect the expected realization of any cost savings or synergies associated with the acquisition.

### Acquisition of BI 655066 and BI 655064 from Boehringer Ingelheim

On April 1, 2016, AbbVie acquired all rights to risankizumab (BI 655066), an anti-IL-23 monoclonal biologic antibody in Phase 3 development for psoriasis, from Boehringer Ingelheim (BI) pursuant to a global collaboration agreement. AbbVie is also evaluating the potential of this biologic therapy in Crohn's disease, psoriatic arthritis and asthma. In addition to risankizumab, AbbVie also gained rights to an anti-CD40 antibody, BI 655064, currently in Phase 1 development. BI will retain responsibility for further development of BI 655064 and AbbVie may elect to advance the program after completion of certain clinical achievements. The acquired assets include all patents, data, know-how, third-party agreements, regulatory filings and manufacturing technology related to BI 655066 and BI 655064.

The company concluded that the acquired assets met the definition of a business and accounted for the transaction as a business combination using the acquisition method of accounting. Under the terms of the agreement, AbbVie made an upfront payment of \$595 million. \$18 million of additional payments to BI pursuant to a contractual obligation to reimburse BI for certain development costs it incurred prior to the acquisition date were deferred. In addition, AbbVie may make additional contingent payments upon the achievement of defined development, regulatory and commercial milestones, as well as royalty payments based on net revenues of licensed products. The maximum aggregate amount payable for development and regulatory milestones is approximately \$1.6 billion. The acquisition-date fair value of these milestones was \$606 million. In addition, the acquisition-date fair value of contingent royalty payments was \$2.8 billion. The potential contingent consideration payments were estimated by applying a probability-weighted expected payment model for contingent milestone payments and a Monte Carlo simulation model for

contingent royalty payments, which were then discounted to present value. The fair value measurements were based on Level 3 inputs. The following table summarizes total consideration:

(in millions)

Cash	\$ 595
Deferred consideration payable	18
Contingent consideration	3,365
<b>Total consideration</b>	<b>\$3,978</b>

The following table summarizes fair values of assets acquired as of the April 1, 2016 acquisition date:

(in millions)

<b>Assets acquired</b>	
Identifiable intangible assets—Indefinite-lived research and development	\$3,890
Goodwill	88
<b>Total assets acquired</b>	<b>\$3,978</b>

The estimated fair value of the acquired IPR&D was determined using the multi-period excess earnings model of the “income approach.” The goodwill recognized from this acquisition includes expected synergies, including an expansion of the combined company’s immunology product portfolio.

Subsequent to the acquisition date, the company made a measurement period adjustment to decrease the fair value of consideration transferred by \$397 million and made measurement period adjustments to the preliminary purchase price allocation, including: (i) a decrease to indefinite-lived research and development intangible assets of \$460 million; and (ii) an increase to goodwill of \$63 million. These measurement period adjustments have been reflected in the tables above. The company made these measurement period adjustments to reflect facts and circumstances that existed as of the acquisition date and did not result from intervening events subsequent to such date. In the fourth quarter of 2016, the company finalized its valuation of the acquisition date assets acquired.

Pro forma results of operations for this acquisition have not been presented because this acquisition is insignificant to AbbVie’s consolidated results of operations.

### Acquisition of Pharmacyclics

On May 26, 2015, AbbVie acquired Pharmacyclics, a biopharmaceutical company that develops and commercializes novel therapies for people impacted by cancer. Pharmacyclics markets IMBRUVICA® (ibrutinib), a Bruton’s tyrosine kinase (BTK) inhibitor, targeting B-cell malignancies.

The acquisition of Pharmacyclics was accounted for as a business combination using the acquisition method of accounting. The total consideration for the acquisition of Pharmacyclics consisted of cash and approximately 128 million shares of AbbVie common stock and is summarized as follows:

(in millions)

Cash	\$12,365
Fair value of AbbVie common stock	8,405
<b>Total consideration</b>	<b>\$20,770</b>



The following table summarizes the fair values of assets acquired and liabilities assumed as of the May 26, 2015 acquisition date:

(in millions)

<b>Assets acquired and liabilities assumed</b>	
Cash and equivalents	\$ 877
Short-term investments	11
Accounts receivable	106
Inventories	492
Other assets	212
Intangible assets	
Definite-lived developed product rights	4,590
Definite-lived license agreements	6,780
Indefinite-lived research and development	7,180
Accounts payable and accrued liabilities	(381)
Deferred income taxes	(6,453)
Other long-term liabilities	(254)
<b>Total identifiable net assets</b>	<b>13,160</b>
<b>Goodwill</b>	<b>7,610</b>
<b>Total assets acquired and liabilities assumed</b>	<b>\$20,770</b>

The amortization of the fair market value step-up for acquired inventory was included in cost of products sold and R&D in the consolidated statements of earnings. The related amortization was \$274 million in 2016 and \$113 million in 2015.

Intangible assets relate to the IMBRUVICA developed product rights, IPR&D in the United States related to additional indications for IMBRUVICA and the contractual rights to IMBRUVICA profits and losses outside the United States as a result of the collaboration agreement with Janssen Biotech, Inc. and its affiliates (Janssen), one of the Janssen Pharmaceutical companies of Johnson & Johnson. See Note 6 for additional information regarding the collaboration with Janssen. The acquired definite-lived intangible assets are being amortized over a weighted-average estimated useful life of 12 years using the estimated pattern of economic benefit. The estimated fair value of the IPR&D and identifiable intangible assets was determined using the "income approach."

The goodwill recognized from the acquisition of Pharmacyclics includes expected synergies, including the ability to leverage the respective strengths of each business, expanding the combined company's product portfolio, acceleration of clinical and commercial presence in oncology and establishment of a strong leadership position in hematological oncology. The goodwill is not deductible for tax purposes.

In the second quarter of 2016, the company finalized its valuation of the acquisition date assets acquired and liabilities assumed. There were no measurement period adjustments in 2016.

From the acquisition date through December 31, 2015, AbbVie's 2015 consolidated statement of earnings included net revenues of \$774 million and an operating loss of \$519 million associated with Pharmacyclics' operations. The operating loss included \$346 million of acquisition-related compensation expense, \$261 million of inventory step-up and intangible asset amortization and \$100 million of transaction and integration costs. Of these costs, \$294 million was recorded within SG&A expenses, \$152 million within R&D expense and \$261 million within cost of products sold in the 2015 consolidated statement of earnings.

## Pro Forma Financial Information

The following table presents the unaudited pro forma combined results of operations of AbbVie and Pharmacyclics for 2015 and 2014 as if the acquisition of Pharmacyclics had occurred on January 1, 2014:

years ended December 31 (in millions, except per share information)	2015	2014
Net revenues	\$23,215	\$20,690
Net earnings	5,345	812
Basic earnings per share	\$ 3.18	\$ 0.47
Diluted earnings per share	\$ 3.16	\$ 0.47

The unaudited pro forma financial information was prepared using the acquisition method of accounting and was based on the historical financial information of AbbVie and Pharmacyclics. In order to reflect the occurrence of the acquisition on January 1, 2014 as required, the unaudited pro forma financial information includes adjustments to reflect the incremental amortization expense to be incurred based on the fair values of the identifiable intangible assets acquired; the incremental cost of products sold related to the fair value adjustments associated with the acquisition-date inventory; the additional interest expense associated with the issuance of debt to finance the acquisition; and the reclassification of acquisition, integration and financing-related costs incurred during the year ended December 31, 2015 to the year ended December 31, 2014. The unaudited pro forma financial information is not necessarily indicative of what the consolidated results of operations would have been had the acquisition been completed on January 1, 2014. In addition, the unaudited pro forma financial information is not a projection of the future results of operations of the combined company nor does it reflect the expected realization of any cost savings or synergies associated with the acquisition.

## Other Licensing & Acquisitions Activity

Excluding the acquisitions above, cash outflows related to other acquisitions and investments totaled \$262 million in 2016, \$964 million in 2015 and \$622 million in 2014. AbbVie recorded IPR&D charges of \$200 million in 2016, \$150 million in 2015 and \$352 million in 2014. In 2014, AbbVie also recorded other operating expenses of \$750 million related to the collaboration with Calico Life Sciences LLC (Calico). Significant arrangements impacting 2016, 2015 and 2014, some of which require contingent milestone payments, are summarized below.

### *C<sub>2</sub>N Diagnostics*

In March 2015, AbbVie entered into an exclusive worldwide license agreement with C<sub>2</sub>N Diagnostics (C<sub>2</sub>N) to develop and commercialize anti-tau antibodies for the treatment of Alzheimer's disease and other neurological disorders. As part of the agreement, AbbVie made an initial upfront payment of \$100 million, which was expensed to IPR&D in 2015. In 2016, AbbVie made an additional payment of \$35 million, which was recorded in R&D expense, due to the achievement of a development milestone under the license agreement. Upon the achievement of certain development, regulatory and commercial milestones, AbbVie could make additional payments of up to \$650 million, as well as royalties on net revenues.

### *Calico Life Sciences LLC*

In September 2014, AbbVie and Calico entered into a novel R&D collaboration agreement to discover, develop and commercialize new therapies for patients with age-related diseases, including neurodegeneration and cancer. In 2014, AbbVie recorded \$750 million in other operating expense in the consolidated statement of earnings related to its commitments under the agreement of which \$250 million was paid in 2014 and \$500 million was paid in early 2015. Calico is responsible for research and early development during the first five years and will continue to advance collaboration projects through Phase 2a for a 10 year period. AbbVie will have the option to exclusively license collaboration compounds

after completion of Phase 2a. AbbVie will support Calico in its early R&D efforts and, upon option exercise, would be responsible for all late-stage development and commercial activities. Collaboration costs and profits will be shared equally by both companies post option exercise.

#### *Infinity Pharmaceuticals, Inc.*

In September 2014, AbbVie entered into a global collaboration agreement with Infinity Pharmaceuticals, Inc. (Infinity) to develop and commercialize duvelisib (IPI-145) for the treatment of patients with cancer. As part of the agreement, AbbVie made an initial upfront payment of \$275 million, which was expensed to IPR&D in the third quarter of 2014. In 2015, AbbVie made an additional payment of \$130 million, which was recorded in R&D expense in the consolidated statement of earnings, due to the achievement of a development milestone under the collaboration agreement. In June 2016, AbbVie exercised its right to end its global collaboration with Infinity. Pursuant to the terms of the global collaboration agreement, the worldwide rights to duvelisib reverted to Infinity.

#### *Other Arrangements*

In addition to the significant arrangements described above, AbbVie entered into several other arrangements resulting in charges to IPR&D of \$200 million in 2016, \$50 million in 2015 and \$77 million in 2014. In connection with the other individually insignificant early stage arrangements entered into in 2016, AbbVie could make additional payments of up to \$2.6 billion upon the achievement of certain development, regulatory and commercial milestones.

#### **Other Activity**

##### *Priority Review Voucher (PRV)*

In August 2015, AbbVie entered into an agreement to purchase a rare pediatric disease PRV from a third party. The PRV entitles AbbVie to receive an FDA priority review of a single New Drug Application or Biologics License Application, which reduces the target review time and could lead to an expedited approval. In exchange for the PRV, AbbVie made a payment of \$350 million, which was recorded in R&D expense in the consolidated statement of earnings and as an operating cash outflow in the consolidated statement of cash flows for 2015. AbbVie intends to use the PRV for an existing R&D project.

##### *Termination of Proposed Combination with Shire*

On October 15, 2014, AbbVie's board of directors withdrew its previous recommendation to AbbVie stockholders in favor of a proposed combination with Shire and recommended stockholders vote against the proposed combination. On October 20, 2014, AbbVie and Shire mutually agreed to terminate the proposed combination. In 2014, the company incurred transaction and financing-related costs totaling \$1.8 billion, of which \$1.7 billion was recorded in SG&A expenses and \$141 million was recorded in interest expense, net in the consolidated statement of earnings. Included in SG&A expenses was a break fee of \$1.6 billion, which was tax deductible, paid by AbbVie to Shire in October 2014 as a result of the termination of the proposed combination. In addition, the company recorded \$666 million of net foreign exchange losses primarily due to undesignated forward contracts that were entered into to hedge anticipated foreign currency cash outflows associated with the terminated proposed combination with Shire and the exit of certain foreign currency positions. The forward contracts were settled in 2014. In the first quarter of 2015, AbbVie recorded additional foreign exchange losses of \$170 million to reflect the completed liquidation of its remaining foreign currency positions.

## Note 6 Collaboration with Janssen Biotech, Inc.

In December 2011, Pharmacyclics entered into a worldwide collaboration and license agreement with Janssen for the joint development and commercialization of IMBRUVICA, a novel, orally active, selective covalent inhibitor of BTK and certain compounds structurally related to IMBRUVICA, for oncology and other indications, excluding all immune and inflammatory mediated diseases or conditions and all psychiatric or psychological diseases or conditions, in the United States and outside the United States.

The collaboration provides Janssen with an exclusive license to commercialize IMBRUVICA outside of the United States and co-exclusively with AbbVie in the United States. Both parties are responsible for the development, manufacturing and marketing of any products generated as a result of the collaboration. The collaboration has no set duration or specific expiration date and provides for potential future development, regulatory and approval milestone payments of up to \$200 million to AbbVie.

Janssen is responsible for and has exclusive rights to commercialize IMBRUVICA outside the United States. While both parties have co-exclusive rights to commercialize the products in the United States, AbbVie is the principal in the end customer product sales. For sales of IMBRUVICA in the United States, revenues are included in net revenues. AbbVie and Janssen share pre-tax profits and losses equally from the commercialization of products. Amounts payable to AbbVie by Janssen for IMBRUVICA collaboration profits outside the United States are included in net revenues. Amounts payable to Janssen by AbbVie for IMBRUVICA collaboration profits in the United States are included in cost of products sold. The collaboration also includes a cost sharing arrangement for associated collaboration activities. Except in certain cases, in general, Janssen is responsible for approximately 60% of collaboration development costs and AbbVie is responsible for the remaining 40% of collaboration development costs. Operating expenses for costs incurred under the collaboration are reported in their respective expense line items, net of any payments due to or reimbursements due from Janssen.

The following table shows the profit and cost sharing relationship between Janssen and AbbVie:

(in millions)	Twelve months ended December 31,	
	2016	2015
Collaboration revenues—International	\$252	\$ 95
AbbVie profit share costs—United States	735	306
AbbVie's share of cost sharing expenses	262	159

## Note 7 Goodwill and Intangible Assets

### Goodwill

The following table summarizes the changes in the carrying amount of goodwill:

(in millions)	
Balance as of December 31, 2014	\$ 5,862
Additions (see Note 5)	7,610
Foreign currency translation and other adjustments	(304)
Balance as of December 31, 2015	13,168
Additions (see Note 5)	2,360
Foreign currency translation and other adjustments	(112)
Balance as of December 31, 2016	\$15,416

The latest impairment assessment of goodwill was completed in the third quarter of 2016. As of December 31, 2016, there were no accumulated goodwill impairment losses. Future impairment tests for goodwill will be performed annually in the third quarter, or earlier if impairment indicators exist.

### Intangible Assets, Net

The following table summarizes intangible assets:

as of December 31 (in millions)	2016			2015		
	Gross carrying amount	Accumulated amortization	Net carrying amount	Gross carrying amount	Accumulated amortization	Net carrying amount
Definite-lived intangible assets						
Developed product rights	\$16,464	\$(4,256)	\$12,208	\$ 9,103	\$(3,944)	\$ 5,159
License agreements	7,809	(1,110)	6,699	8,000	(1,023)	6,977
Total definite-lived intangible assets	24,273	(5,366)	18,907	17,103	(4,967)	12,136
Indefinite-lived research and development	9,990	—	9,990	7,573	—	7,573
Total intangible assets, net	\$34,263	\$(5,366)	\$28,897	\$24,676	\$(4,967)	\$19,709

Intangible assets with finite useful lives are amortized over their estimated useful lives, which range between 2 to 16 years with an average of 12 years for developed product rights and 11 years for license agreements. In 2016, AbbVie reclassified an aggregate \$7.6 billion of indefinite-lived research and development intangible assets to developed product rights and license agreements intangible assets upon receiving certain regulatory approvals related to IMBRUVICA and ZINBRYTA. These intangible assets will be amortized over their estimated useful lives using the estimated pattern of economic benefit. Additionally, in 2016, AbbVie reduced both the gross carrying amount and accumulated amortization by \$396 million for certain developed product rights and license agreements that are fully amortized and no longer generating cash flows.

Amortization expense was \$764 million in 2016, \$419 million in 2015 and \$403 million in 2014 and was included in cost of products sold in the consolidated statements of earnings. The anticipated annual amortization expense for definite lived intangible assets recorded as of December 31, 2016 is as follows:

(in billions)	2017	2018	2019	2020	2021
Anticipated annual amortization expense	\$1.1	\$1.3	\$1.6	\$1.8	\$2.0

In the first quarter of 2016, an impairment charge of \$39 million was recorded related to certain developed product rights in the United States due to a decline in the market for the product. In 2015, no intangible asset impairment charges were recorded. In the third quarter of 2014, an impairment charge of \$37 million was recorded related to certain on-market product rights in Japan due to increased generic competition. The 2016 and 2014 impairment charges were based on discounted cash flow analyses and were included in cost of products sold in the consolidated statements of earnings.

The indefinite-lived intangible assets represent acquired IPR&D associated with products that have not yet received regulatory approval. Indefinite-lived intangible assets as of December 31, 2016 primarily related to the acquisition of Stemcentrx and BI compounds. Indefinite-lived intangible assets as of December 31, 2015 primarily related to the acquisition of Pharmacyclics. See Note 5 for additional information. The latest impairment assessment of intangible assets not subject to amortization was completed in the third quarter of 2016. No impairment charges were recorded in 2016 and 2015 and those recorded in 2014 were insignificant. Future impairment tests for indefinite-lived intangible assets will be performed annually in the third quarter, or earlier if impairment indicators exist.

## Note 8 Restructuring Plans

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AbbVie continuously evaluates its operations to identify opportunities to optimize its manufacturing and R&D operations, commercial infrastructure and administrative costs and to respond to changes in its business environment, for example, in conjunction with the loss and expected loss of exclusivity of certain products. As a result, AbbVie management periodically approves individual restructuring plans to achieve these objectives. In 2016, 2015 and 2014, no such plans were individually significant. Restructuring charges recorded were \$52 million in 2016, \$138 million in 2015 and \$23 million in 2014 and were primarily related to employee severance and contractual obligations. These charges were recorded in cost of products sold, R&D expense and SG&A expenses in the consolidated statements of earnings based on classification of the affected employees or operations.

The following summarizes the cash activity in the restructuring reserve for 2016, 2015 and 2014:

(in millions)

Accrued balance at December 31, 2013	\$ 191
2014 restructuring charges	16
Payments and other adjustments	(85)
Accrued balance at December 31, 2014	122
2015 restructuring charges	126
Payments and other adjustments	(100)
Accrued balance at December 31, 2015	148
2016 restructuring charges	52
Payments and other adjustments	(113)
Accrued balance at December 31, 2016	\$ 87

## Note 9 Debt, Credit Facilities and Commitments and Contingencies

The following is a summary of long-term debt:

as of December 31 (in millions)	Effective interest rate in 2016 <sup>(a)</sup>	2016	Effective interest rate in 2015 <sup>(a)</sup>	2015
<b>Senior notes issued in 2012:</b>				
1.75% notes due 2017	1.86%	\$ —	1.86%	\$ 4,000
2.00% notes due 2018	2.15%	1,000	2.15%	1,000
2.90% notes due 2022	2.97%	3,100	2.97%	3,100
4.40% notes due 2042	4.46%	2,600	4.46%	2,600
<b>Senior notes issued in 2015:</b>				
1.80% notes due 2018	1.92%	3,000	1.92%	3,000
2.50% notes due 2020	2.65%	3,750	2.65%	3,750
3.20% notes due 2022	3.28%	1,000	3.28%	1,000
3.60% notes due 2025	3.66%	3,750	3.66%	3,750
4.50% notes due 2035	4.58%	2,500	4.58%	2,500
4.70% notes due 2045	4.73%	2,700	4.73%	2,700
<b>Senior notes issued in 2016:</b>				
2.30% notes due 2021	2.40%	1,800	—%	—
2.85% notes due 2023	2.91%	1,000	—%	—
3.20% notes due 2026	3.28%	2,000	—%	—
4.30% notes due 2036	4.37%	1,000	—%	—
4.45% notes due 2046	4.50%	2,000	—%	—
<b>Senior Euro notes issued in 2016:</b>				
0.38% notes due 2019 (€1,400 principal)	0.55%	1,464	—%	—
1.38% notes due 2024 (€1,450 principal)	1.46%	1,516	—%	—
2.13% notes due 2028 (€750 principal)	2.18%	784	—%	—
<b>Term loan facilities:</b>				
Floating rate notes due 2016	—%	—	1.23%	2,000
Floating rate notes due 2018	1.64%	2,000	1.38%	2,000
Other	—%	113	—%	139
Fair value hedges	—%	(338)	—%	(72)
Unamortized bond discounts	—%	(110)	—%	(85)
Unamortized deferred financing costs	—%	(164)	—%	(117)
Total long-term debt and lease obligations		36,465		31,265
Current portion		25		2,025
Noncurrent portion		\$36,440		\$29,240

(a) Excludes the effect of any related interest rate swaps.

In November 2016, the company issued €3.6 billion aggregate principal amount of unsecured senior Euro notes. These senior notes rank equally with all other unsecured and unsubordinated indebtedness of the company. AbbVie may redeem the senior notes prior to maturity at a redemption price equal to the principal amount of the senior notes redeemed plus a make-whole premium. AbbVie may redeem the senior notes at par between one and three months prior to maturity. In connection with the offering, debt issuance costs totaled \$17 million and debt discounts incurred totaled \$9 million and are being amortized over the respective terms of the notes to interest expense, net in the consolidated statements of earnings. The company used the proceeds to redeem \$4.0 billion aggregate principal amount of 1.75% senior notes due to mature in November 2017. As a result of this redemption, the company incurred a charge of \$39 million (\$25 million after tax) related to the make-whole premium, write-off of unamortized debt

issuance costs and other expenses. The charge was recorded in interest expense, net in the consolidated statement of earnings.

In May 2016, the company issued \$7.8 billion aggregate principal amount of unsecured senior notes. These senior notes rank equally with all other unsecured and unsubordinated indebtedness of the company. AbbVie may redeem the senior notes prior to maturity at a redemption price equal to the principal amount of the senior notes redeemed plus a make-whole premium. AbbVie may redeem the senior notes at par between one and six months prior to maturity. In connection with the offering, debt issuance costs totaled \$52 million and debt discounts incurred totaled \$29 million and are being amortized over the respective terms of the notes to interest expense, net in the consolidated statements of earnings. Of the \$7.7 billion net proceeds, \$2.0 billion was used to repay the company's outstanding term loan that was due to mature in November 2016, approximately \$1.9 billion was used to finance the acquisition of Stemcentrx and approximately \$3.8 billion was used to finance an ASR with a third party financial institution. See Note 5 for additional information related to the acquisition of Stemcentrx and Note 12 for additional information related to the ASR.

In September 2015, AbbVie entered into a \$2.0 billion three-year term loan credit agreement and a \$2.0 billion 364-day term loan credit agreement (collectively, the term loan facilities). In November 2015, AbbVie drew on these term loan facilities and used the proceeds to refinance its \$4.0 billion of senior notes that matured in November 2015. In connection with the May 2016 unsecured senior notes issuance, AbbVie repaid the 364-day term loan credit agreement. The borrowings under the term loan facilities bear interest at variable rates which are adjusted based on AbbVie's public debt ratings.

In May 2015, the company issued \$16.7 billion aggregate principal amount of unsecured senior notes. The senior notes rank equally with all other unsecured and unsubordinated indebtedness of the company. AbbVie may redeem the senior notes prior to maturity at a redemption price equal to the principal amount of the senior notes redeemed plus a make-whole premium and, except for the 1.80% notes due 2018, AbbVie may redeem the senior notes at par between one and six months prior to maturity. Debt issuance costs incurred in connection with the offering totaled \$93 million and are being amortized over the respective terms of the senior notes to interest expense, net in the consolidated statements of earnings. Approximately \$11.5 billion of the net proceeds from the issuance of the senior notes were used to finance the acquisition of Pharmacyclics and approximately \$5.0 billion of the net proceeds were used to finance an ASR with a third party financial institution. See Note 5 for additional information related to the acquisition of Pharmacyclics and Note 12 for additional information related to the ASR.

In March 2015, AbbVie entered into an \$18.0 billion bridge loan in support of the then planned acquisition of Pharmacyclics. No amounts were drawn under the bridge loan, which was terminated as a result of the company's May 2015 senior notes issuance. Interest expense, net in 2015 includes \$86 million of costs related to the bridge loan.

AbbVie has outstanding \$6.7 billion aggregate principal amount of unsecured senior notes which were issued in 2012. AbbVie may redeem all of the senior notes of each series, at any time, or some of the senior notes of each series, from time to time, at a redemption price equal to the principal amount of the senior notes redeemed plus a make-whole premium.

At December 31, 2016, the company was in compliance with its senior note covenants and term loan covenants.

### **Short-Term Borrowings**

Short-term borrowings included commercial paper borrowings of \$377 million at December 31, 2016 and \$400 million at December 31, 2015. The weighted-average interest rate on short-term borrowings was 0.6% in 2016, 0.3% in 2015 and 0.2% in 2014.



In October 2014, AbbVie entered into a \$3.0 billion five-year revolving credit facility, which matures in October 2019. The revolving credit facility enables the company to borrow funds on an unsecured basis at variable interest rates and contains various covenants. At December 31, 2016, the company was in compliance with all its credit facility covenants. Commitment fees under AbbVie's revolving credit facilities were insignificant in 2016, 2015 and 2014. No amounts were outstanding under the credit facility as of December 31, 2016 and December 31, 2015.

### **Maturities of Long-Term Debt and Capital Lease Obligations**

The following table summarizes AbbVie's future minimum lease payments under non-cancelable operating leases, debt maturities and future minimum lease payments for capital lease obligations as of December 31, 2016:

as of and for the years ending December 31 (in millions)	Operating leases	Debt maturities and capital leases
2017	\$131	\$ 25
2018	116	6,023
2019	106	1,480
2020	95	3,760
2021	77	1,802
Thereafter	449	23,987
Total obligations and commitments	974	37,077
Fair value hedges, unamortized bond discounts and deferred financing costs	—	(612)
Total debt and lease obligations	\$974	\$36,465

Lease expense was \$159 million in 2016, \$146 million in 2015 and \$115 million in 2014. AbbVie's operating leases generally include renewal options and provide for the company to pay taxes, maintenance, insurance and other operating costs of the leased property. As of December 31, 2016, annual future minimum lease payments for capital lease obligations are insignificant.

### **Contingencies and Guarantees**

In connection with the separation, AbbVie has indemnified Abbott for all liabilities resulting from the operation of AbbVie's business other than income tax liabilities with respect to periods prior to the distribution date and other liabilities as agreed to by AbbVie and Abbott. AbbVie has no material exposures to off-balance sheet arrangements and no special-purpose entities. In the ordinary course of business, AbbVie has periodically entered into third-party agreements, such as the assignment of product rights, which have resulted in AbbVie becoming secondarily liable for obligations for which AbbVie had previously been primarily liable. Based upon past experience, the likelihood of payments under these agreements is remote. AbbVie periodically acquires a business or product rights in which AbbVie agrees to pay contingent consideration based on attaining certain thresholds or based on the occurrence of certain future events.

## **Note 10 Financial Instruments and Fair Value Measures**

### **Risk Management Policy**

The company is exposed to foreign currency exchange rate and interest rate risks related to its business operations. AbbVie's hedging policy attempts to manage these risks to an acceptable level based on the company's judgment of the appropriate trade-off between risk, opportunity and costs. The company uses derivative and nonderivative instruments to reduce its exposure to foreign currency exchange rates. AbbVie is also exposed to the risk that its earnings and cash flows could be adversely impacted by fluctuations in interest rates and periodically enters into interest rate swaps, in which the company agrees

to exchange, at specified intervals, the difference between fixed and floating interest amounts calculated by reference to an agreed-upon notional amount. Derivative instruments are not used for trading purposes or to manage exposure to changes in interest rates for investment securities and none of the company's outstanding derivative instruments contain credit risk related contingent features; collateral is generally not required.

## Financial Instruments

Various AbbVie foreign subsidiaries enter into foreign currency forward exchange contracts to manage exposures to changes in foreign exchange rates for anticipated intercompany transactions denominated in a currency other than the functional currency of the local entity. These contracts, with notional amounts totaling \$2.2 billion at December 31, 2016 and \$1.5 billion at December 31, 2015 are designated as cash flow hedges and are recorded at fair value. The durations of these forward exchange contracts were generally less than eighteen months. Accumulated gains and losses as of December 31, 2016 will be reclassified from AOCI and included in cost of products sold at the time the products are sold, generally not exceeding six months from the date of settlement.

The company also enters into foreign currency forward exchange contracts to manage its exposure to foreign currency denominated trade payables and receivables and intercompany loans. These contracts are not designated as hedges and are recorded at fair value. Resulting gains or losses are reflected in net foreign exchange loss in the consolidated statements of earnings and are generally offset by losses or gains on the foreign currency exposure being managed. AbbVie held notional amounts of \$6.6 billion at December 31, 2016 and \$6.8 billion at December 31, 2015 of such undesignated foreign currency forward exchange contracts.

In 2014, the company entered into undesignated forward exchange contracts with a total notional amount of \$16.9 billion to hedge anticipated foreign currency cash outflows associated with the terminated proposed combination with Shire. A large portion of these contracts were originally due to mature in the first quarter of 2015, but were net settled in the fourth quarter of 2014. In 2014, the company realized \$490 million in net foreign exchange losses associated with the Shire-related forward exchange contracts.

The company also uses foreign currency forward exchange contracts or foreign currency denominated debt to hedge its net investments in certain foreign subsidiaries and affiliates. In the fourth quarter of 2016, the company issued €3.6 billion aggregate principal amount of senior Euro notes and designated the principal amounts of this foreign denominated debt as net investment hedges. Concurrently, the company settled foreign currency forward exchange contracts with aggregate notional amounts of €3.5 billion (\$3.9 billion) that were designated as net investment hedges.

AbbVie is a party to interest rate hedge contracts, designated as fair value hedges, totaling \$11.8 billion at December 31, 2016 and \$11.0 billion at December 31, 2015. The effect of the hedge contracts is to change a fixed-rate interest obligation to a floating rate for that portion of the debt. AbbVie records the contracts at fair value and adjusts the carrying amount of the fixed-rate debt by an offsetting amount.

The following table summarizes the amounts and location of AbbVie's derivative instruments on the consolidated balance sheets:

as of December 31 (in millions)	Fair value—Derivatives in asset position			Fair value—Derivatives in liability position		
	Balance sheet caption	2016	2015	Balance sheet caption	2016	2015
Foreign currency forward exchange contracts—						
Hedging instruments	Prepaid expenses and other	\$170	\$33	Accounts payable and accrued liabilities	\$ 5	\$ —
Others not designated as hedges	Prepaid expenses and other	55	28	Accounts payable and accrued liabilities	33	21
Interest rate swaps designated as fair value hedges	Other assets	—	9	Other long-term liabilities	338	81
<b>Total derivatives</b>		<b>\$225</b>	<b>\$70</b>		<b>\$376</b>	<b>\$102</b>

While certain derivatives are subject to netting arrangements with the company's counterparties, the company does not offset derivative assets and liabilities within the consolidated balance sheets.

The following table presents the amounts of gains/ (losses) from derivative instruments recognized in other comprehensive loss. The amount of hedge ineffectiveness was insignificant for all periods presented:

(in millions)	2016			2015			2014		
	Cash Flow Hedges	Net Investment Hedges	Total	Cash Flow Hedges	Net Investment Hedges	Total	Cash Flow Hedges	Net Investment Hedges	Total
Foreign currency forward exchange contracts	\$174	\$118	\$292	\$122	\$—	\$122	\$193	\$—	\$193

Assuming market rates remain constant through contract maturities, we expect to transfer pretax unrealized gains of \$194 million into cost of products sold for foreign currency cash flow hedges during the next 12 months.

Related to AbbVie's non-derivative, foreign currency denominated debt designated as net investment hedges, the company recognized a pre-tax gain of \$101 million in other comprehensive income (loss) in 2016.

The following table summarizes the pre-tax amounts and location of derivative instrument net gains/ (losses) recognized in the consolidated statements of earnings, including the effective portions of the net gains/(losses) reclassified out of AOCI into net earnings. See Note 12 for the amount of net gains/(losses) reclassified out of AOCI.

years ended December 31 (in millions)	Statement of earnings caption	2016	2015	2014
Foreign currency forward exchange contracts—				
Designated as cash flow hedges	Cost of products sold	\$ 20	\$ 265	\$ (79)
Not designated as hedges	Net foreign exchange loss	6	(155)	(523)
Non-designated treasury rate lock agreements	Other expense (income), net	(12)	—	—
Interest rate swaps designated as fair value hedges	Interest expense, net	(266)	108	252
<b>Total</b>		<b>\$(252)</b>	<b>\$ 218</b>	<b>\$(350)</b>

The gain/(loss) related to outstanding interest rate swaps designated as fair value hedges is recognized in interest expense, net and directly offsets the (loss)/gain on the underlying hedged item, the fixed-rate debt, resulting in no net impact to interest expense, net for all periods presented.

### Fair Value Measures

The fair value hierarchy consists of the following three levels:

- Level 1—Valuations based on unadjusted quoted prices in active markets for identical assets that the company has the ability to access;
- Level 2—Valuations based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-based valuations in which all significant inputs are observable in the market; and
- Level 3—Valuations using significant inputs that are unobservable in the market and include the use of judgment by the company's management about the assumptions market participants would use in pricing the asset or liability.

The following table summarizes the bases used to measure certain assets and liabilities that were carried at fair value on a recurring basis on the consolidated balance sheet as of December 31, 2016:

(in millions)	Total	Basis of fair value measurement		
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable Inputs (Level 3)
<b>Assets</b>				
Cash and equivalents	\$5,100	\$1,191	\$3,909	\$ —
Time deposits	1,014	—	1,014	—
Debt securities	1,974	—	1,974	—
Equity securities	76	76	—	—
Foreign currency contracts	225	—	225	—
<b>Total assets</b>	<b>\$8,389</b>	<b>\$1,267</b>	<b>\$7,122</b>	<b>\$ —</b>
<b>Liabilities</b>				
Interest rate hedges	\$ 338	\$ —	\$ 338	\$ —
Foreign currency contracts	38	—	38	—
Contingent consideration	4,213	—	—	4,213
<b>Total liabilities</b>	<b>\$4,589</b>	<b>\$ —</b>	<b>\$ 376</b>	<b>\$4,213</b>

The following table summarizes the bases used to measure certain assets and liabilities that were carried at fair value on a recurring basis on the consolidated balance sheet as of December 31, 2015:

(in millions)	Total	Basis of fair value measurement		
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable Inputs (Level 3)
<b>Assets</b>				
Cash and equivalents	\$8,399	\$798	\$7,601	\$—
Time deposits	8	—	8	—
Equity securities	111	111	—	—
Interest rate hedges	9	—	9	—
Foreign currency contracts	61	—	61	—
<b>Total assets</b>	<b>\$8,588</b>	<b>\$909</b>	<b>\$7,679</b>	<b>\$—</b>
<b>Liabilities</b>				
Interest rate hedges	\$ 81	\$ —	\$ 81	\$—
Foreign currency contracts	21	—	21	—
<b>Total liabilities</b>	<b>\$ 102</b>	<b>\$ —</b>	<b>\$ 102</b>	<b>\$—</b>

The fair values of time deposits approximate their amortized cost due to the short maturities of these instruments. The fair values of available-for-sale debt securities were based on prices obtained from commercial pricing services. Available-for-sale equity securities consists of investments for which the fair values were determined by using the published market price per unit multiplied by the number of units held, without consideration of transaction costs. The derivatives entered into by the company were valued using publicized spot curves for interest rate hedges and publicized forward curves for foreign currency contracts. The fair value measurements of the contingent consideration liabilities were determined based on significant unobservable inputs, including the discount rate, estimated probabilities and timing of achieving specified development, regulatory and commercial milestones and the estimated amount of future sales of the acquired products still in development. Changes to the fair value of the contingent consideration liabilities can result from changes to one or a number of inputs, including discount rates, the probabilities of achieving the milestones, the time required to achieve the milestones and estimated future sales. Significant judgment is employed in determining the appropriateness of these inputs. Changes to the inputs described above could have a material impact on the company's financial position and results of operations in any given period. At December 31, 2016, a 50 basis point increase/decrease in the assumed discount rate would have decreased/increased the value of the contingent consideration liabilities by approximately \$180 million. Additionally, at December 31, 2016, a five percentage point increase/decrease in the assumed probability of success across all potential indications would have increased/decreased the value of the contingent consideration liabilities by approximately \$360 million.

There have been no transfers of assets or liabilities between the fair value measurement levels. The following table is a reconciliation of the fair value measurements that use significant unobservable inputs (Level 3), which consist of contingent consideration related to the acquisitions of Stemcentrx and BI compounds. See Note 5 for additional information.

(in millions)	
Fair value as of December 31, 2015	\$ —
Additions	3,985
Change in fair value recognized in net earnings	228
<b>Fair value as of December 31, 2016</b>	<b>\$4,213</b>

The change in fair value recognized in net earnings was recorded in other expense (income), net in the consolidated statement of net earnings for the twelve months ended December 31, 2016.

In addition to the financial instruments that the company is required to recognize at fair value on the consolidated balance sheets, the company has certain financial instruments that were recognized at historical cost or some basis other than fair value. The book values, approximate fair values and bases used to measure the approximate fair values of certain financial instruments as of December 31, 2016 are shown in the table below:

(in millions)	Book Value	Approximate fair values	Basis of fair value measurement		
			Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable Inputs (Level 3)
<b>Assets</b>					
Investments	\$ 42	\$ 42	\$ —	\$ 5	\$37
Total assets	\$ 42	\$ 42	\$ —	\$ 5	\$37
<b>Liabilities</b>					
Short-term borrowings	\$ 377	\$ 377	\$ —	\$ 377	\$—
Current portion of long-term debt and lease obligations	25	25	—	25	—
Long-term debt and lease obligations, excluding fair value hedges	36,778	36,664	34,589	2,075	—
Total liabilities	\$37,180	\$37,066	\$34,589	\$2,477	\$—

The book values, approximate fair values and bases used to measure the approximate fair values of certain financial instruments as of December 31, 2015 are shown in the table below:

(in millions)	Book Value	Approximate fair values	Basis of fair value measurement		
			Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable Inputs (Level 3)
<b>Assets</b>					
Investments	\$ 34	\$ 37	\$ —	\$ —	\$37
Total assets	\$ 34	\$ 37	\$ —	\$ —	\$37
<b>Liabilities</b>					
Short-term borrowings	\$ 406	\$ 406	\$ —	\$ 406	\$—
Current portion of long-term debt and lease obligations	2,025	2,016	—	2,016	—
Long-term debt and lease obligations, excluding fair value hedges	29,312	29,143	27,061	2,082	—
Total liabilities	\$31,743	\$31,565	\$27,061	\$4,504	\$—

Investments primarily consist of cost method investments. To determine the fair values of other cost method investments, the company takes into consideration recent transactions, as well as the financial information of the investee, which represents a Level 3 basis of fair value measurement. The fair values of

short-term and current borrowings approximate the carrying values due to the short maturities of these instruments.

The fair values of long-term debt, excluding fair value hedges and the term loans, were determined by using the published market price for the debt instruments, without consideration of transaction costs, which represents a Level 1 basis of fair value measurement. The fair values of the term loans were determined based on a discounted cash flow analysis using quoted market rates, which represents a Level 2 basis of fair value measurement. The counterparties to financial instruments consist of select major international financial institutions.

### Available-for-sale Securities

Substantially all of the company's investments in debt and equity securities were classified as available-for-sale. As of December 31, 2016, \$309 million of debt securities were classified as short-term. Long-term debt securities mature primarily within five years. There were no significant debt securities outstanding as of December 31, 2015. Estimated fair values of available-for-sale debt securities were based on prices obtained from commercial pricing services. The following table is a summary of available-for-sale securities by type as of December 31, 2016:

(in millions)	Amortized Cost	Gross unrealized		Fair Value
		Gains	Losses	
Asset backed securities	\$ 891	\$ 1	\$(4)	\$ 888
Corporate debt securities	961	1	(2)	960
Other debt securities	127	—	(1)	126
Equity securities	18	60	(2)	76
<b>Total</b>	<b>\$1,997</b>	<b>\$62</b>	<b>\$(9)</b>	<b>\$2,050</b>

AbbVie had no other-than-temporary impairments as of December 31, 2016. For the years ended December 31, 2016 and 2015, net realized gains were insignificant.

### Concentrations of Risk

The company invests excess cash in time deposits, money market funds and debt securities to diversify the concentration of cash among different financial institutions. The company has established credit exposure limits and monitors concentrations of credit risk associated with financial institution deposits.

The functional currency of the company's Venezuela operations is the U.S. dollar due to the hyperinflationary status of the Venezuelan economy. At December 31, 2015, there were three legal exchange mechanisms administered by the Venezuelan government. These were the official rate of 6.3 Venezuelan bolivars (VEF) per U.S. dollar, the Supplementary System for the Administration of Foreign Currency (SICAD) rate of approximately 13.5 VEF per U.S. dollar and the Foreign Exchange Marginal System (SIMADI) rate of approximately 200. Effective March 10, 2016, the Venezuelan government devalued the official rate of 6.3 to 10 VEF per U.S. dollar, eliminated the SICAD rate and replaced SIMADI with a new exchange mechanism, Divisa Complementaria (DICOM). As of December 31, 2016, the DICOM rate was approximately 673 VEF per U.S. dollar.

During the first quarter of 2016, in consideration of declining economic conditions in Venezuela and a decline in transactions settled at the official rate, AbbVie determined that its net monetary assets denominated in the Venezuelan bolivar were no longer expected to be settled at the official rate of 10 VEF per U.S. dollar, but rather at the DICOM rate. Therefore, during the first quarter of 2016, AbbVie recorded a charge of \$298 million to net foreign exchange loss to revalue its bolivar-denominated net monetary assets using the DICOM rate then in effect of approximately 270 VEF per U.S. dollar. As of December 31, 2016, AbbVie's net monetary assets in Venezuela were insignificant.

AbbVie continues to do business with foreign governments in certain countries, including Greece, Portugal, Italy and Spain, which have historically experienced challenges in credit and economic conditions. Substantially all of AbbVie's trade receivables in Greece, Portugal, Italy and Spain are with government health systems. Outstanding net governmental receivables in these countries totaled \$244 million at December 31, 2016 and \$525 million at December 31, 2015. The company also continues to do business with foreign governments in certain oil-exporting countries which have recently experienced a deterioration in economic conditions, including Saudi Arabia and Russia. Outstanding net governmental receivables were \$122 million related to Saudi Arabia and \$110 million related to Russia as of December 31, 2016. Due to oil market conditions in recent years, liquidity issues in certain countries may result in delays in the collection of receivables. Global economic conditions and customer-specific factors may require the company to periodically re-evaluate the collectability of its receivables and the company could potentially incur credit losses.

Of total net accounts receivable, three U.S. wholesalers accounted for 51% as of December 31, 2016 and 51% as of December 31, 2015 and substantially all of AbbVie's net revenues in the United States are to these three wholesalers.

HUMIRA (adalimumab) is AbbVie's single largest product and accounted for approximately 63% in 2016, 61% in 2015 and 63% in 2014 of AbbVie's total net revenues.

### **Note 11 Post-Employment Benefits**

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AbbVie sponsors various pension and other post-employment benefit plans, including defined benefit, defined contribution and termination indemnity plans, which cover most employees worldwide. In addition, AbbVie provides medical benefits, primarily to eligible retirees in the United States and Puerto Rico, through other post-retirement benefit plans. Net obligations for these plans have been reflected on the consolidated balance sheets as of December 31, 2016 and 2015.

AbbVie's principal domestic defined benefit plan is the AbbVie Pension Plan. AbbVie made voluntary contributions of \$150 million in 2016, \$150 million in 2015 and \$370 million in 2014 to this plan. AbbVie also made a voluntary contribution of \$150 million to this plan subsequent to December 31, 2016.



The benefit plan information in the table below pertains to the global AbbVie-sponsored defined benefit and other post-employment plans:

as of and for the years ended December 31 (in millions)	Defined benefit plans		Other post-employment plans	
	2016	2015	2016	2015
<b>Projected benefit obligations</b>				
Beginning of period	\$ 5,387	\$ 5,681	\$ 557	\$ 538
Service cost	210	227	25	25
Interest cost	201	219	24	23
Employee contributions	1	2	—	—
Actuarial loss (gain)	313	(467)	33	(17)
Benefits paid	(163)	(158)	(12)	(11)
Other, primarily foreign currency translation adjustments	(120)	(117)	—	(1)
End of period	5,829	5,387	627	557
<b>Fair value of plan assets</b>				
Beginning of period	4,174	4,173	—	—
Actual return (loss) on plan assets	383	(25)	—	—
Company contributions	273	217	12	11
Employee contributions	1	2	—	—
Benefits paid	(163)	(158)	(12)	(11)
Other, primarily foreign currency translation adjustments	(96)	(35)	—	—
End of period	4,572	4,174	—	—
Funded status end of period	\$(1,257)	\$(1,213)	\$(627)	\$(557)
<b>Amounts recognized on the consolidated balance sheets</b>				
Other assets	\$ 240	\$ 214	\$ —	\$ —
Accounts payable and accrued liabilities	(25)	(24)	(14)	(11)
Other long-term liabilities	(1,472)	(1,403)	(613)	(546)
Net obligation	\$(1,257)	\$(1,213)	\$(627)	\$(557)
Actuarial loss, net	\$ 2,118	\$ 1,939	\$ 179	\$ 154
Prior service cost (credit)	14	16	(37)	(45)
Accumulated other comprehensive loss	\$ 2,132	\$ 1,955	\$ 142	\$ 109

The projected benefit obligations (PBO) in the table above included \$1.7 billion at December 31, 2016 and \$1.5 billion at December 31, 2015, related to international defined benefit plans.

For plans reflected in the table above, the accumulated benefit obligations (ABO) were \$5.3 billion at December 31, 2016 and \$4.8 billion at December 31, 2015. For those plans reflected in the table above in which the ABO exceeded plan assets at December 31, 2016, the ABO was \$3.2 billion, the PBO was \$3.7 billion and aggregate plan assets were \$2.2 billion.

### Amounts Recognized in Other Comprehensive Loss

The following table summarizes the pre-tax gains and losses included in other comprehensive loss:

years ended December 31 (in millions)	2016	2015	2014
<b>Defined benefit plans</b>			
Actuarial loss (gain)	\$284	\$(117)	\$1,127
Prior service cost	—	—	1
Amortization of actuarial loss and prior service cost	(85)	(127)	(68)
Foreign exchange gain	(22)	(37)	(41)
Total pre-tax loss (gain) recognized in other comprehensive loss	\$177	\$(281)	\$1,019
<b>Other post-employment plans</b>			
Actuarial loss (gain)	\$ 33	\$ (17)	\$ 111
Prior service credit	—	—	(13)
Amortization of actuarial loss and prior service cost (credit)	—	(2)	3
Total pre-tax loss (gain) recognized in other comprehensive loss	\$ 33	\$ (19)	\$ 101

The pre-tax amount of actuarial loss and prior service cost included in AOCI at December 31, 2016 that is expected to be recognized in net periodic benefit cost in 2017 is \$103 million for defined benefit plans and \$3 million for other post-employment plans.

### Net Periodic Benefit Cost

years ended December 31 (in millions)	2016	2015	2014
<b>Defined benefit plans</b>			
Service cost	\$ 210	\$ 227	\$ 173
Interest cost	201	219	217
Expected return on plan assets	(354)	(325)	(302)
Amortization of actuarial loss and prior service cost	85	127	68
Net periodic benefit cost	\$ 142	\$ 248	\$ 156
<b>Other post-employment plans</b>			
Service cost	\$ 25	\$ 25	\$ 22
Interest cost	24	23	22
Amortization of actuarial loss (gain) and prior service cost (credit)	—	2	(2)
Net periodic benefit cost	\$ 49	\$ 50	\$ 42

### Weighted-Average Assumptions Used in Determining Benefit Obligations at the Measurement Date

as of December 31	2016	2015
<b>Defined benefit plans</b>		
Discount rate	3.9%	4.4%
Rate of compensation increases	4.4%	4.4%
<b>Other post-employment plans</b>		
Discount rate	4.7%	4.9%

The assumptions used in calculating the December 31, 2016 measurement date benefit obligations will be used in the calculation of net periodic benefit cost in 2017.

*Weighted-Average Assumptions Used in Determining Net Periodic Benefit Cost*

years ended December 31	2016	2015	2014
<b>Defined benefit plans</b>			
Discount rate for determining service cost	4.4%	3.9%	4.9%
Discount rate for determining interest cost	4.0%	3.9%	4.9%
Expected long-term rate of return on plan assets	7.9%	7.8%	7.9%
Expected rate of change in compensation	4.4%	4.4%	5.0%
<b>Other post-employment plans</b>			
Discount rate for determining service cost	5.1%	4.5%	5.3%
Discount rate for determining interest cost	4.3%	4.5%	5.3%

Effective December 31, 2015, AbbVie elected to change the method it uses to estimate the service and interest cost components of net periodic benefit costs. Historically, AbbVie estimated these service and interest cost components of this expense utilizing a single weighted-average discount rate derived from the yield curve used to measure the benefit obligation at the beginning of the period. In late 2015, AbbVie elected to utilize a full yield curve approach in the estimation of these components by applying the specific spot rates along the yield curve used in the determination of the benefit obligation to the relevant projected cash flows. AbbVie elected to make this change to provide a more precise measurement of service and interest costs by improving the correlation between projected benefit cash flows to the corresponding spot yield curve rates. AbbVie has accounted for this change prospectively as a change in accounting estimate that is inseparable from a change in accounting principle. This change reduced AbbVie's net periodic benefit cost by approximately \$41 million in 2016. This change had no effect on the 2015 or 2014 expense and did not affect the measurement of AbbVie's total benefit obligations.

For the December 31, 2016 post-retirement health care obligations remeasurement, the company assumed a 6.8 percent pre-65 (7.8 percent post-65) annual rate of increase in the per capita cost of covered health care benefits. The rate was assumed to decrease gradually to 4.5 percent in 2064 and remain at that level thereafter. For purposes of measuring the 2016 post-retirement health care costs, the company assumed a 7.3 percent pre-65 (8.3 percent post-65) annual rate of increase in the per capita cost of covered health care benefits. The rate was assumed to decrease gradually to 4.5 percent for 2064 and remain at that level thereafter.

Assumed health care cost trend rates have a significant effect on the amounts reported for health care plans. As of December 31, 2016, a 1 percentage point change in assumed health care cost trend rates would have the following effects:

year ended December 31, 2016 (in millions) (brackets denote a reduction)	One percentage point	
	Increase	Decrease
Service cost and interest cost	\$ 11	\$ (9)
Projected benefit obligation	120	(95)

Defined Benefit Pension Plan Assets

as of December 31 (in millions)	2016	Basis of fair value measurement		
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Equities				
U.S. large cap <sup>(a)</sup>	\$ 519	\$ 519	\$ —	\$—
U.S. mid cap <sup>(b)</sup>	63	63	—	—
International <sup>(c)</sup>	97	97	—	—
Fixed income securities				
U.S. government securities <sup>(d)</sup>	94	—	94	—
Corporate debt instruments <sup>(d)</sup>	243	162	81	—
Non-U.S. government securities <sup>(d)</sup>	32	30	2	—
Other <sup>(d)</sup>	184	179	5	—
Absolute return funds <sup>(e)</sup>	228	3	225	—
Real assets	31	31	—	—
Other <sup>(f)</sup>	61	61	—	—
<b>Total</b>	<b>\$1,552</b>	<b>\$1,145</b>	<b>\$407</b>	<b>\$—</b>
Total assets measured at NAV	3,020			
Fair value of plan assets	\$4,572			

as of December 31 (in millions)	2015	Basis of fair value measurement		
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Equities				
U.S. large cap <sup>(a)</sup>	\$ 542	\$ 542	\$ —	\$—
U.S. mid cap <sup>(b)</sup>	35	35	—	—
International <sup>(c)</sup>	100	100	—	—
Fixed income securities				
U.S. government securities <sup>(d)</sup>	93	15	78	—
Corporate debt instruments <sup>(d)</sup>	203	124	79	—
Non-U.S. government securities <sup>(d)</sup>	35	33	2	—
Other <sup>(d)</sup>	126	122	4	—
Absolute return funds <sup>(e)</sup>	194	2	192	—
Real assets	8	8	—	—
Other <sup>(f)</sup>	93	93	—	—
<b>Total</b>	<b>\$1,429</b>	<b>\$1,074</b>	<b>\$355</b>	<b>\$—</b>
Total assets measured at NAV	2,745			
Fair value of plan assets	\$4,174			

(a) A mix of index funds and actively managed equity accounts that are benchmarked to various large cap indices.

(b) A mix of index funds and actively managed equity accounts that are benchmarked to various mid cap indices.

- (c) A mix of index funds and actively managed equity accounts that are benchmarked to various non-US equity indices in both developed and emerging markets.
- (d) Securities held by actively managed accounts, index funds and mutual funds.
- (e) Funds having global mandates with the flexibility to allocate capital broadly across a wide range of asset classes and strategies, including but not limited to equities, fixed income, commodities, financial futures, currencies and other securities, with objectives to outperform agreed upon benchmarks of specific return and volatility targets.
- (f) Investments in cash and cash equivalents.

Equities and registered investment companies having quoted prices are valued at the published market prices. Fixed income securities that are valued using significant other observable inputs are quoted at prices obtained from independent financial service industry-recognized vendors. Investments held in pooled investment funds, common collective trusts or limited partnerships are valued at the net asset value (NAV) practical expedient to estimate fair value. The NAV is provided by the fund administrator and is based on the value of the underlying assets owned by the fund minus its liabilities.

The investment mix of equity securities, fixed income and other asset allocation strategies is based upon achieving a desired return, balancing higher return, more volatile equity securities and lower return, less volatile fixed income securities. Investment allocations are established for each plan and are generally made across a range of markets, industry sectors, capitalization sizes and in the case of fixed income securities, maturities and credit quality. The target investment allocations for the AbbVie Pension Plan is 35% in equity securities, 20% in fixed income securities and 45% in asset allocation strategies and other holdings. There are no known significant concentrations of risk in the plan assets of the AbbVie Pension Plan or any other plans' assets.

The plans' expected return on plan assets assumption is based on management's expectations of long-term average rates of return to be achieved by the underlying investment portfolios. In establishing this assumption, management considers historical and expected returns for the asset classes in which the plans are invested, as well as current economic and capital market conditions.

#### *Expected Defined Benefit and Other Post-Employment Plan Payments*

years ending December 31 (in millions)	Defined benefit plans	Other post-employment plans
2017	\$ 174	\$ 14
2018	185	17
2019	199	20
2020	211	20
2021	226	22
2022 to 2026	1,351	145

The above table reflects total benefit payments expected to be paid to participants, which includes payments funded from both plan and company assets.

#### **Defined Contribution Plan**

AbbVie's principal defined contribution plan is the AbbVie Savings Plan. AbbVie recorded expense of \$75 million in 2016, \$73 million in 2015 and \$67 million in 2014 related to this plan. AbbVie provides certain other post-employment benefits, primarily salary continuation arrangements, to qualifying employees and accrues for the related cost over the service lives of the employees.

## Note 12 Equity

### Stock-Based Compensation

AbbVie grants stock-based awards to eligible employees pursuant to the AbbVie 2013 Incentive Stock Program (2013 ISP), which provides for several different forms of benefits, including nonqualified stock options, RSAs, RSUs and various performance-based awards. Under the 2013 ISP, 100 million shares of AbbVie common stock were reserved for issuance as awards to AbbVie employees. The 2013 ISP also facilitated the assumption of certain awards granted under Abbott's incentive stock program, which were adjusted and converted into Abbott and AbbVie stock-based awards as a result of AbbVie's separation from Abbott.

Compensation expense for stock-based awards is measured based on the grant date fair value of the awards and the estimated number of awards that are expected to vest. Forfeitures are estimated based on historical experience at the time of grant and revised in subsequent periods if actual forfeitures differ from those estimates. Compensation cost for stock-based awards is amortized over the service period, which could be shorter than the vesting period if an employee is retirement eligible. Retirement eligible employees generally are those who are age 55 or older and have at least ten years of service.

Stock-based compensation expense is principally related to awards issued pursuant to the 2013 ISP and is summarized as follows:

(in millions)	Years ended December 31,		
	2016	2015	2014
Cost of products sold	\$ 22	\$ 21	\$ 16
Research and development	193	111	78
Selling, general and administrative	181	150	147
Pre-tax compensation expense	396	282	241
Tax benefit	104	89	73
After-tax compensation expense	\$292	\$193	\$168

Stock-based compensation expense for the year ended December 31, 2016 also included the post-combination impact related to Stemcentrx options. See Note 5 for additional information related to the Stemcentrx acquisition.

The realized excess tax benefits associated with stock-based compensation totaled \$55 million in 2016, \$61 million in 2015 and \$56 million in 2014. These amounts were recorded in additional paid in capital and were presented in the consolidated statements of cash flows as an outflow in operating activities and an inflow in financing activities.

#### Stock Options

Stock options awarded pursuant to the 2013 ISP typically have a contractual term of 10 years and generally vest in one-third increments over a three-year period. The exercise price is equal to at least 100% of the market value on the date of grant. The fair value is determined using the Black-Scholes model. The weighted-average grant-date fair values of stock options granted were \$9.29 in 2016, \$9.96 in 2015 and \$9.83 in 2014.

The following table summarizes AbbVie stock option activity in 2016:

(options in thousands, aggregate intrinsic value in millions)	Options	Weighted-average exercise price	Weighted-average remaining life (in years)	Aggregate intrinsic value
Outstanding at December 31, 2015	23,569	\$30.64	3.0	\$674
Granted	1,143	54.99		
Granted in acquisition	1,076	12.85		
Exercised	(9,720)	26.71		
Lapsed	(106)	23.62		
Outstanding at December 31, 2016	15,962	\$33.63	3.7	\$463
Exercisable at December 31, 2016	12,945	\$30.76	2.5	\$412

The total intrinsic value of options exercised was \$325 million in 2016, \$216 million in 2015 and \$253 million in 2014. The total fair value of options vested during 2016 was \$28 million. On June 1, 2016, AbbVie issued stock options for 1.1 million AbbVie shares to holders of unvested Stemcentrx options as a result of the conversion of such options in connection with the Stemcentrx acquisition. These options were fair-valued using a lattice valuation model. See Note 5 for additional information related to the Stemcentrx acquisition.

As of December 31, 2016, \$34 million of unrecognized compensation cost related to stock options is expected to be recognized as expense over approximately the next two years.

#### RSAs, RSUs and Performance Shares

RSUs awarded to employees other than senior executives and other key employees pursuant to the 2013 ISP generally vest in one-third increments over a three year period. Recipients of these RSUs are entitled to receive dividend equivalents as dividends are declared and paid during the RSU vesting period.

The majority of the equity awards AbbVie grants to its senior executives and other key employees under the 2013 ISP are performance-based. Such awards granted before 2016 consisted of RSAs (or RSUs to the extent necessary for global employees) that generally vest in one-third increments over a three-to-five year period, with vesting contingent upon AbbVie achieving a minimum annual return on equity (ROE). Recipients are entitled to receive dividends (or dividend equivalents for RSUs) as dividends are declared and paid during the award vesting period.

In 2016, AbbVie redesigned certain aspects of its long-term incentive program. As a result, equity awards granted in 2016 to senior executives and other key employees consist of a combination of performance-vested RSUs and performance shares. The performance-vested RSUs have the potential to vest in one-third increments during a three-year performance period based on AbbVie's ROE relative to a defined peer group of pharmaceutical, biotech and life sciences companies. The recipient may receive one share of AbbVie common stock for each vested award. The performance shares have the potential to vest over a three-year performance period and may be earned based on AbbVie's EPS achievement and AbbVie's total stockholder return (TSR) (a market condition) relative to a defined peer group of pharmaceutical, biotech and life sciences companies. Dividend equivalents on performance-vested RSUs and performance shares accrue during the performance period and are payable at vesting only to the extent that shares are earned.

The weighted-average grant-date fair value of RSAs, RSUs and performance shares generally is determined based on the number of shares/units granted and the quoted price of AbbVie's common stock on the date of grant. The weighted-average grant-date fair values of performance shares with a TSR market condition are determined using the Monte Carlo simulation model.

The following table summarizes AbbVie RSA, RSU and performance share activity for 2016:

(share units in thousands)	Share units	Weighted-average grant date fair value
Outstanding at December 31, 2015	12,490	\$51.66
Granted	5,561	55.28
Vested	(6,559)	46.24
Forfeited	(777)	57.00
Outstanding at December 31, 2016	10,715	\$56.47

The fair market value of RSAs, RSUs and performance shares (as applicable) vested was \$362 million in 2016, \$335 million in 2015 and \$338 million in 2014.

As of December 31, 2016, \$228 million of unrecognized compensation cost related to RSAs, RSUs and performance shares is expected to be recognized as expense over approximately the next two years.

### Cash Dividends

The following table summarizes quarterly cash dividends for the years ended December 31, 2016 and 2015:

2016			2015		
Date Declared	Payment Date	Dividend Per Share	Date Declared	Payment Date	Dividend Per Share
10/28/16	02/15/17	\$0.64	10/30/15	02/16/16	\$0.57
09/09/16	11/15/16	\$0.57	09/11/15	11/16/15	\$0.51
06/16/16	08/15/16	\$0.57	06/18/15	08/14/15	\$0.51
02/18/16	05/16/16	\$0.57	02/19/15	05/15/15	\$0.51

### Stock Repurchase Program

AbbVie's board of directors authorized increases to its existing stock repurchase program of \$4.0 billion in April 2016 in anticipation of executing an ASR in connection with the Stemcentrx acquisition and of \$5.0 billion in March 2015 in anticipation of executing an ASR in connection with the Pharmacyclics acquisition. The stock repurchase authorization permits purchases of AbbVie shares from time to time in open-market or private transactions at management's direction depending on the company's cash flows, net debt level and market conditions. The program has no time limit and can be discontinued at any time. Shares repurchased under these programs are recorded at acquisition cost, including related expenses and are available for general corporate purposes. The following table shows details about AbbVie's ASR transactions:

(shares in millions, repurchase amounts in billions)

Execution date	Purchase amount	Initial delivery of shares	Final delivery of shares	Related acquisition
05/26/15	\$5.0	68.1	5.0	Pharmacyclics
06/01/16	3.8	54.4	5.4	Stemcentrx

On June 2, 2016, the initial 54.4 million shares of AbbVie's common stock related to the 2016 ASR were received. The 2016 ASR transaction was completed on September 28, 2016, resulting in the receipt of an additional 5.4 million shares. AbbVie recorded the aggregate \$3.8 billion purchase price of the 2016 ASR as a reduction to common stock held in treasury on the consolidated balance sheet as of December 31, 2016.



In addition to the ASRs, AbbVie repurchased on the open market approximately 34 million shares for \$2.1 billion in 2016, 46 million shares for \$2.8 billion in 2015 and 9 million shares for \$550 million in 2014. AbbVie's remaining share repurchase authorization was \$36 million as of December 31, 2016. On February 16, 2017, AbbVie's board of directors authorized a \$5.0 billion increase to AbbVie's existing stock repurchase program. The stock repurchase authorization permits shares to be repurchased in open market or private transactions, has no time limit and may be discontinued at any time.

### Accumulated Other Comprehensive Loss

The following table summarizes the changes in each component of AOCI, net of tax, for 2016, 2015 and 2014:

(in millions) (brackets denote losses)	Foreign currency translation adjustments	Net investment hedging activities	Pension and post- employment benefits	Unrealized gains (losses) on marketable securities	Cash flow hedging activities	Total
Balance as of December 31, 2013	\$ 470	\$ —	\$ (827)	\$ 2	\$ (87)	\$ (442)
Other comprehensive income (loss) before reclassifications	(1,073)	—	(827)	1	187	(1,712)
Net losses reclassified from accumulated other comprehensive loss	—	—	46	—	77	123
Net current-period other comprehensive income (loss)	(1,073)	—	(781)	1	264	(1,589)
Balance as of December 31, 2014	(603)	—	(1,608)	3	177	(2,031)
Other comprehensive income (loss) before reclassifications	(667)	—	147	48	122	(350)
Net losses (gains) reclassified from accumulated other comprehensive loss	—	—	83	(4)	(259)	(180)
Net current-period other comprehensive income (loss)	(667)	—	230	44	(137)	(530)
Balance as of December 31, 2015	(1,270)	—	(1,378)	47	40	(2,561)
Other comprehensive income (loss) before reclassifications	(165)	140	(194)	7	160	(52)
Net losses (gains) reclassified from accumulated other comprehensive loss	—	—	59	(8)	(24)	27
Net current-period other comprehensive income (loss)	(165)	140	(135)	(1)	136	(25)
Balance as of December 31, 2016	\$(1,435)	\$140	\$(1,513)	\$46	\$ 176	\$(2,586)

Other comprehensive loss in 2016 included foreign currency translation adjustments totaling a loss of \$165 million, which was principally due to the impact of the weakening of the Euro on the translation of the company's Euro-denominated assets. Other comprehensive loss in 2015 included foreign currency translation adjustments totaling a loss of \$667 million, which was principally driven by the impact of the weakening of the Euro on the translation of the company's Euro-denominated assets. Other comprehensive loss in 2014 included foreign currency translation adjustments totaling a loss of \$1.1 billion, which was principally driven by (i) the impact of the substantial weakening of the Euro in 2014 on the translation of

the company's Euro-denominated assets and (ii) the weakening of foreign currencies in combination with an increased concentration of cash denominated in foreign currencies accumulated in anticipation of the terminated proposed combination with Shire.

The table below presents the impact on AbbVie's consolidated statements of earnings for significant amounts reclassified out of each component of accumulated other comprehensive loss:

years ended December 31 (in millions) (brackets denote gains)	2016	2015	2014
<b>Pension and post-employment benefits</b>			
Amortization of actuarial losses and other <sup>(a)</sup>	\$ 85	\$ 129	\$ 65
Tax benefit	(26)	(46)	(19)
Total reclassifications, net of tax	\$ 59	\$ 83	\$ 46
<b>Cash flow hedging activities</b>			
Losses (gains) on designated cash flow hedges <sup>(b)</sup>	\$(20)	\$(265)	\$ 79
Tax expense (benefit)	(4)	6	(2)
Total reclassifications, net of tax	\$(24)	\$(259)	\$ 77

(a) Amounts are included in the computation of net periodic benefit cost (see Note 11).

(b) Amounts are included in cost of products sold (see Note 10).

#### Other

In addition to common stock, AbbVie's authorized capital includes 200 million shares of preferred stock, par value \$0.01. As of December 31, 2016, no shares of preferred stock were issued or outstanding.

### Note 13 Income Taxes

#### Earnings Before Income Tax Expense

years ended December 31 (in millions)	2016	2015	2014
Domestic	\$(1,651)	\$(1,038)	\$(3,245)
Foreign	9,535	7,683	5,614
Total earnings before income tax expense	\$ 7,884	\$ 6,645	\$ 2,369

The domestic loss before income taxes in 2014 was driven by transaction and financing-related costs associated with the terminated proposed combination with Shire. See Note 5 for additional information.

#### Income Tax Expense

years ended December 31 (in millions)	2016	2015	2014
<b>Current</b>			
Domestic	\$2,229	\$1,036	\$ 634
Foreign	498	313	341
Total current taxes	\$2,727	\$1,349	\$ 975
<b>Deferred</b>			
Domestic	\$ (792)	\$ 141	\$(301)
Foreign	(4)	11	(79)
Total deferred taxes	\$ (796)	\$ 152	\$(380)
Total income tax expense	\$1,931	\$1,501	\$ 595

## Effective Tax Rate Reconciliation

years ended December 31	2016	2015	2014
Statutory tax rate	35.0%	35.0%	35.0%
Effect of foreign operations	(10.3)	(9.4)	(11.3)
U.S. tax credits	(4.4)	(4.5)	(8.9)
Branded prescription drug fee	0.5	0.7	3.7
Tax law change related to foreign currency	2.4	—	—
Valuation allowances	—	(1.6)	3.6
All other, net	1.3	2.4	3.0
Effective tax rate	24.5%	22.6%	25.1%

The effective tax rate fluctuates year to year due to the allocation of the company's taxable earnings among jurisdictions, as well as certain discrete factors and events in each year, including acquisitions and collaborations. The effective tax rates in 2016, 2015 and 2014 differed from the statutory tax rate principally due to the benefit from foreign operations which reflects the impact of lower income tax rates in locations outside the United States, tax exemptions and incentives in Puerto Rico and other foreign tax jurisdictions, business development activities and the cost of repatriation decisions. The effective tax rates for these periods also reflected the benefit from U.S. tax credits principally related to research and development credits, the orphan drug tax credit and Puerto Rico excise tax credits. The Puerto Rico excise tax credits relate to legislation enacted by Puerto Rico that assesses an excise tax on certain products manufactured in Puerto Rico. The tax is levied on gross inventory purchases from entities in Puerto Rico and is included in cost of products sold in the consolidated statements of earnings. The majority of the tax is creditable for U.S. income tax purposes.

The effective tax rate in 2016 included additional expense of \$187 million related to the recognition of the tax effect of regulations issued by the Internal Revenue Service on December 7, 2016 that changed the determination of the US taxability of foreign currency gains and losses related to certain foreign operations.

The effective income tax rate included a tax benefit of \$103 million in 2015 from a reduction of state valuation allowances.

The effective tax rate in 2014 included additional expenses of \$129 million related to the Branded Prescription Drug Fee, which is non-deductible and state valuation allowances of \$129 million. On July 28, 2014, the Internal Revenue Service issued final rules and regulations for the Branded Prescription Drug Fee, an annual non-tax-deductible fee payable to the federal government under the Affordable Care Act based on an allocation of a company's market share for branded prescription drugs sold to certain government programs in the prior year. The final rules accelerated the expense recognition criteria for the fee obligation from the year in which the fee is paid, to the year in which the market share used to allocate the fee is determined. This change required AbbVie and other industry participants to recognize an additional year of expense in 2014.

## Deferred Tax Assets and Liabilities

as of December 31 (in millions)	2016	2015
<b>Deferred tax assets</b>		
Compensation and employee benefits	\$ 665	\$ 584
Accruals and reserves	378	368
Chargebacks and rebates	473	472
Deferred revenue	391	372
Depreciation	24	45
Net operating losses and other credit carryforwards	151	282
Other	71	316
Total deferred tax assets	2,153	2,439
Valuation allowances	(76)	(70)
Total net deferred tax assets	2,077	2,369
<b>Deferred tax liabilities</b>		
Excess of book basis over tax basis of intangible assets	(5,375)	(4,459)
Excess of book basis over tax basis in investments	(3,367)	(2,958)
Total deferred tax liabilities	(8,742)	(7,417)
Net deferred tax liabilities	\$(6,665)	\$(5,048)

The increases in the deferred tax liabilities were primarily due to the acquisition of Stemcentrx in which AbbVie recorded the excess of book basis over tax basis of intangible assets.

As of December 31, 2016, gross state net operating losses were \$847 million and tax credit carryforwards were \$188 million. The state tax carryforwards expire between 2017 and 2036. As of December 31, 2016, foreign net operating loss carryforwards were \$198 million. Foreign net operating loss carryforwards of \$166 million expire between 2017 and 2026 and the remaining do not have an expiration period.

The company had valuation allowances of \$76 million as of December 31, 2016 and \$70 million as of December 31, 2015. These were principally related to state net operating losses and credit carryforwards that are not expected to be realized.

Deferred income taxes have not been provided on approximately \$29 billion of the undistributed earnings of foreign subsidiaries as these earnings have been indefinitely reinvested for continued use in foreign operations. Due to the complexities in tax laws and assumptions that would have to be made, it is not practicable to estimate the amount of income taxes that would be due if these earnings were distributed.

## Unrecognized Tax Benefits

years ended December 31 (in millions)	2016	2015	2014
Balance as of January 1	\$ 954	\$421	\$247
Increase due to current year tax positions	118	187	115
Increase due to prior year tax positions	111	369	67
Decrease due to prior year tax positions	(7)	(15)	(6)
Lapse of statutes of limitations	(8)	(8)	(2)
Balance as of December 31	\$1,168	\$954	\$421

AbbVie and Abbott entered into a tax sharing agreement, effective on the date of separation, which provides that Abbott is liable for and has indemnified AbbVie against all income tax liabilities for periods

prior to the separation. AbbVie will be responsible for unrecognized tax benefits and related interest and penalties for periods after separation or in instances where an existing entity was transferred to AbbVie upon separation.

If recognized, the net amount of potential tax benefits that would impact the company's effective tax rate is \$1.1 billion in 2016 and \$901 million in 2015. Of the unrecognized tax benefits recorded in the table above as of December 31, 2016, AbbVie would be indemnified for approximately \$96 million. The "Increase due to prior year tax positions" in the table above includes amounts relating to federal, state and international items as well as prior positions acquired through business development activities during the year. Uncertain tax positions are generally included as a long-term liability on the consolidated balance sheets.

AbbVie recognizes interest and penalties related to income tax matters in income tax expense in the consolidated statements of earnings. AbbVie recognized gross income tax expense of \$35 million in 2016, \$13 million in 2015 and \$10 million in 2014, for interest and penalties related to income tax matters. AbbVie had an accrual for the payment of gross interest and penalties of \$112 million at December 31, 2016, \$83 million at December 31, 2015 and \$25 million at December 31, 2014.

The company is routinely audited by the tax authorities in significant jurisdictions and a number of audits are currently underway. It is reasonably possible during the next twelve months that uncertain tax positions may be settled, which could result in a decrease in the gross amount of unrecognized tax benefits. Due to the potential for resolution of federal, state and foreign examinations and the expiration of various statutes of limitation, the company's gross unrecognized tax benefits balance may change within the next twelve months up to \$201 million. All significant federal, state, local and international matters have been concluded for years through 2005. The company believes adequate provision has been made for all income tax uncertainties.

#### **Note 14 Legal Proceedings and Contingencies**

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AbbVie is subject to contingencies, such as various claims, legal proceedings and investigations regarding product liability, intellectual property, commercial, securities and other matters that arise in the normal course of business. Loss contingency provisions are recorded for probable losses at management's best estimate of a loss, or when a best estimate cannot be made, a minimum loss contingency amount within a probable range is recorded. The recorded accrual balance for litigation was approximately \$225 million as of December 31, 2016 and approximately \$170 million at December 31, 2015. Initiation of new legal proceedings or a change in the status of existing proceedings may result in a change in the estimated loss accrued by AbbVie. While it is not feasible to predict the outcome of all proceedings and exposures with certainty, management believes that their ultimate disposition should not have a material adverse effect on AbbVie's consolidated financial position, results of operations or cash flows.

Subject to certain exceptions specified in the separation agreement by and between Abbott and AbbVie, AbbVie assumed the liability for, and control of, all pending and threatened legal matters related to its business, including liabilities for any claims or legal proceedings related to products that had been part of its business, but were discontinued prior to the distribution, as well as assumed or retained liabilities, and will indemnify Abbott for any liability arising out of or resulting from such assumed legal matters.

Several pending lawsuits filed against Unimed Pharmaceuticals, Inc., Solvay Pharmaceuticals, Inc. (a company Abbott acquired in February 2010 and now known as AbbVie Products LLC) and others are consolidated for pre-trial purposes in the United States District Court for the Northern District of Georgia under the Multi-District Litigation (MDL) Rules as *In re: AndroGel Antitrust Litigation*, MDL No. 2084. These cases, brought by private plaintiffs and the Federal Trade Commission (FTC), generally allege Solvay's patent litigation involving AndroGel was sham litigation and the 2006 patent litigation settlement agreements and related agreements with three generic companies violate federal antitrust laws. Plaintiffs generally seek monetary damages and/or injunctive relief and attorneys' fees. These cases include: (a) four individual

plaintiff lawsuits; (b) three purported class actions; and (c) *Federal Trade Commission v. Actavis, Inc. et al.* Following the district court's dismissal of all plaintiffs' claims, appellate proceedings led to the reinstatement of the claims regarding the patent litigation settlements, which are proceeding in discovery in the district court. The Attorney General of the State of Alaska has served AbbVie with a Civil Investigative Demand, primarily seeking documents that AbbVie produced in these lawsuits.

Lawsuits are pending against AbbVie and others generally alleging that the 2005 patent litigation settlement involving Niaspan entered into between Kos Pharmaceuticals, Inc. (a company acquired by Abbott in 2006 and presently a subsidiary of AbbVie) and a generic company violates federal and state antitrust laws and state unfair and deceptive trade practices and unjust enrichment laws. Plaintiffs generally seek monetary damages and/or injunctive relief and attorneys' fees. The lawsuits consist of four individual plaintiff lawsuits and two consolidated purported class actions: one brought by three named direct purchasers of Niaspan and the other brought by ten named end-payor purchasers of Niaspan. The cases are consolidated for pre-trial proceedings in the United States District Court for the Eastern District of Pennsylvania under the MDL Rules as *In re: Niaspan Antitrust Litigation*, MDL No. 2460. The office of the Attorney General of the State of Alaska has served AbbVie with a Civil Investigative Demand, primarily seeking documents that AbbVie produced in this lawsuit. In October 2016, the State of California filed a lawsuit regarding the Niaspan patent litigation settlement in Orange County Superior Court, asserting a claim under the unfair competition provision of the California Business and Professions Code seeking injunctive relief, restitution, civil penalties and attorneys' fees.

In November 2007, GlaxoSmithKline plc (GSK) filed a lawsuit against Abbott in the United States District Court for the Northern District of California alleging that Abbott violated federal antitrust and various state laws in connection with the 2003 Norvir re-pricing. In March 2011, a jury found that Abbott did not violate antitrust laws, but breached its license agreement with GSK. In January 2014, the United States Court of Appeals for the Ninth Circuit reversed this verdict and remanded the case for a new trial due to the alleged improper exclusion of a potential juror. The case was returned to the district court in California, but after GSK dismissed its federal antitrust claims, the case was transferred in April 2015 to the United States District Court for the Middle District of North Carolina, where pre-trial proceedings are pending. AbbVie assumed the liability for and control of this proceeding in connection with its separation from Abbott.

In September 2014, the FTC filed suit in the United States District Court for the Eastern District of Pennsylvania against AbbVie and others, alleging that the 2011 patent litigation with two generic companies regarding AndroGel was sham litigation and the patent litigation settlement with one of those generic companies violates federal antitrust laws. The FTC's complaint seeks monetary damages and injunctive relief. In May 2015, the court dismissed the FTC's claim regarding the patent litigation settlement. The office of the Attorney General of the State of Alaska has served AbbVie with a Civil Investigative Demand, primarily seeking documents that AbbVie produced in this lawsuit.

In March 2015, the State of Louisiana filed a lawsuit, *State of Louisiana v. Fournier Industrie et Sante, et al.*, against AbbVie, Abbott and affiliated Abbott entities in Louisiana state court. Plaintiff alleges that patent applications and patent litigation filed and other alleged conduct from the early 2000's and before related to the drug TriCor violated Louisiana State antitrust and unfair trade practices laws. The lawsuit seeks monetary damages and attorneys' fees. In August 2015, the court dismissed the case as time-barred. In December 2016, the appellate court for the state's appeal remanded for the trial court to determine whether the state is a proper party in interest.

In August 2013, a putative class action lawsuit, *Sidney Hillman Health Center of Rochester, et al. v. AbbVie Inc., et al.*, was filed against AbbVie in the United States District Court for the Northern District of Illinois by three healthcare benefit providers alleging violations of Federal Racketeer Influenced and Corrupt Organizations (RICO) statutes and state deceptive business practice and unjust enrichment laws in connection with reimbursements for certain uses of Depakote from 1998 to 2012. Plaintiffs seek monetary

damages and/or equitable relief and attorneys' fees. In June 2016, the court granted AbbVie's motion to dismiss, without prejudice, and the plaintiffs have filed an amended complaint.

In November 2014, a putative class action lawsuit, *Medical Mutual of Ohio v. AbbVie Inc., et al.*, was filed against several manufacturers of testosterone replacement therapies (TRTs), including AbbVie, in the United States District Court for the Northern District of Illinois on behalf of all insurance companies, health benefit providers and other third party payors who paid for TRTs, including AndroGel. The claims asserted include violations of the federal RICO Act and state consumer fraud and deceptive trade practices laws. The complaint seeks monetary damages and injunctive relief. A similar lawsuit, *Allied Services Division Welfare Fund v. AbbVie Inc., et al.*, was filed in the same court in October 2015 on behalf of the same putative class members and a putative class of consumers.

Product liability cases are pending in which plaintiffs generally allege that AbbVie and other manufacturers of TRTs did not adequately warn about risks of certain injuries, primarily heart attacks, strokes and blood clots. Approximately 3,941 claims are consolidated for pre-trial purposes in the United States District Court for the Northern District of Illinois under the MDL Rules as *In re: Testosterone Replacement Therapy Products Liability Litigation*, MDL No. 2545. Approximately 217 claims are pending in various state courts. Plaintiffs seek compensatory and punitive damages.

Product liability cases are pending in which plaintiffs generally allege that AbbVie did not adequately warn about risk of certain injuries, primarily various birth defects, arising from use of Depakote. Over ninety percent of the approximately 698 claims are pending in the United States District Court for the Southern District of Illinois, and the rest are pending in various other federal and state courts. Plaintiffs seek compensatory and punitive damages.

In November 2014, five individuals filed a putative class action lawsuit on behalf of purchasers and sellers of certain Shire plc (Shire) securities between June 20 and October 14, 2014, against AbbVie and its chief executive officer in the United States District Court for the Northern District of Illinois alleging that the defendants made and/or are responsible for material misstatements in violation of federal securities laws in connection with AbbVie's proposed transaction with Shire.

In June 2016, a lawsuit, *Elliott Associates, L.P., et al. v. AbbVie Inc.*, was filed by five investment funds against AbbVie in the Cook County, Illinois Circuit Court alleging that AbbVie made misrepresentations and omissions in connection with its proposed transaction with Shire. Plaintiffs seek compensatory and punitive damages.

Beginning in May 2016, the Patent Trial & Appeal Board of the U.S. Patent & Trademark Office (PTO) instituted five inter partes review proceedings brought by Coherus Biosciences and Boehringer Ingelheim related to three AbbVie patents covering methods of treatment of rheumatoid arthritis using adalimumab. In these proceedings, the PTO will review the validity of the patents.

AbbVie is seeking to enforce certain patent rights related to adalimumab (a drug AbbVie sells under the trademark HUMIRA®). In a case filed in United States District Court for the District of Delaware in August 2016, AbbVie alleges that Amgen Inc.'s and Amgen Manufacturing, Limited's proposed biosimilar adalimumab product infringes certain AbbVie patents. AbbVie seeks declaratory and injunctive relief.

## Note 15 Segment and Geographic Area Information

AbbVie operates in one business segment—pharmaceutical products. Substantially all of AbbVie’s net revenues in the United States are to three wholesalers. Outside the United States, products are sold primarily to health care providers or through distributors, depending on the market served. The following tables detail AbbVie’s worldwide net revenues:

years ended December 31 (in millions)	2016	2015	2014
HUMIRA	\$16,078	\$14,012	\$12,543
IMBRUVICA	1,832	754	—
VIEKIRA	1,522	1,639	48
Lupron	821	826	778
Synagis	730	740	835
Synthroid	763	755	709
Creon	730	632	516
AndroGel	675	694	934
Kaletra	549	700	870
Sevoflurane	428	474	550
Duodopa	293	231	220
All other	1,217	1,402	1,957
<b>Total net revenues</b>	<b>\$25,638</b>	<b>\$22,859</b>	<b>\$19,960</b>

Net revenues to external customers by geographic area, based on product shipment destination, were as follows:

years ended December 31 (in millions)	2016	2015	2014
United States	\$15,947	\$13,561	\$10,845
Germany	1,104	1,082	1,035
United Kingdom	776	688	722
Japan	770	599	581
France	713	597	584
Canada	624	551	551
Spain	589	618	534
Italy	523	452	432
Brazil	355	376	435
The Netherlands	352	334	345
All other countries	3,885	4,001	3,896
<b>Total net revenues</b>	<b>\$25,638</b>	<b>\$22,859</b>	<b>\$19,960</b>

Long-lived assets, primarily net property and equipment, by geographic area were as follows:

years ended December 31 (in millions)	2016	2015
United States and Puerto Rico	\$1,822	\$1,868
Europe	504	513
All other	278	184
<b>Total long-lived assets</b>	<b>\$2,604</b>	<b>\$2,565</b>



## Note 16 Quarterly Financial Data (unaudited)

(in millions except per share data)	2016	2015
<b>First Quarter</b>		
Net revenues	\$5,958	\$5,040
Gross margin	4,589	4,098
Net earnings <sup>(a)</sup>	1,354	1,022
Basic earnings per share	\$ 0.83	\$ 0.64
Diluted earnings per share	\$ 0.83	\$ 0.63
Cash dividends declared per common share	\$ 0.57	\$ 0.51
<b>Second Quarter</b>		
Net revenues	\$6,452	\$5,475
Gross margin	5,047	4,559
Net earnings <sup>(b)</sup>	1,610	1,366
Basic earnings per share	\$ 0.99	\$ 0.84
Diluted earnings per share	\$ 0.98	\$ 0.83
Cash dividends declared per common share	\$ 0.57	\$ 0.51
<b>Third Quarter</b>		
Net revenues	\$6,432	\$5,944
Gross margin	4,928	4,777
Net earnings <sup>(c)</sup>	1,598	1,239
Basic earnings per share	\$ 0.97	\$ 0.75
Diluted earnings per share	\$ 0.97	\$ 0.74
Cash dividends declared per common share	\$ 0.57	\$ 0.51
<b>Fourth Quarter</b>		
Net revenues	\$6,796	\$6,400
Gross margin	5,241	4,925
Net earnings <sup>(d)</sup>	1,391	1,517
Basic earnings per share	\$ 0.86	\$ 0.93
Diluted earnings per share	\$ 0.85	\$ 0.92
Cash dividends declared per common share	\$ 0.64	\$ 0.57

- (a) Results for the first quarter of 2016 included a net foreign exchange loss of \$298 million relating to the devaluation of AbbVie's net monetary assets denominated in the Venezuelan bolivar. Results for the first quarter of 2015 included after-tax foreign exchange losses of \$170 million related to the liquidation in 2015 of remaining foreign currency positions related to the terminated proposed combination with Shire in 2014, a \$100 million after-tax charge as a result of entering into an exclusive worldwide license agreement with C<sub>2</sub>N and after-tax costs of \$41 million incurred in connection with the with the acquisition of Pharmacyclics.
- (b) Second quarter results in 2016 included after-tax costs totaling \$122 million relating to the acquisition of Stemcentrx and BI compounds as well as the amortization of the acquisition date fair value step-up for inventory related to the acquisition of Pharmacyclics. Second quarter results for 2015 included after-tax costs totaling \$215 million incurred in connection with the acquisition and integration of Pharmacyclics.
- (c) Third quarter results in 2016 included after-tax costs totaling \$104 million relating to the change in fair value of contingent consideration. Results for the third quarter of 2015 included a \$350 million after-tax charge related to the purchase of a rare pediatric disease PRV from a third party, after after-tax costs totaling \$85 million incurred in connection with the acquisition and integration of

Pharmacyclics and an \$83 million after-tax charge due to the achievement of a development milestone under the global collaboration with Infinity.

- (d) Fourth quarter results in 2016 included after-tax costs totaling \$187 million associated with a tax law change for regulations issued in the fourth quarter of 2016 that revised the treatment of foreign currency translation gains and losses for certain operations and included after-tax costs totaling \$85 million relating to the change in fair value of contingent consideration. Fourth quarter results for 2015 included after-tax costs totaling \$68 million incurred in connection with the acquisition and integration of Pharmacyclics and after-tax charges of \$101 million to increase the company's litigation reserves.

## Report Of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of AbbVie Inc.

We have audited the accompanying consolidated balance sheets of AbbVie Inc. and subsidiaries as of December 31, 2016 and 2015 and the related consolidated statements of earnings, comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2016. 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 AbbVie Inc. and subsidiaries at December 31, 2016 and 2015 and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2016, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), AbbVie Inc. and subsidiaries' internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 17, 2017 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Chicago, Illinois  
February 17, 2017

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

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None.

## ITEM 9A. CONTROLS AND PROCEDURES

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### *Disclosure Controls and Procedures; Internal Control Over Financial Reporting*

**Evaluation of disclosure controls and procedures.** The Chief Executive Officer, Richard A. Gonzalez, and the Chief Financial Officer, William J. Chase, evaluated the effectiveness of AbbVie's disclosure controls and procedures as of the end of the period covered by this report, and concluded that AbbVie's disclosure controls and procedures were effective to ensure that information AbbVie is required to disclose in the reports that it files or submits with the Securities and Exchange Commission under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms, and to ensure that information required to be disclosed by AbbVie in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to AbbVie's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

**Changes in internal control over financial reporting.** There were no changes in AbbVie's internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) that have materially affected, or are reasonably likely to materially affect, AbbVie's internal control over financial reporting during the quarter ended December 31, 2016.

**Inherent limitations on effectiveness of controls.** AbbVie's management, including its Chief Executive Officer and its Chief Financial Officer, do not expect that AbbVie's disclosure controls or internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls.

The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

**Management's annual report on internal control over financial reporting.** Management of AbbVie is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. AbbVie's internal control over financial reporting is 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 in the United States. However, all internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and reporting.

Management assessed the effectiveness of AbbVie's internal control over financial reporting as of December 31, 2016. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework* (2013 framework). Based on that assessment, management concluded that AbbVie maintained effective internal control over financial reporting as of December 31, 2016, based on the COSO criteria.

The effectiveness of AbbVie's internal control over financial reporting as of December 31, 2016 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their attestation report below, which expresses an unqualified opinion on the effectiveness of AbbVie's internal control over financial reporting as of December 31, 2016.

***Report of independent registered public accounting firm.*** The report of AbbVie's independent registered public accounting firm related to its assessment of the effectiveness of internal control over financial reporting is included below.

## Report Of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of AbbVie Inc.

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

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

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

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

In our opinion, AbbVie Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets as of December 31, 2016 and 2015 and the related consolidated statements of earnings, comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2016 of AbbVie Inc. and subsidiaries and our report dated February 17, 2017 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Chicago, Illinois  
February 17, 2017

**ITEM 9B. OTHER INFORMATION**

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None.

## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Incorporated herein by reference are “Information Concerning Director Nominees,” “The Board of Directors and its Committees—Committees of the Board of Directors,” “Section 16(a) Beneficial Ownership Reporting Compliance,” and “Procedure for Recommendation and Nomination of Directors and Transaction of Business at Annual Meeting” to be included in the 2017 AbbVie Inc. Proxy Statement. The 2017 Definitive Proxy Statement will be filed on or about March 20, 2017. Also incorporated herein by reference is the text found in this Form 10-K under the caption, “Executive Officers of the Registrant.”

AbbVie’s code of business conduct requires all its business activities to be conducted in compliance with all applicable laws, regulations and ethical principles and values. All directors, officers and employees of AbbVie are required to read, understand and abide by the requirements of the code of business conduct applicable to them. AbbVie’s code of business conduct is available in the corporate governance section of AbbVie’s investor relations website at [www.abbvieinvestor.com](http://www.abbvieinvestor.com).

Any waiver of the code of business conduct for directors or executive officers may be made only by AbbVie’s audit committee. AbbVie will disclose any amendment to, or waiver from, a provision of the code of conduct for the principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, on its website within four business days following the date of the amendment or waiver. In addition, AbbVie will disclose any waiver from the code of business conduct for the other executive officers and for directors on the website.

AbbVie has a chief ethics and compliance officer who reports to the chief executive officer and to the public policy committee. The chief ethics and compliance officer is responsible for overseeing, administering and monitoring AbbVie’s compliance program.

### ITEM 11. EXECUTIVE COMPENSATION

The material to be included in the 2017 Proxy Statement under the headings “Director Compensation,” “Executive Compensation,” and “Compensation Committee Report” is incorporated herein by reference. The 2017 Definitive Proxy Statement will be filed on or about March 20, 2017.

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

#### (a) *Equity Compensation Plan Information.*

The following table presents information as of December 31, 2016 about AbbVie’s equity compensation plans under which AbbVie common stock has been authorized for issuance:

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights(1)	(b) Weighted-average exercise price of outstanding options, warrants and rights(2)	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	25,991,282	\$33.63	78,997,077
Equity compensation plans not approved by security holders	—	—	—
Total	25,991,282	\$33.63	78,997,077



- (1) Includes 10,761,273 shares issuable under AbbVie's Incentive Stock Program pursuant to awards granted by Abbott and adjusted into AbbVie awards in connection with AbbVie's separation from Abbott.
  - (2) The weighted-average exercise price does not include outstanding restricted stock units and restricted stock awards that have no exercise price.
- (b) *Information Concerning Security Ownership.* Incorporated herein by reference is the material under the heading "Securities Ownership—Securities Ownership of Executive Officers and Directors" in the 2017 Proxy Statement. The 2017 Definitive Proxy Statement will be filed on or about March 20, 2017.

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

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The material to be included in the 2017 Proxy Statement under the headings "The Board of Directors and its Committees," "Corporate Governance Materials," and "Procedures for Approval of Related Person Transactions" is incorporated herein by reference. The 2017 Definitive Proxy Statement will be filed on or about March 20, 2017.

### **ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

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The material to be included in the 2017 Proxy Statement under the headings "Audit Fees and Non-Audit Fees" and "Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of the Independent Registered Public Accounting Firm" is incorporated herein by reference. The 2017 Definitive Proxy Statement will be filed on or about March 20, 2017.

## PART IV

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

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(a) *Documents filed as part of this Form 10-K.*

- (1) *Financial Statements:* See Item 8, “Financial Statements and Supplementary Data,” on page 57 hereof, for a list of financial statements.
- (2) *Financial Statement Schedules:* All schedules omitted are inapplicable or the information required is shown in the consolidated financial statements or notes thereto.
- (3) *Exhibits Required by Item 601 of Regulation S-K:* The information called for by this paragraph is incorporated herein by reference to the Exhibit Index on pages 118 through 121 of this Form 10-K.

(b) *Exhibits filed:* See Exhibit Index on pages 118 through 121.

(c) *Financial Statement Schedules:* None applicable.

## SIGNATURES

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

AbbVie Inc.

By: /s/ RICHARD A. GONZALEZ

Name: Richard A. Gonzalez  
Title: Chairman of the Board and  
Chief Executive Officer

Date: February 17, 2017

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of AbbVie Inc. on February 17, 2017 in the capacities indicated below.

/s/ RICHARD A. GONZALEZ

Richard A. Gonzalez  
Chairman of the Board and  
Chief Executive Officer  
(Principal Executive Officer)

/s/ WILLIAM J. CHASE

William J. Chase  
Executive Vice President,  
Chief Financial Officer  
(Principal Financial Officer)

/s/ THOMAS A. HURWICH

Thomas A. Hurwich  
Vice President, Controller  
(Principal Accounting Officer)

/s/ ROBERT J. ALPERN, M.D.

Robert J. Alpern, M.D.  
Director of AbbVie Inc.

/s/ ROXANNE S. AUSTIN

Roxanne S. Austin  
Director of AbbVie Inc.

/s/ WILLIAM H.L. BURNSIDE

William H.L. Burnside  
Director of AbbVie Inc.

/s/ BRETT J. HART

Brett J. Hart  
Director of AbbVie Inc.

/s/ EDWARD M. LIDDY

Edward M. Liddy  
Director of AbbVie Inc.

/s/ EDWARD J. RAPP

Edward J. Rapp  
Director of AbbVie Inc.

/s/ GLENN F. TILTON

Glenn F. Tilton  
Director of AbbVie Inc.

/s/ FREDERICK H. WADDELL

Frederick H. Waddell  
Director of AbbVie Inc.

**EXHIBIT INDEX**  
**ABBVIE INC.**  
**ANNUAL REPORT**  
**FORM 10-K**  
**2016**

Exhibits 32.1 and 32.2 are furnished herewith and should not be deemed to be “filed” under the Securities Exchange Act of 1934.

Exhibit Number	Exhibit Description
2.1	*Agreement and Plan of Merger, dated as of April 25, 2016, by and among Stemcentrx, Inc., AbbVie Inc., Sirius Sonoma Corporation, AbbVie Stemcentrx LLC (formerly Sirius Sonoma LLC) and, solely for the purposes set forth therein, Fertile Valley LLC (incorporated by reference to Exhibit 2.1 of AbbVie’s Current Report on Form 8-K/A filed on May 6, 2016).
2.2	*Amendment No. 1, dated as of May 28, 2016, to the Agreement and Plan of Merger, dated as of April 25, 2016, by and among Stemcentrx, Inc., AbbVie Inc., Sirius Sonoma Corporation, AbbVie Stemcentrx LLC (formerly Sirius Sonoma LLC) and, solely for the purposes set forth therein, Fertile Valley LLC (incorporated by reference to Exhibit 2.2 of AbbVie’s Current Report on Form 8-K filed on June 1, 2016).
2.3	*Agreement and Plan of Reorganization by and among AbbVie Inc., Oxford Amherst Corporation, Oxford Amherst LLC and Pharmacyclics, Inc. dated as of March 4, 2015 (incorporated by reference to Exhibit 2.1 of the company’s Current Report on Form 8-K filed on March 6, 2015).
2.4	*Amendment No. 1 to Agreement and Plan of Reorganization by and among AbbVie Inc., Oxford Amherst Corporation, Oxford Amherst LLC and Pharmacyclics, Inc. dated as of March 22, 2015 (incorporated by reference to Exhibit 2.1 of the company’s Current Report on Form 8-K filed on March 23, 2015).
3.1	*Amended and Restated Certificate of Incorporation of AbbVie Inc. (incorporated by reference to Exhibit 3.1 of the company’s Current Report on Form 8-K filed on January 2, 2013).
3.2	*Amended and Restated By-Laws of AbbVie Inc. (incorporated by reference to Exhibit 3.1 of the company’s Current Report on Form 8-K filed on February 22, 2016).
4.1	*Indenture dated as of November 8, 2012 between AbbVie Inc. and U.S. Bank National Association (incorporated by reference to Exhibit 4.1 of Amendment No. 5 to the company’s Registration Statement on Form 10 filed on November 16, 2012).
4.2	*Supplemental Indenture No. 1 dated as of November 8, 2012 among AbbVie Inc. and U.S. Bank National Association, including forms of notes (incorporated by reference to Exhibit 4.2 of Amendment No. 5 to the company’s Registration Statement on Form 10 filed on November 16, 2012).
4.3	*Supplemental Indenture No. 2 dated May 14, 2015, between AbbVie Inc. and U.S. Bank National Association, as trustee, including forms of notes (incorporated by reference to Exhibit 4.1 of the company’s Current Report on Form 8-K filed on May 14, 2015).
4.4	*Supplemental Indenture No. 3 dated May 12, 2016, between AbbVie Inc. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 of AbbVie’s Current Report on Form 8-K filed on May 12, 2016).

Exhibit Number	Exhibit Description
4.5	*Supplemental Indenture No. 4, dated as of November 17, 2016, among AbbVie Inc., U.S. Bank National Association, as trustee, Elavon Financial Services DAC, U.K. Branch, as paying agent and Elavon Financial Services DAC, as transfer agent and registrar (incorporated by reference to Exhibit 1.1 of the company's Current Report on Form 8-K filed on November 17, 2016).
4.6	*Agency Agreement, dated as of November 17, 2016, among AbbVie Inc., U.S. Bank National Association, as trustee, Elavon Financial Services DAC, U.K. Branch, as paying agent and Elavon Financial Services DAC, as transfer agent and registrar (incorporated by reference to Exhibit 1.1 of the company's Current Report on Form 8-K filed on November 17, 2016).
4.7	*Support Agreement by and among AbbVie Inc., Oxford Amherst Corporation and Robert W. Duggan dated as of March 4, 2015 (incorporated by reference to Exhibit 4.1 of the company's Current Report on Form 8-K filed on March 6, 2015).
10.1	*Form of Agreement Regarding Change in Control by and between AbbVie Inc. and its named executive officers (incorporated by reference to Exhibit 10.13 of Amendment No. 5 to the Company's Registration Statement on Form 10 filed on November 16, 2012).**
10.2	*AbbVie 2013 Incentive Stock Program (incorporated by reference to Exhibit A to the AbbVie Inc. Definitive Proxy Statement on Schedule 14A dated March 15, 2013).**
10.3	*AbbVie 2013 Management Incentive Plan (incorporated by reference to Exhibit 10.14 of the company's Annual Report on Form 10-K filed on March 15, 2013).**
10.4	*AbbVie Performance Incentive Plan, as amended and restated (incorporated by reference to Exhibit 10.4 of the company's Annual Report on Form 10-K filed on February 19, 2016).**
10.5	AbbVie Deferred Compensation Plan, as amended and restated.**
10.6	*AbbVie Non-Employee Directors' Fee Plan, as amended and restated (incorporated by reference to Exhibit 10.6 of the company's Annual Report on Form 10-K filed on February 19, 2016).**
10.7	AbbVie Supplemental Pension Plan.**
10.8	*AbbVie Supplemental Savings Plan, as amended and restated (incorporated by reference to Exhibit 10.8 of the company's Annual Report on Form 10-K filed on February 19, 2016).**
10.9	*Form of AbbVie Inc. Non-Employee Director Non-Qualified Stock Option Agreement (incorporated by reference to Exhibit 10.3 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013).**
10.10	*Form of AbbVie Inc. Performance Restricted Stock Agreement (CEO/Chairman) (incorporated by reference to Exhibit 10.4 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013).**
10.11	*Form of AbbVie Inc. Performance Restricted Stock Agreement (Annual) (incorporated by reference to Exhibit 10.5 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013).**
10.12	*Form of AbbVie Inc. Performance Restricted Stock Agreement (Interim) (incorporated by reference to Exhibit 10.6 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013).**
10.13	*Form of AbbVie Inc. Non-Qualified Stock Option Agreement (incorporated by reference to Exhibit 10.7 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013).**

Exhibit Number	Exhibit Description
10.14	*Form of AbbVie Inc. Non-Employee Director Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.1 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).**
10.15	*Form of AbbVie Inc. Non-Qualified Stock Option Agreement (incorporated by reference to Exhibit 10.1 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).**
10.16	*Form of AbbVie Inc. Retention Restricted Stock Unit Agreement—Cliff Vesting (incorporated by reference to Exhibit 10.1 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).**
10.17	*Form of AbbVie Inc. Retention Restricted Stock Unit Agreement—Ratable Vesting (incorporated by reference to Exhibit 10.1 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).**
10.18	*Form of AbbVie Inc. Retention Restricted Stock Agreement—Cliff Vesting (incorporated by reference to Exhibit 10.1 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).**
10.19	*Form of AbbVie Inc. Retention Restricted Stock Agreement—Ratable Vesting (incorporated by reference to Exhibit 10.1 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).**
10.20	*Form of AbbVie Inc. Performance Share Award Agreement (incorporated by reference to Exhibit 10.1 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).**
10.21	*Form of AbbVie Inc. Performance-Vested Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.1 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).**
10.22	*Stemcentrx 2011 Equity Incentive Plan (incorporated by reference to Exhibit 4.3 of the Company's Registration Statement on Form S-8 filed on June 16, 2016).**
10.23	*Pharmacocyclics, Inc. 2014 Equity Incentive Award Plan (incorporated by reference to Exhibit 4.1 of the company's Registration Statement on Form S-8 filed on May 27, 2015).**
10.24	*Revolving Credit Agreement, dated as of August 18, 2014, among AbbVie Inc., AbbVie Private Limited, AbbVie Holdings Private Limited, JPMorgan Chase Bank, N.A. and the lenders and other parties party thereto (incorporated by reference to Exhibit 10.2 of the company's Current Report on Form 8-K filed on August 21, 2014).
10.25	*Amendment No. 1 to Revolving Credit Agreement, dated as of March 16, 2015, by and among AbbVie Inc., JPMorgan Chase Bank, N.A., as Administrative Agent and the lenders party thereto (incorporated by reference to Exhibit 10.1 of the company's Current Report on Form 8-K filed on March 20, 2015).
10.26	*Three-Year Term Loan Agreement, dated as of September 25, 2015, among AbbVie, Bank of America, N.A. and the lenders and other parties party thereto (incorporated by reference to Exhibit 10.1 of the company's Current Report on Form 8-K filed on September 29, 2015).
10.27	*364-Day Term Loan Credit Agreement, dated as of September 25, 2015, among AbbVie, Bank of America, N.A. and the lenders and other parties party thereto (incorporated by reference to Exhibit 10.2 of the company's Current Report on Form 8-K filed on September 29, 2015).

Exhibit Number	Exhibit Description
10.28	*364-Day Bridge Term Loan Credit Agreement, dated as of March 27, 2015, among the company, as borrower, the various financial institutions party thereto, as lenders and Morgan Stanley Senior Funding, Inc., as administrative agent (incorporated by reference to Exhibit 10.1 of the company's Current Report on Form 8-K filed on March 30, 2015).
10.29	*Underwriting Agreement, dated as of May 5, 2015, by and among AbbVie Inc. and Morgan Stanley & Co. LLC, Barclays Capital Inc., Deutsche Bank Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several other underwriters named therein (incorporated by reference to Exhibit 1.1 of the company's Current Report on Form 8-K filed on May 7, 2015).
10.30	*Underwriting Agreement, dated as of May 9, 2016, by and among AbbVie Inc., and Barclays Capital Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named in Schedule II thereto (incorporated by reference to Exhibit 1.1 of AbbVie's Current Report on Form 8-K filed on May 12, 2016).
10.31	*Underwriting Agreement, dated as of November 14, 2016, by and among AbbVie Inc., and Barclays Bank PLC, Deutsche Bank AG, London Branch, J.P. Morgan Securities plc, Merrill Lynch International and Morgan Stanley & Co. International plc, as representatives of the several other underwriters named therein (incorporated by reference to Exhibit 1.1 of the company's Current Report on Form 8-K filed on November 17, 2016).
12.1	Ratio of Earnings to Fixed Charges
12.2	Computation of Ratio of Earnings to Fixed Charges
21	Subsidiaries of AbbVie Inc.
23	Consent of Independent Registered Public Accounting Firm.
31.1	Certification of Chief Executive Officer Required by Rule 13a-14(a) (17 CFR 240.13a-14(a)).
31.2	Certification of Chief Financial Officer Required by Rule 13a-14(a) (17 CFR 240.13a-14(a)).
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following financial statements and notes from the AbbVie Inc. Annual Report on Form 10-K for the year ended December 31, 2016 filed on February 17, 2017, formatted in XBRL: (i) Consolidated Statements of Earnings; (ii) Consolidated Statements of Comprehensive Income; (iii) Consolidated Balance Sheets; (iv) Consolidated Statements of Equity; (v) Consolidated Statements of Cash Flows; and (vi) the Notes to Consolidated Financial Statements.  The AbbVie Inc. 2017 Definitive Proxy Statement will be filed with the Securities and Exchange Commission under separate cover on or about March 20, 2017.

\* Incorporated herein by reference. Commission file number 001-35565.

\*\* Denotes management contract or compensatory plan or arrangement required to be filed as an exhibit hereto.

AbbVie will furnish copies of any of the above exhibits to a stockholder upon written request to the Secretary, AbbVie Inc., 1 North Waukegan Road, North Chicago, Illinois 60064.

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## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

### Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on May 5, 2017

The Annual Meeting of the Stockholders of AbbVie Inc. will be held at the Fairmont Chicago, Millennium Park, 200 North Columbus Drive, Chicago, Illinois 60601, on Friday, May 5, 2017, at 9:00 a.m. CT for the following purposes:

- To elect 4 directors to hold office until the next Annual Meeting or until their successors are elected (Item 1),
- To ratify the appointment of Ernst & Young LLP as AbbVie's independent registered public accounting firm for 2017 (Item 2),
- To vote on an advisory vote on the approval of executive compensation (Item 3),
- To vote on a management proposal regarding the annual election of directors (Item 4),
- To transact such other business as may properly come before the meeting, including consideration of two stockholder proposals, if presented at the meeting (Items 5 and 6).

### Your Vote Is Important

**Please promptly vote your shares by telephone, using the Internet, or by signing and returning your proxy in the enclosed envelope if you received a printed version of the proxy card.**

**The board of directors recommends that you vote FOR Items 1, 2, 3, and 4 on the proxy card.**

**The board of directors recommends that you vote AGAINST Items 5 and 6 on the proxy card.**

The close of business on March 8, 2017, has been fixed as the record date for determining the stockholders entitled to receive notice of and to vote at the Annual Meeting.

**AbbVie's 2017 Proxy Statement and 2016 Annual Report on Form 10-K are available at [www.abbvieinvestor.com](http://www.abbvieinvestor.com).** If you are a registered stockholder, you may access your proxy card by either:

- Going to the following website: [www.proxyvote.com](http://www.proxyvote.com), entering the information requested on your computer screen and following the simple instructions, or
- Calling (in the United States, U.S. territories, and Canada) toll free 1-800-690-6903 on a touch-tone telephone and following the simple instructions provided by the recorded message.

Admission to the meeting will be by admission card only. If you plan to attend, please complete and return the reservation form in the back of these materials and an admission card will be sent to you. Due to space limitations, reservation forms must be received before April 28, 2017. Each admission card, along with photo identification, admits one person. A stockholder may request two admission cards, but a guest must be accompanied by a stockholder.

By order of the board of directors.

Laura J. Schumacher  
*Secretary*

March 20, 2017



## PROXY STATEMENT

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## PROXY STATEMENT

The accompanying proxy is solicited on behalf of the board of directors for use at the Annual Meeting of Stockholders. The meeting will be held on May 5, 2017, at the Fairmont Chicago, Millennium Park, 200 North Columbus Drive, Chicago, Illinois 60601. This summary highlights selected information in the Proxy Statement. Please review the entire Proxy Statement and the AbbVie 2016 Annual Report before voting.

### 2017 Annual Meeting of Stockholders

**Date and Time:** May 5, 2017 9:00 a.m. CT

**Location:** Fairmont Chicago, Millennium Park, 200 North Columbus Drive, Chicago, Illinois 60601

**Record Date:** March 8, 2017

**How to Vote:** Stockholders as of the record date are entitled to vote via Internet at [www.proxyvote.com](http://www.proxyvote.com); by telephone at 1-800-690-6903; by returning a completed proxy card; or in person at the Annual Meeting of Stockholders.

### Voting Items and Board Recommendations

		<b>Board Recommendations</b>
Item 1	<b>Election of Directors</b>	FOR All Nominees
Item 2	<b>Ratification of Independent Auditor</b>	FOR
Item 3	<b>Say on Pay—Advisory Vote on the Approval of Executive Compensation</b>	FOR
Item 4	<b>Management Proposal Regarding the Annual Election of Directors</b>	FOR
Item 5	<b>Stockholder Proposal on Lobbying Report</b>	AGAINST
Item 6	<b>Stockholder Proposal to Separate Chair and CEO</b>	AGAINST

### Business Overview and Performance Highlights

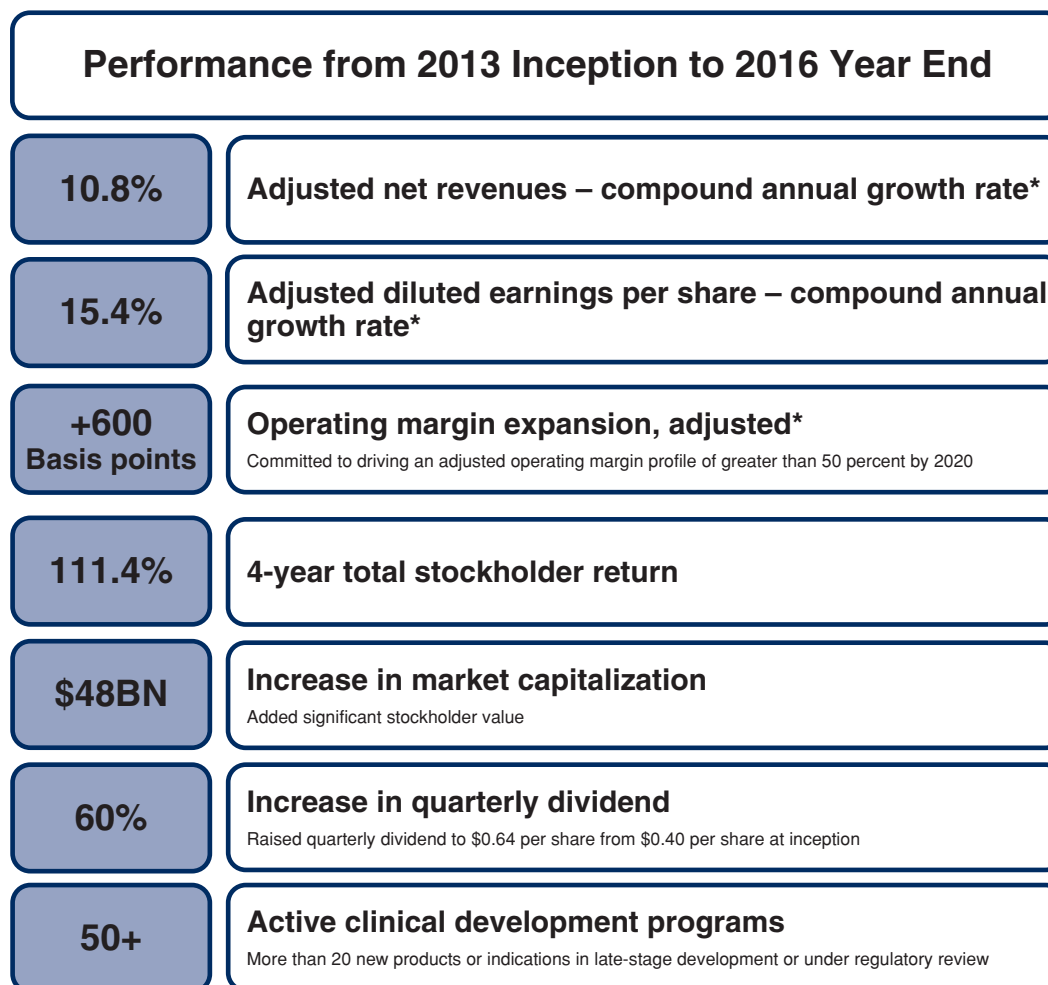
#### **Business Overview**

AbbVie was created in 2013 following separation from Abbott Laboratories. AbbVie's mission is to be an innovation-driven, patient-focused specialty biopharmaceutical company capable of achieving top-tier financial performance through outstanding execution and a consistent stream of innovative new medicines. AbbVie intends to continue to advance its mission in a number of ways, including: (i) growing revenues through continued strong performance from its existing portfolio of on-market products, including its flagship brands, Humira™ and Imbruvica™, as well as growth from pipeline products; (ii) continuing to enhance efficiency by expanding operating margins; (iii) continued investment in its pipeline in support of opportunities in immunology, oncology, neuroscience and virology, as well as focused investments in other areas that augment AbbVie's core strengths; (iv) augmentation of its pipeline through concerted focus on strategic licensing, acquisition and partnering activity with a focus on identifying compelling programs that fit AbbVie's strategic criteria; and (v) returning cash to stockholders via dividends and share repurchases.

AbbVie's products are focused on treating conditions such as chronic autoimmune diseases in rheumatology, gastroenterology and dermatology; oncology, including blood cancers; virology, including hepatitis C virus and human immunodeficiency virus; neurological disorders, such as Parkinson's disease and multiple sclerosis; metabolic diseases, including thyroid disease and complications associated with cystic fibrosis; as well as other serious health conditions. AbbVie also has a pipeline of promising new medicines across such important medical specialties as immunology, virology, oncology and neuroscience, with additional targeted investments in cystic fibrosis and women's health.

### *Business Performance Highlights*

AbbVie has Delivered Robust Financial Results since Separation



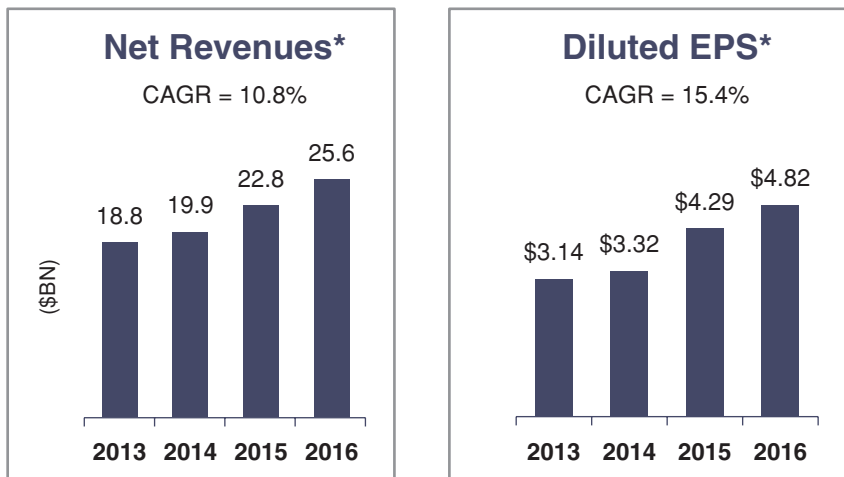
The measures set forth above were calculated as of December 31, 2016.

\* Net revenues, diluted earnings per share and operating margin are adjusted to exclude certain specified items and are non-GAAP numbers, which are reconciled in Appendix B.

AbbVie has delivered a strong compound annual growth rate (CAGR) since inception on adjusted net revenues and adjusted diluted earnings per share (EPS), placing AbbVie in the top quartile of its Health Care Peer Group. Additionally, AbbVie has been committed to a robust return of capital to stockholders with an increase of 60% in its dividend since 2013 as part of a balanced and disciplined capital allocation program. AbbVie's total stockholder return (TSR) since inception of 111.4% also places AbbVie among the top of its Health Care Peer Group, and more than

40 percentage points above the Standard & Poor's 500 Index and more than 65 percentage points above the NYSE Arca Pharmaceutical Index over the same time period.

AbbVie has significantly grown revenue and EPS since 2013.



\*Net revenues and diluted earnings per share are adjusted for specified items, including the impact of intangible asset amortization, and are non-GAAP numbers, which are reconciled in Appendix B. Adjusted net revenues exclude specified items, as described in Appendix B.

#### AbbVie also Delivered Strong Business Performance in 2016

AbbVie has built a strong foundation for its business and 2016 was an exceptional year, as evidenced by a number of 2016 business highlights:

- Net Revenues:** AbbVie reported 2016 full-year net revenues of \$25.6 billion on a GAAP basis and adjusted net revenues of \$25.6 billion, an increase of 13.3% over 2015, excluding the impact of foreign exchange. This reflects top-tier growth, third in AbbVie's Health Care Peer Group.
- Operating Margins:** In 2016, AbbVie expanded its operating margin to 36.6% on a GAAP basis or 42.4% of net revenues on an adjusted basis, and reported gross margin of 77.2% on a GAAP basis or 81.2% of net revenues on an adjusted basis. Excluding the incremental R&D investment related to acquisitions in 2016 and an unfavorable impact from foreign exchange, the adjusted operating margin was 45.9% in 2016.
- Earnings Per Share:** AbbVie reported full-year diluted EPS of \$3.63 on a GAAP basis and adjusted diluted EPS of \$4.82, up 12.4%. This reflects top-tier growth, third in AbbVie's Health Care Peer Group. AbbVie provided 2017 GAAP diluted EPS guidance in the range of \$4.55 to \$4.65 and adjusted diluted EPS guidance in the range of \$5.44 to \$5.54, reflecting growth of nearly 14% at the midpoint.
- Humira Sales:** AbbVie delivered global Humira sales of \$16.1 billion, an increase of 14.7% on a reported basis over 2015, or 16.1% excluding the impact of foreign exchange. Humira's performance was driven by continued market penetration across therapeutic categories and geographies.
- Imbruvica Net Revenue:** In 2016, global Imbruvica net revenue exceeded \$1.8 billion, with performance driven by market share growth following Imbruvica's approval as a first line treatment for patients with chronic lymphocytic leukemia (CLL).

- **Business Development:** AbbVie acquired Stemcentrx and its lead late-stage asset, rovalpituzumab tesirine (Rova-T), further strengthening AbbVie's oncology portfolio by providing a highly attractive platform in solid tumors. AbbVie also entered into a collaboration with Boehringer Ingelheim to develop and commercialize risankizumab, an anti-IL-23 monoclonal antibody that has the potential to be a transformative therapy in a number of immune-mediated diseases.
- **Regulatory Milestones:** AbbVie also achieved a number of regulatory milestones in markets worldwide for several key products, including U.S. Food and Drug Administration (FDA) and European Medicines Agency (EMA) approvals for several new products, including Venclexta™ for relapsed/refractory chronic lymphocytic leukemia (CLL) patients with 17p deletion, Zinbryta™ for relapsing forms of multiple sclerosis and Empliciti™ for the treatment of multiple myeloma, as well as new indications for Humira and Imbruvica.
- **Pipeline Development:** With a record number of programs in mid- and late-stage development, AbbVie made significant pipeline advancements in 2016, such as regulatory application submissions for the company's pan-genotypic next-generation HCV combination and Imbruvica for marginal zone lymphoma.

### Corporate Governance Highlights

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Our board of directors is committed to strong corporate governance tailored to meet the needs of AbbVie and its stockholders to enhance stockholder value. In connection with our ongoing, proactive engagement with stockholders (as described in greater detail on page 29), AbbVie's board of directors:

- **approved and implemented in 2016 a proxy access by-law** provision to permit a stockholder, or a group of up to 20 stockholders, owning at least 3% of the company's outstanding common stock continuously for at least 3 years to nominate and include in the company's proxy materials director nominees constituting up to 25% of the board of directors, as further detailed in the company's By-Laws; and
- **approved a declassification management proposal** in this proxy statement (Item 4) to seek stockholder approval to amend the company's Amended and Restated Certificate of Incorporation to declassify the board of directors and to allow for the annual election of directors, as described in Item 4.



Highlights of our governance practices include:

Governance Practice	For more information
<b>Independent lead director</b> with robust responsibilities is selected by the Board	p. 13
Eight of AbbVie's nine directors are <b>independent</b> and regularly meet in <b>executive session</b>	p. 13
All members of the audit, compensation, nominations and governance and public policy <b>committees are independent</b>	p. 15
<b>Adopted a Proxy Access</b> By-Law provision for 3%/3 years	p. 69
Policy <b>prohibiting hedging and pledging</b>	p. 39
Robust <b>stock ownership guidelines</b>	p. 39
Disclosure of our corporate <b>political contributions</b> and our <b>trade association</b> dues and oversight process	<a href="http://www.abbvie.com/responsibility/transparency-policies/corporate-political-participation.html">http://www.abbvie.com/responsibility/transparency-policies/corporate-political-participation.html</a>
<b>Clawback</b> authority in the event of financial restatement to recover incentive plan awards	p. 39
<b>Related person transaction</b> policy to ensure appropriate oversight	p. 67
We do not have a <b>stockholder rights plan</b> or "poison pill"	Certificate of Incorporation and By-Laws
Our directors are elected by a <b>majority vote</b> of our stockholders for uncontested elections and we have a resignation policy if the director fails to receive a majority of the votes cast	p. 9
We hold an <b>annual say-on-pay</b> advisory vote on executive compensation	p. 59
Our governance guidelines restrict the number of boards our directors may serve on to <b>prevent overboarding</b>	Corporate Governance Guidelines
Annual board and committee <b>self-assessments</b> and annual <b>succession planning</b>	Corporate Governance Guidelines
We are guided by strong <b>ethics programs</b> and <b>supplier guidelines</b>	<a href="http://www.abbvie.com/responsibility/home.html">http://www.abbvie.com/responsibility/home.html</a>
For inclusion on the board, the nominations and governance committee considers <b>diversity</b> of ethnicity, gender, and geography	p. 14

### Executive Compensation Highlights

AbbVie's board of directors believes a well-designed compensation program should align executive interests with the drivers of stockholder returns and profitable growth, support achievement of the company's primary business goals, and attract and retain world-class executives whose talents and contributions sustain the growth in long-term stockholder value. Consequently, the compensation committee of the board has designed and implemented an executive compensation program in which a substantial majority of named executive officer (NEO) compensation at AbbVie is performance-based.

When determining NEO compensation, the committee first considers the median of the competitive marketplace (as derived primarily from the Health Care Peer Group approved by the committee) as an initial benchmark for assessing compensation. The committee then takes into account the company's overall performance against the financial, operating and strategic objectives that were established at the start of the performance period. Finally, specific pay determinations are made for each NEO based on his or her individual performance against goals and contributions to the short- and long-term performance of the company.

Three primary components make up AbbVie’s executive pay program: base salary, short-term incentives and long-term incentives. The structure of each component is tailored to serve a specific function and purpose. The following is a summary of the key components of our compensation program.

<b>Base Salary</b>	<ul style="list-style-type: none"> <li>• Designed to be competitive with market and industry norms, and to reflect individual performance</li> <li>• Individual salaries are established relative to market median based on each NEO’s individual performance, skills, experience, and internal equity, as well as the company’s annual operating budget</li> </ul>
<b>Short-Term Incentives</b>	<ul style="list-style-type: none"> <li>• Plan utilizes non-GAAP financial goals as well as an assessment of individual performance against strategic objectives:                         <ul style="list-style-type: none"> <li>— Net revenues</li> <li>— Income before taxes</li> <li>— Operating margin</li> <li>— Humira sales</li> <li>— Return on assets</li> <li>— Strategic and leadership goals</li> </ul> </li> </ul>
<b>Long-Term Incentives</b>	<ul style="list-style-type: none"> <li>• Long-term incentive awards are granted in the form of:                         <ul style="list-style-type: none"> <li>— Performance shares and performance-vested restricted stock units (80% of NEO’s LTI award)</li> <li>— Non-qualified stock options (20% of NEO’s LTI award)</li> </ul> </li> <li>• Level of awards NEOs receive varies according to plan design and individual performance as reviewed by our compensation committee</li> </ul>

<ul style="list-style-type: none"> <li>• Targets are based on expected business, market and regulatory conditions, including expectations for our pipeline</li> <li>• Compensation committee establishes maximum award allocations for plan participants each year as a percentage of consolidated net earnings, and the plan imposes a maximum of 200% of target</li> <li>• Compensation committee uses a payout matrix based on financial performance to define and cap the range of awards at or below the plan maximum when making its final determinations</li> </ul>
<ul style="list-style-type: none"> <li>• Awards are based on LTI program goals and company business performance, as well as individual factors</li> <li>• Compensation committee determines grants for each NEO based on its assessment of performance and progress against strategic milestones</li> <li>• Significant redesign for 2016 awards, which incorporates multi-year performance periods and multiple performance metrics, including relative total stockholder return (see below for additional details)</li> </ul>

Element of Pay	Changes Made for 2016
Long-Term Incentive Program	<ul style="list-style-type: none"> <li>✔ Completed redesign of our long-term incentive program:                             <ul style="list-style-type: none"> <li>— Added multiple performance metrics, including relative ROE, EPS and relative TSR as criteria for vesting.</li> <li>— Removed provision that allowed performance awards to vest if thresholds were met in any 3 of 5 years, creating more risk of forfeiture.</li> <li>— Added multi-year performance periods.</li> <li>— Changed dividend payment schedule so dividends are paid only at vesting and only on earned shares.</li> <li>— Increased use of performance-vested awards from 75% to 80% which, in combination with stock options, ties 100% of our LTI program to performance metrics and stock price appreciation.</li> <li>— Refined process for referencing the market median for long-term incentive award decisions.</li> </ul> </li> </ul>
Short-Term Incentive Plan	<ul style="list-style-type: none"> <li>✔ Added disclosure of our maximum annual incentive cap of 200% of target.</li> <li>✔ Reduced the CEO’s target annual incentive to 150% of base salary.</li> <li>✔ Established a formal payout matrix based on net revenues and operating margin to define and cap NEO annual incentive awards at or below the plan maximum.</li> </ul>
Peer Comparisons	<ul style="list-style-type: none"> <li>✔ Simplified the peer group used for compensation benchmarking, the AbbVie Health Care Peer Group.</li> </ul>

# INFORMATION ABOUT THE ANNUAL MEETING

## Who Can Vote

Stockholders of record at the close of business on March 8, 2017 will be entitled to notice of and to vote at the Annual Meeting. As of March 8, 2017, AbbVie had 1,593,576,738 outstanding shares of common stock, which are AbbVie's only outstanding voting securities. Each stockholder has one vote per share. Stockholders do not have the right to vote cumulatively in electing directors.

## Notice and Access

In accordance with the Securities and Exchange Commission (SEC) e-proxy rules, AbbVie mailed a Notice of Internet Availability of Proxy Materials (the "Notice") to stockholders in March 2017. The Notice describes the matters to be considered at the Annual Meeting and how stockholders can access the proxy materials online. It also provides instructions on how stockholders can vote their shares. If you received the Notice, you will not receive a printed version of the proxy materials unless you request one. If you would like to receive a printed version of the proxy materials, free of charge, please follow the instructions on the Notice.

## Voting by Proxy

AbbVie's stockholders may vote their shares by telephone, the Internet, or at the Annual Meeting. If you vote by telephone or the Internet, you do not need to return your proxy card. The instructions for voting can be found on the Notice, on the website listed in the Notice, and, if you received one, on your proxy card. If you requested a printed version of the proxy card, you may also vote by mail.

## Revoking a Proxy

You may revoke your proxy by voting in person at the Annual Meeting or, at any time prior to the meeting:

- by delivering a written notice to the secretary of AbbVie,
- by delivering an authorized proxy with a later date, or
- by voting by telephone or the Internet after you have given your proxy.

## Discretionary Voting Authority

Unless otherwise specified in accordance with the instructions on the proxy, the persons named in the proxy will vote the shares of AbbVie common stock covered by proxies they receive to elect the 4 nominees named in Item 1 on the proxy card. If a nominee becomes unavailable to serve, the shares will be voted for a substitute designated by the board of directors or for fewer than 4 nominees if, in the judgment of the proxy holders, such action is necessary or desirable.

Where a stockholder has specified a choice for or against the proposals to be presented at the Annual Meeting or if the stockholder has chosen to abstain, the shares of AbbVie common stock represented by the proxy will be voted (or not voted) as specified. Where no choice has been specified, the proxy will be voted FOR the ratification of Ernst & Young LLP as auditors, FOR the approval of executive compensation, FOR the management proposal regarding the annual election of directors, and AGAINST each of the stockholder proposals.

The board of directors is not aware of any other issue which may properly be brought before the meeting. If other matters are properly brought before the meeting, the accompanying proxy will be voted in accordance with the judgment of the proxy holders.

## Quorum and Vote Required to Approve Each Item on the Proxy

A majority of the outstanding shares entitled to vote generally in the election of directors, represented in person or by proxy, constitutes a quorum. Directors are elected by stockholders in an uncontested election if a majority of the votes cast are “for” a director’s re-election at the Annual Meeting, excluding abstentions and broker non-votes. For other matters, the affirmative vote of a majority of the shares represented, in person or by proxy, at the meeting and entitled to vote on a matter shall be the act of the stockholders with respect to that matter, except for the management proposal regarding the annual election of directors, which requires the affirmative vote of shares representing not less than eighty percent (80%) of the outstanding shares of capital stock of AbbVie entitled to vote generally in the election of directors pursuant to Article XI of AbbVie’s Amended and Restated Certificate of Incorporation.

## Effect of Broker Non-Votes and Abstentions

A proxy submitted by an institution such as a broker or bank that holds shares for the account of a beneficial owner may indicate that all or a portion of the shares represented by that proxy are not being voted with respect to a particular matter. This could occur, for example, when the broker or bank is not permitted to vote those shares in the absence of instructions from the beneficial owner of the stock. These “non-voted shares” will be considered shares not present and, therefore, not entitled to vote on those matters, although these shares may be considered present and entitled to vote for other purposes. Brokers and banks have discretionary authority to vote shares in the absence of instructions on matters the New York Stock Exchange considers “routine,” such as the ratification of the appointment of the auditors. They do not have discretionary authority to vote shares in absence of instructions on “non-routine” matters. The election of directors, the advisory vote on the approval of executive compensation, the management proposal regarding the annual election of directors, and the stockholder proposals are considered “non-routine” matters. Non-voted shares will not affect the determination of the outcome of the vote on any matter to be decided at the meeting. Shares represented by proxies that are present and entitled to vote on a matter but which have elected to abstain from voting on that matter, other than the election of directors, will have the effect of votes against that matter.

## Inspectors of Election

The inspectors of election and the tabulators of all proxies, ballots, and voting tabulations that identify stockholders are independent and are not AbbVie employees.

## Cost of Soliciting Proxies

AbbVie will bear the cost of making solicitations from its stockholders and will reimburse banks and brokerage firms for out-of-pocket expenses incurred in connection with this solicitation. Proxies may be solicited by mail, telephone, Internet, or in person by directors, officers, or employees of AbbVie and its subsidiaries.

AbbVie has retained Georgeson Inc. to aid in the solicitation of proxies, at an estimated cost of \$19,500 plus reimbursement for reasonable out-of-pocket expenses.

## AbbVie Savings Plan

Participants in the AbbVie Savings Plan will receive voting instructions for their shares of AbbVie common stock held in the AbbVie Savings Plan Trust. The Trust is administered by both a trustee and an investment committee. The trustee is The Northern Trust Company. The members of the investment committee are William H.S. Preece, Tabettha A. Skarbek and Michael J. Thomas, employees of AbbVie. The voting power with respect to the shares is held by and shared between the investment committee and the participants. The investment committee must solicit voting instructions from the participants and follow the voting instructions it receives. The investment committee may use its own discretion with respect to those shares of AbbVie common stock for which no voting instructions are received.

# INFORMATION CONCERNING DIRECTOR NOMINEES (ITEM 1)

The board of directors consists of three classes with each class currently comprised of three directors and four directors standing for election in Class II. Directors of one class are elected each year for a term of three years. The Class II directors are presented for re-election to hold office until the expiration of their term at the 2020 annual meeting of stockholders and until their successors are elected and qualified or until their earlier death or resignation.

Directors are elected by stockholders if a majority of the votes cast are “for” a director’s re-election at the Annual Meeting, excluding abstentions and broker non-votes. For more information on the director majority vote standard, see AbbVie’s By-Laws as listed as an exhibit to AbbVie’s 2016 Annual Report on Form 10-K. All of the nominees, except Ms. Meyer, are currently serving as directors. Ms. Meyer was recommended for election by the nominations and governance committee.

## Class II—Directors Whose Terms Expire in 2017



**Robert J. Alpern, M.D.**

*Ensign Professor of Medicine, Professor of Internal Medicine, and Dean of Yale School of Medicine*  
Dr. Alpern has served as the Ensign Professor of Medicine, Professor of Internal Medicine, and Dean of Yale School of Medicine since June 2004. From July 1998 to June 2004, Dr. Alpern was the Dean of The University of Texas Southwestern Medical Center. Dr. Alpern also serves as a director of Abbott Laboratories and as a director on the Board of Yale-New Haven Hospital.

**Committees:**  
Nominations &  
Governance  
Public Policy

**Director since: 2013**  
**Age: 66**

**Key Contributions to the Board:** As the Ensign Professor of Medicine, Professor of Internal Medicine, and Dean of Yale School of Medicine, Dean of The University of Texas Southwestern Medical Center, and as a director on the Board of Yale-New Haven Hospital, Dr. Alpern contributes valuable insights to the board through his medical and scientific expertise and his knowledge of the health care environment and the scientific nature of AbbVie’s key research and development initiatives.



**Edward M. Liddy**

*Retired Chairman & CEO, The Allstate Corporation*

Mr. Liddy served as a partner in the private equity investment firm Clayton, Dubilier & Rice, LLC from January 2010 to December 2015. At the request of the Secretary of the U.S. Department of the Treasury, Mr. Liddy served as interim chairman and chief executive officer of American International Group, Inc. (AIG), a global insurance and financial services holding company, from September 2008 to August 2009. From January 1999 to April 2008, Mr. Liddy served as chairman of the board of The Allstate Corporation (insurance). He served as chief executive officer of Allstate from January 1999 to December 2006, president from January 1995 to May 2005, and chief operating officer from August 1994 to January 1999. Mr. Liddy currently serves on the board of directors of Abbott Laboratories, 3M Company, and The Boeing Company.

**Committees:**  
Compensation  
Public Policy

**Director since: 2013**  
**Age: 71**

**Key Contributions to the Board:** Mr. Liddy’s executive leadership at Allstate and AIG and his board service at several Fortune 100 companies enable him to provide our board with valuable insights on corporate strategy, risk management, corporate governance and other issues facing large, global enterprises. Additionally, as a former chief financial officer, audit committee chair at Goldman Sachs and 3M, and a private equity firm partner, Mr. Liddy provides our board with significant knowledge and understanding of corporate finance, capital markets, financial reporting and accounting matters.



### Melody B. Meyer

*President of Melody Meyer Energy, LLC*

Ms. Meyer is president of Melody Meyer Energy, LLC, a private consulting firm, a position she has held since June 2016. From March 2011 to April 2016, Ms. Meyer served as the president of Chevron Asia Pacific Exploration and Production Company. She previously served as president of Chevron Energy Technology Company from 2008 to 2011, in addition to various other roles over her thirty-seven year career at Chevron.

**Director Nominee**

**Age: 59**

**Key Contributions to the Board:** As a result of her tenure at Chevron, Ms. Meyer has acquired operational, management, strategic planning, and financial expertise with extensive global experience and provides an informed perspective on financial and operational matters faced by a complex international company.



### Frederick H. Waddell

*Chairman of the Board and Chief Executive Officer of Northern Trust Corporation and The Northern Trust Company*

Mr. Waddell has served as the chief executive officer of Northern Trust Corporation and The Northern Trust Company since January 2008 and as chairman of the board since November 2009. He served as president from February 2006 through September 2011 and from October to December 2016, and as chief operating officer from February 2006 to January 2008. Mr. Waddell served as a board member of Northern Trust from February 2006 to November 2009 prior to becoming the chairman of the board.

**Committees:**

Audit

Compensation

**Director since: 2013**

**Age: 63**

**Key Contributions to the Board:** As chairman and chief executive officer of Northern Trust Corporation and The Northern Trust Company, Mr. Waddell possesses broad financial services experience with a strong record of leadership in a highly regulated industry.

## Class III—Directors Whose Terms Expire in 2018



### Roxanne S. Austin

*President, Austin Investment Advisors*

Ms. Austin is president of Austin Investment Advisors, a private investment and consulting firm, a position she has held since 2004. From July 2009 through July 2010, Ms. Austin also served as the president and chief executive officer of Move Networks, Inc., a provider of Internet television services. Ms. Austin previously served as president and chief operating officer of DIRECTV, Inc. Ms. Austin also previously served as executive vice president and chief financial officer of Hughes Electronics Corporation and as a partner of Deloitte & Touche LLP. Ms. Austin is also a director of Abbott Laboratories, Target Corporation, and Teledyne Technologies, Inc. Ms. Austin also served as a director of Telefonaktiebolaget LM Ericsson from 2008 to 2016.

**Committees:**

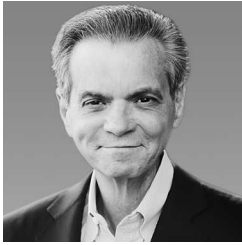
Audit

Compensation

**Director since: 2013**

**Age: 56**

**Key Contributions to the Board:** Through her extensive management and operating roles, including her financial roles, Ms. Austin contributes significant oversight and leadership experience, including financial expertise and knowledge of financial statements, corporate finance and accounting matters.



**Richard A. Gonzalez**

*Chairman of the Board and Chief Executive Officer, AbbVie Inc.*

Mr. Gonzalez is the chairman and chief executive officer of AbbVie. He served as Abbott's executive vice president of the pharmaceutical products group from July 2010 to December 2012, and was responsible for Abbott's worldwide pharmaceutical business, including commercial operations, research and development, and manufacturing. He also served as president, Abbott Ventures Inc., Abbott's medical technology investment arm, from 2009 to 2011. Mr. Gonzalez joined Abbott in 1977 and held various management positions before briefly retiring in 2007, including: Abbott's president and chief operating officer; president, chief operating officer of Abbott's Medical Products Group; senior vice president and president of Abbott's former Hospital Products Division; vice president and president of Abbott's Health Systems Division; and divisional vice president and general manager for Abbott's Diagnostics Operations in the United States and Canada.

**Director since: 2013**  
**Age: 63**

**Key Contributions to the Board:** As a result of his service as Abbott's executive vice president, Pharmaceutical Products Group, his previous service as Abbott's president and chief operating officer and his more than 30-year career at Abbott, Mr. Gonzalez has developed valuable business, management and leadership experience, as well as extensive knowledge of AbbVie and its global operations. Mr. Gonzalez's experience and knowledge enable him to contribute to AbbVie's board key insights into strategic, management, and operational matters.



**Glenn F. Tilton**

*Retired Chairman and Chief Executive Officer of the UAL Corporation*

Mr. Tilton was chairman of the Midwest for JPMorgan Chase & Co. from 2011 until his retirement in 2014. From October 2010 to December 2012, Mr. Tilton also served as the non-executive chairman of the board of United Continental Holdings, Inc. From September 2002 to October 2010, he served as chairman, president and chief executive officer of UAL Corporation, and chairman and chief executive officer of United Air Lines, Inc., its wholly owned subsidiary. Prior to becoming the vice chairman of Chevron Texaco following the merger of Texaco Inc. and Chevron Corp., Mr. Tilton enjoyed a 30-year multi-disciplinary career with Texaco Inc., culminating in his election as chairman and chief executive officer. Mr. Tilton is also a director of Abbott Laboratories and Phillips 66. Mr. Tilton also served on the board of directors of Lincoln National Corporation from 2002 to 2007, of TXU Corporation from 2005 to 2007, of Corning Incorporated from 2010 to 2012, and of United Continental Holdings, Inc. from 2010 to 2012.

**Committees:**  
Compensation  
Nominations &  
Governance

**Lead Independent  
Director**

**Director since: 2013**  
**Age: 68**

**Key Contributions to the Board:** As chairman of the Midwest for JPMorgan Chase & Co. and having previously served as non-executive chairman of the board of United Continental Holdings, Inc., and chairman, president, and chief executive officer of UAL Corporation and United Air Lines, vice chairman of Chevron Texaco and as interim chairman of Dynegy, Inc., Mr. Tilton acquired strong management experience overseeing complex multinational businesses operating in highly regulated industries, as well as expertise in finance and capital markets matters. His experience as non-executive chairman of the board of United Continental Holdings, Inc. also enhances his contributions as AbbVie's lead independent director.

## Class I—Directors Whose Terms Expire in 2019



**William H.L. Burnside**

*Retired Senior Vice President and Director at The Boston Consulting Group*

Mr. Burnside is a retired senior vice president and director at The Boston Consulting Group (BCG), where he currently serves as an advisor. Prior to becoming managing partner of BCG's Los Angeles office in 1987, he worked in BCG's London and Chicago offices, servicing clients in telecommunications, media, defense, financial services, and manufacturing. Mr. Burnside is a director at Audubon California.

**Committees:**

Audit  
Nominations &  
Governance

**Director since: 2013**

**Age: 65**

**Key Contributions to the Board:** Through his experience with The Boston Consulting Group, Mr. Burnside acquired knowledge and understanding of corporate finance and capital markets matters, as well as global and domestic strategic advisory experience across a broad base of industries.



**Brett J. Hart**

*Executive Vice President and General Counsel, United Continental Holdings, Inc.*

Mr. Hart is the executive vice president and general counsel of United Continental Holdings, Inc. (UAL) and United Airlines, Inc. since February 2012. Mr. Hart also served as acting chief executive officer of UAL and United Airlines, Inc. from October 2015 to March 2016. From December 2010 to February 2012, he served as senior vice president, general counsel and secretary of UAL, United and Continental. From June 2009 to December 2010, Mr. Hart served as executive vice president, general counsel and corporate secretary at Sara Lee Corporation.

**Committees:**

Nominations &  
Governance  
Public Policy

**Director since: 2016**

**Age: 47**

**Key Contributions to the Board:** As an executive vice president and general counsel for two large public companies with international operations and having served as an acting CEO, Mr. Hart contributes operational and strategic acumen with expertise in risk management, legal strategic matters, government and regulatory affairs, customer and external facing matters, corporate governance, and compliance.



**Edward J. Rapp**

*Retired Group President for Resource Industries of Caterpillar Inc.*

Mr. Rapp served as the Caterpillar Inc. group president for resource industries from 2014 until his retirement in mid-2016. He previously served at Caterpillar as group president based in Singapore in 2013 and 2014 and as the chief financial officer from 2010 to 2013, and he was named a group president in 2007. Mr. Rapp is presently a board member for FM Global. He is currently a member of the University of Missouri College of Business Strategic Development Board.

**Committees:**

Audit  
Public Policy

**Director since: 2013**

**Age: 59**

**Key Contributions to the Board:** As a result of his tenure as group president and chief financial officer at Caterpillar Inc., Mr. Rapp has acquired management, operational, and financial expertise with extensive global experience and provides the board with an informed perspective on financial and operational matters faced by a complex international company.



# THE BOARD OF DIRECTORS AND ITS COMMITTEES

## The Board of Directors

The board of directors held eleven meetings in 2016. The average attendance of all incumbent directors at board and committee meetings in 2016 was ninety-six percent and each director attended at least seventy-five percent of the total number of board meetings and meetings of the committees on which he or she served. AbbVie encourages its board members to attend the annual stockholder meeting. All of AbbVie's directors attended the 2016 annual stockholder meeting.

The board has determined that each of the following individuals is independent in accordance with the New York Stock Exchange (NYSE) listing standards: Dr. Alpern, Ms. Austin, Mr. Burnside, Mr. Hart, Mr. Liddy, Ms. Meyer, Mr. Rapp, Mr. Tilton, and Mr. Waddell. To determine independence, the board applied the AbbVie Inc. director independence guidelines. The board also considered whether a director has any other material relationships with AbbVie or its subsidiaries and concluded that none of these directors had a relationship that impaired the director's independence. This included consideration of the fact that some of the directors are officers or serve on boards of companies or entities to which AbbVie sold products or made contributions or from which AbbVie purchased products and services during the year. This also included consideration of the fact that some of the directors serve on the board of Abbott Laboratories (Abbott), AbbVie's former parent. In making its determination, the board relied on both information provided by the directors and information developed internally by AbbVie.

The board has risk oversight responsibility for AbbVie and administers this responsibility both directly and with assistance from its committees.

The board has determined that the current leadership structure, in which the offices of chairman of the board and chief executive officer are held by one individual and the chair of the nominations and governance committee is appointed to be the lead director, ensures the appropriate level of oversight, independence, and responsibility is applied to all board decisions, including risk oversight, and is in the best interests of AbbVie and its stockholders. The lead independent director is chosen by and from the independent members of the board of directors.

The lead independent director responsibilities include:

1. facilitates communication with the board and presides over regularly conducted executive sessions of the independent directors or sessions where the chairman of the board is not present;
2. reviews and approves matters, such as agenda items, schedule sufficiency, and, where appropriate, information provided to other board members;
3. serves as the liaison between the chairman of the board and the independent directors;
4. has the authority to call meetings of the independent directors;
5. if requested by major stockholders, ensures that he or she is available for consultation and direct communication as needed; and
6. performs such other duties as the board may determine from time to time.

All directors are encouraged to, and in fact do, consult with the chairman on each of the above topics, as well. The lead director, and each of the other directors, communicates regularly with the chairman of the board and chief executive officer regarding appropriate agenda topics and other board related matters.

AbbVie directors have backgrounds that when combined provide a portfolio of experience and knowledge that serve AbbVie's governance and strategic needs. Director nominees are considered based on a range of criteria including broad-based business knowledge and relationships, prominence and excellent reputations in their primary fields of endeavor, as well as a global business perspective and commitment to good corporate citizenship, and ability to commit sufficient time and attention to the activities of the board. They must have demonstrated experience and ability that is relevant to the board's oversight role with respect to AbbVie's business and affairs. They must also be able and willing to represent the stockholders' economic interests and satisfy their fiduciary duties to stockholders without conflicts of interest. For more details on director qualifications, please see Exhibit A to AbbVie's Governance Guidelines.

Each year, the board conducts a self-evaluation to determine whether it and its committees are functioning effectively. The full board discusses the evaluation reports to determine what, if any, action should be undertaken to improve board and committee performance.

In the process of identifying nominees to serve as a member of the board of directors, the nominations and governance committee considers the board's diversity of ethnicity, gender, and geography and assesses the effectiveness of the process in achieving that diversity.

Each director's biography includes the particular experience and qualifications that led the board to conclude that the director should serve on the board. The directors' biographies are in the section of this proxy statement captioned "Information Concerning Director Nominees."

The following table highlights our directors' skills and experience. The skills identified below are considered by nominations and governance committee to be the most relevant to the board's oversight role with respect to AbbVie's business and affairs and to drive our culture of innovation and responsibility. The specific importance of each skill also is noted.

Such skills include, among others:







- **Healthcare Industry**—Relevant to an industry understanding and review of our business and strategy for continued innovation.
- **Leadership**—For a board that can successfully advise and oversee the company's business performance and represent stockholders interests.
- **Global Business and Strategy**—For oversight of a complex global organization like AbbVie to successfully advise and oversee the strategic development and direction of the company.
- **Corporate Governance and Public Company Board**—Ensuring directors have background and knowledge to perform oversight and governance roles.
- **Finance or Accounting**—Enabling our directors to analyze our financial statements, oversee our capital structure, and consider financial transactions.
- **Government Relations and Regulatory**—For an understanding of the complex regulatory and governmental environment in which our business operates.

## Director Skills, Knowledge and Experience Matrix

	Healthcare Industry	Leadership	Global Business and Strategy	Corporate Governance and Public Company Board	Finance or Accounting	Government Relations and Regulatory
Dr. Alpern	✓	✓	✓	✓		✓
Ms. Austin	✓	✓	✓	✓	✓	✓
Mr. Gonzalez	✓	✓	✓	✓	✓	✓
Mr. Burnside		✓	✓	✓	✓	✓
Mr. Hart		✓	✓	✓		✓
Mr. Liddy	✓	✓	✓	✓	✓	✓
Ms. Meyer		✓	✓		✓	✓
Mr. Rapp		✓	✓		✓	✓
Mr. Tilton	✓	✓	✓	✓	✓	✓
Mr. Waddell		✓	✓	✓	✓	✓

### Committees of the Board of Directors

The board of directors has five committees established in AbbVie's By-Laws: the audit committee, compensation committee, nominations and governance committee, public policy committee, and executive committee. Each of the members of the audit committee, compensation committee, nominations and governance committee, and public policy committee is independent. Mr. Tilton serves as AbbVie's lead independent director.

	Audit Committee	Compensation Committee	Nominations and Governance Committee	Public Policy Committee
R. Alpern			Member	Member
R. Austin 	Chairperson	Member		
W. Burnside	Member		Member	
B. Hart			Member	Member
E. Liddy		Chairperson		Member
E. Rapp	Member			Chairperson
G. Tilton 		Member	Chairperson	
F. Waddell	Member	Member		
Number of meetings	6	3	4	4
	 Lead Director	 Chairperson	 Member	 Financial Expert

### Audit Committee

The audit committee is governed by a written charter. This committee assists the board of directors in fulfilling its oversight responsibility with respect to AbbVie's accounting and financial reporting practices and the audit process, the quality and integrity of AbbVie's financial statements, the independent auditors' qualifications, independence, and

performance, the performance of AbbVie’s internal audit function and internal auditors, certain areas of legal and regulatory compliance, and enterprise risk management. Each of the members of the audit committee is financially literate, as required of audit committee members by the NYSE, and the independence requirements set forth in Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The board of directors has determined that Ms. Austin, the committee’s chairperson, is an “audit committee financial expert.”

### Compensation Committee

The compensation committee is governed by a written charter. This committee assists the board of directors in carrying out the board’s responsibilities relating to the compensation of AbbVie’s executive officers and directors. The compensation committee annually reviews the compensation paid to the directors and gives its recommendations to the full board regarding both the amount of director compensation that should be paid and the allocation of that compensation between equity-based awards and cash. In recommending director compensation, the compensation committee takes into account director fees paid by companies in AbbVie’s Health Care Peer Group and reviews any arrangement that could be viewed as indirect director compensation. The processes and procedures used for the consideration and determination of executive compensation are described in the “Compensation Discussion and Analysis” section of this proxy statement. The committee also reviews, approves, and administers the incentive compensation plans in which the AbbVie executive officers participate and all of AbbVie’s equity-based plans. It may delegate the responsibility to administer and make grants under these plans to management, except to the extent that such delegation would be inconsistent with applicable law or regulations or with the listing rules of the New York Stock Exchange. The compensation committee has the sole authority, under its charter, to select, retain and/or terminate independent advisors who may assist the committee in carrying out its responsibilities. The compensation committee reviews and discusses with management and its independent compensation advisor potential risks associated with AbbVie’s compensation policies and practices as discussed in the “Compensation Risk Assessment” section of this proxy statement. Each member of the committee qualifies as a “non-employee director” for purposes of Rule 16b-3 under the Exchange Act and as an “outside director” for purposes of Internal Revenue Code Section 162(m).

The committee has engaged Compensation Advisory Partners (CAP) as its independent compensation consultant. The independent compensation consultant provides counsel and advice to the committee on executive and non-employee director compensation matters. CAP, and its principal, report directly to the chair of the committee. The principal meets regularly, and as needed, with the committee in executive sessions, and has direct access to the committee chair during and between meetings. The committee determines what variables it will instruct CAP to consider, including: peer groups against which performance and pay should be examined, metrics to be used in incentive plans to assess AbbVie’s performance, competitive short- and long-term incentive practices in the marketplace, and compensation levels relative to market benchmarks. The committee negotiates and approves all fees paid to CAP for these services. AbbVie did not engage CAP to perform any other services during 2016.

Based on an assessment of internally developed information and information provided by CAP, the committee has determined that its independent compensation advisor does not have a conflict of interest. A copy of the compensation committee report is included in the “Compensation Committee Report” section of this proxy statement.

### Nominations and Governance Committee

The nominations and governance committee is governed by a written charter. This committee assists the board of directors in identifying individuals qualified to become board members and recommends to the board the nominees for election as directors at the next annual meeting of stockholders, recommends to the board the persons to be elected as executive officers of AbbVie, recommends to the board the corporate governance guidelines applicable to AbbVie, oversees the evaluation of the board and management, and serves in an advisory capacity to the board and the chairman of the board on matters of organization, management succession plans, major changes in the organizational structure of AbbVie, and the conduct of board activities. The process used by this committee to identify a nominee to serve as a member of the board of directors depends on the qualities being sought, as described on pages 14-15. From time to time, AbbVie engages an executive search firm to assist the committee in identifying individuals qualified to be board members.

## Public Policy Committee

The public policy committee is governed by a written charter. This committee assists the board of directors in fulfilling its oversight responsibility with respect to AbbVie's public policy, certain areas of legal and regulatory compliance, and governmental affairs and health care compliance matters that affect AbbVie by discharging the responsibilities set forth in its charter.

## Executive Committee

The executive committee members are Mr. Gonzalez, chair, Ms. Austin, Mr. Liddy, Mr. Rapp, and Mr. Tilton. This committee may exercise all of the authority of the board in the management of AbbVie, except for matters expressly reserved by law for board action.

## Communicating with the Board of Directors

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Stockholders and other interested parties may communicate with the board of directors by writing a letter to the chairman of the board, to the lead director, or to the independent directors c/o AbbVie Inc., 1 North Waukegan Road, AP34, North Chicago, Illinois 60064, Attention: corporate secretary. The corporate secretary regularly forwards to the addressee all letters other than mass mailings, advertisements, and other materials not relevant to AbbVie's business. In addition, directors regularly receive a log of all correspondence received by the company that is addressed to a member of the board and may request any correspondence on that log.

## DIRECTOR COMPENSATION

AbbVie employees are not compensated for serving on the board or board committees. AbbVie's non-employee directors are compensated for their service under the AbbVie Non-Employee Directors' Fee Plan and the AbbVie 2013 Incentive Stock Program. As described in "Committees of the Board of Directors—Compensation Committee," director compensation is reviewed annually by the compensation committee with the independent compensation consultant, including a review of director compensation against AbbVie's Health Care Peer Group, and a recommendation is then provided to the full board.

The following table sets forth the non-employee directors' 2016 compensation.

Name	Fees Earned or Paid in Cash \$(1)	Restricted Stock Unit Awards \$(2)	Option Awards \$(3)	Change in Pension Value and Nonqualified Deferred Compensation Earnings \$(4)	All Other Compensation \$(5)	Total (\$)
R. Alpern	\$113,750	\$184,983	\$0	\$16,319	\$25,000	\$340,052
R. Austin	135,833	184,983	0	0	0	320,816
W. Burnside	119,750	184,983	0	0	25,000	329,733
B. Hart	61,250	184,983	0	0	25,000	271,233
E. Liddy	130,417	184,983	0	0	6,604	322,004
E. Rapp	131,417	184,983	0	0	25,000	341,400
R. Roberts	57,500	0	0	0	28,847	86,347
G. Tilton	145,000	184,983	0	0	25,000	354,983
F. Waddell	119,750	184,983	0	0	25,000	329,733

(1) Under the AbbVie Non-Employee Directors' Fee Plan as in effect until the 2016 annual meeting of stockholders, non-employee directors earned \$10,500 for each month of service as a director and \$1,000 for each month of service as a chair of a board committee, other than the chair of the audit committee. The chair of the audit committee received \$1,500 for each month of service as a chair of that committee and the other members of the audit committee received \$500 for each month of service as a committee member. The Non-Employee Directors' Fee Plan was amended in 2016 to adjust certain components of the program based on recommendations of the compensation committee's independent compensation consultant following review of AbbVie's Health Care Peer Group market practices and trends. Under the amended Non-Employee Directors' Fee Plan, effective as of the 2016 annual meeting of stockholders, non-employee directors earn \$105,000 per year for service as a director and \$20,000 per year for service as a chair of a board committee, other than the chair of the audit committee. The chair of the audit committee receives \$25,000 per year for service as chair of that committee and the other members of the audit committee receive \$500 for each month of service as a committee member. The non-employee director and committee fees are earned monthly for each calendar month or portion thereof that the director holds the position, excluding the month in which the director is first elected to the position.

Fees earned under the AbbVie Non-Employee Directors' Fee Plan are, at the director's election, paid in cash, delivered in the form of vested non-qualified stock options (based on an independent appraisal of their fair value),

deferred until retirement (as an unfunded AbbVie obligation), or paid currently into an individual grantor trust established by an eligible director. The distribution of deferred fees and amounts held in a director's grantor trust generally commences at the later of when the director reaches age 65 or upon retirement from the board of directors. Fees deposited in a trust may be credited to a stock equivalent account that earns the same return as if the fees were invested in AbbVie stock or to a guaranteed interest account. If necessary, AbbVie contributes funds to a director's trust so that as of year-end the stock equivalent account balance (net of taxes) is not less than seventy-five percent of the market value of the related AbbVie common stock at year end.

- (2) The amounts in this column represent the aggregate grant date fair value of the restricted stock unit awards granted during 2016, determined in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718. AbbVie determines the grant date fair value of the awards by multiplying the number of units granted by the average of the high and low market prices of one share of AbbVie common stock on the award grant date.

In addition to the fees described in footnote (1), each non-employee director elected to or serving on the board of directors at the 2016 annual stockholder meeting received under the AbbVie 2013 Incentive Stock Program vested restricted stock units with a target grant date value of \$185,000. In 2016, this equated to 2,974 restricted stock units (after rounding the award down to the nearest whole unit), with a reportable value of \$184,983. The non-employee directors receive cash payments equal to the dividends paid on the shares covered by the units at the same rate as other stockholders, but do not otherwise have access to the restricted stock units during their board service. Upon termination or retirement from the board, death, or a change in control of the company, a non-employee director will receive one common share for each restricted stock unit outstanding under the Incentive Stock Program.

The following AbbVie restricted stock units were outstanding as of December 31, 2016: R. Alpern, 19,019; R. Austin, 26,682; W. Burnside, 10,460; B. Hart, 2,974; E. Liddy, 14,446; E. Rapp, 10,460; G. Tilton, 22,666; F. Waddell, 10,460. These numbers include, where applicable, AbbVie restricted stock units issued with respect to Abbott Laboratories restricted stock units outstanding when AbbVie separated from Abbott on January 1, 2013.

- (3) No AbbVie stock options were outstanding as of December 31, 2016.
- (4) The totals in this column include reportable interest credited under the AbbVie Non-Employee Directors' Fee Plan during 2016.
- (5) Charitable contributions made by AbbVie's non-employee directors are eligible for a matching contribution (up to \$25,000 annually). For 2016 contributions, the AbbVie Foundation made charitable matching contributions on behalf of the following AbbVie directors: R. Alpern, \$25,000; W. Burnside, \$25,000; B. Hart, \$25,000; E. Liddy, \$5,000; E. Rapp, \$25,000; R. Roberts \$25,000; G. Tilton, \$25,000; F. Waddell, \$25,000. This column also includes reimbursement for certain taxes.

# SECURITIES OWNERSHIP

## Securities Ownership of Executive Officers and Directors

The table below reflects the number of shares of AbbVie common stock beneficially owned as of January 31, 2017, by each director, the chief executive officer, the chief financial officer, and the three other most highly paid executive officers (NEOs), and by all directors and executive officers of AbbVie as a group. It also reflects the number of stock equivalent units and restricted stock units held by non-employee directors under the AbbVie Non-Employee Directors' Fee Plan.

Name	Shares Beneficially Owned <sup>(1)(2)(3)</sup>	Stock Options Exercisable within 60 days of January 31, 2017	Stock Equivalent Units
R. Gonzalez	339,631	656,296	0
R. Alpern	19,019	0	5,194
R. Austin	33,526	0	0
W. Burnside	10,460	0	0
B. Hart	2,974	0	0
E. Liddy	15,581	0	16,772
M. Meyer	0	0	0
E. Rapp	12,960	0	10,331
G. Tilton	30,411	0	26,342
F. Waddell	12,460	0	0
W. Chase	172,871	404,517	0
L. Schumacher	141,159	414,413	0
H. Gosebruch	78,104	27,987	0
M. Severino	143,282	149,856	0
All directors and executive officers as a group <sup>(4)</sup>	1,336,412	2,243,498	58,639

(1) The table includes shares held in the executive officers' accounts in the AbbVie Savings Plan as follows: all executive officers as a group, 2,788. Each executive officer has shared voting power and sole investment power with respect to the shares held in his or her account.

(2) The table includes restricted stock units held by the non-employee directors. The directors' units are payable in stock as described in footnote (2) to the Director Compensation table.

(3) The table includes shared voting and/or investment power over shares as follows: R. Gonzalez, 5,050; G. Tilton, 350; W. Chase, 501; and all directors and executive officers as a group, 49,374.

(4) The directors and executive officers as a group own less than one percent of the outstanding shares of AbbVie.



## Securities Ownership of Principal Stockholders

The table below reports the number of shares of AbbVie common stock beneficially owned as of December 31, 2016 by Capital Research Global Investors, BlackRock, Inc. and The Vanguard Group (directly or through subsidiaries), respectively, the only persons known to AbbVie to own beneficially more than 5% of AbbVie's outstanding common stock. It is based on information contained in Schedules 13G filed with the Securities and Exchange Commission by Capital Research Global Investors on February 13, 2017, by BlackRock, Inc. on January 19, 2017, and by The Vanguard Group on February 9, 2017. Capital Research Global Investors reported that it had sole voting power with respect to 174,963,752 shares, shared voting power with respect to 0 shares, sole dispositive power with respect to 174,963,752 shares and shared dispositive power with respect to 0 shares. The Vanguard Group reported that it had sole voting power with respect to 2,548,785 shares, shared voting power with respect to 295,907 shares, sole dispositive power with respect to 106,722,611 shares and shared dispositive power with respect to 2,814,152 shares. BlackRock, Inc. reported that it had sole voting power with respect to 78,355,516 shares, shared voting power with respect to 14,485 shares, sole dispositive power with respect to 92,404,082 shares and shared dispositive power with respect to 14,485 shares.

Name and Address of Beneficial Owner	Shares Beneficially Owned	Percent of Class
Capital Research Global Investors 333 South Hope Street Los Angeles, CA 90071	174,963,752	10.7%
The Vanguard Group 100 Vanguard Boulevard Malvern, PA 19355	109,536,763	6.74%
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	92,418,567	5.7%

# EXECUTIVE COMPENSATION

## Compensation Discussion and Analysis

This Compensation Discussion and Analysis (CD&A) describes the pay philosophy established for AbbVie’s named executive officers (NEOs), the design of our compensation programs, the process used to examine performance in the context of executive pay decisions, and the performance goals and results for each NEO:

<b>Richard A. Gonzalez</b>	Chairman of the Board and Chief Executive Officer
<b>William J. Chase</b>	Executive Vice President, Chief Financial Officer
<b>Laura J. Schumacher</b>	Executive Vice President, External Affairs, General Counsel and Corporate Secretary
<b>Henry O. Gosebruch</b>	Executive Vice President, Chief Strategy Officer
<b>Michael E. Severino</b>	Executive Vice President, Research & Development and Chief Scientific Officer

Although we describe our programs in the context of the NEOs, it is important to note that our programs generally have broad eligibility and therefore in most cases apply to employee populations outside the NEO group as well.

### CD&A Table of Contents

The CD&A is organized as follows:

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## I. Executive Summary

### *Compensation Philosophy*

At AbbVie, the board of directors and management believe a well-designed compensation program should align executive interests with the drivers of stockholder returns and profitable growth, support achievement of the company's primary business goals, and attract and retain world-class executives whose talents and contributions sustain the growth in long-term stockholder value. The board believes it has implemented a compensation program that appropriately balances short- and long-term strategic objectives and directly links compensation to stockholder value with more than three-fourths of the total direct compensation paid to NEOs tied to performance.

### *Business Overview*

AbbVie was created in 2013 following separation from Abbott Laboratories. AbbVie's products are focused on treating conditions such as chronic autoimmune diseases in rheumatology, gastroenterology and dermatology; oncology, including blood cancers; virology, including hepatitis C virus and human immunodeficiency virus; neurological disorders, such as Parkinson's disease and multiple sclerosis; metabolic diseases, including thyroid disease and complications associated with cystic fibrosis; as well as other serious health conditions.

Our pipeline includes more than 50 compounds or indications in development across important medical specialties such as immunology, virology, oncology and neuroscience, with additional targeted investment in cystic fibrosis and women's health.

*Business Performance Highlights*

AbbVie has Delivered Robust Financial Results since Separation

Performance from 2013 Inception to 2016 Year End	
<b>10.8%</b>	<b>Adjusted net revenues – compound annual growth rate*</b>
<b>15.4%</b>	<b>Adjusted diluted earnings per share – compound annual growth rate*</b>
<b>+600 Basis points</b>	<b>Operating margin expansion, adjusted*</b> Committed to driving an adjusted operating margin profile of greater than 50 percent by 2020
<b>111.4%</b>	<b>4-year total stockholder return</b>
<b>\$48BN</b>	<b>Increase in market capitalization</b> Added significant stockholder value
<b>60%</b>	<b>Increase in quarterly dividend</b> Raised quarterly dividend to \$0.64 per share from \$0.40 per share at inception
<b>50+</b>	<b>Active clinical development programs</b> More than 20 new products or indications in late-stage development or under regulatory review

The measures set forth above were calculated as of December 31, 2016.

\* Net revenues, diluted earnings per share and operating margin are adjusted to exclude certain specified items and are non-GAAP numbers, which are reconciled in Appendix B.

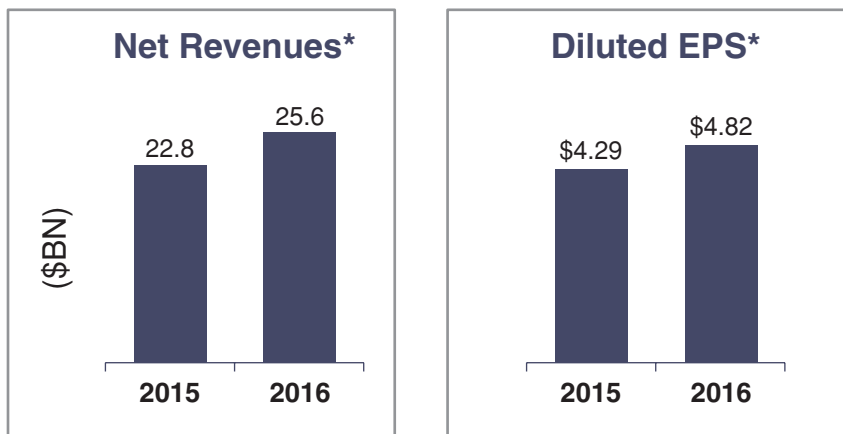
AbbVie has delivered a strong compound annual growth rate (CAGR) since inception on adjusted net revenues and adjusted diluted earnings per share (EPS), placing AbbVie in the top quartile of its Health Care Peer Group. Additionally, AbbVie has been committed to a robust return of capital to stockholders with an increase of 60% in its dividend since 2013 as part of a balanced and disciplined capital allocation program. AbbVie's total stockholder return (TSR) since inception of 111.4% also places AbbVie among the top of its Health Care Peer Group, and more than 40 percentage points above the Standard & Poor's 500 Index and more than 65 percentage points above the NYSE Arca Pharmaceutical Index over the same time period.

## AbbVie also Delivered Strong Business Performance in 2016

AbbVie has built a strong foundation for its business and 2016 was an exceptional year, as evidenced by a number of 2016 business highlights:

- **Net Revenues:** AbbVie reported 2016 full-year net revenues of \$25.6 billion on a GAAP basis and adjusted net revenues of \$25.6 billion, an increase of 13.3% over 2015, excluding the impact of foreign exchange. This reflects top-tier growth, third in AbbVie's Health Care Peer Group.
- **Operating Margins:** In 2016, AbbVie expanded its operating margin to 36.6% on a GAAP basis or 42.4% of net revenues on an adjusted basis, and reported gross margin of 77.2% on a GAAP basis or 81.2% of net revenues on an adjusted basis. Excluding the incremental R&D investment related to acquisitions in 2016 and an unfavorable impact from foreign exchange, the adjusted operating margin was 45.9% in 2016.
- **Earnings Per Share:** AbbVie reported full-year diluted EPS of \$3.63 on a GAAP basis and adjusted diluted EPS of \$4.82, up 12.4%. This reflects top-tier growth, third in AbbVie's Health Care Peer Group. AbbVie provided 2017 GAAP diluted EPS guidance in the range of \$4.55 to \$4.65 and adjusted diluted EPS guidance in the range of \$5.44 to \$5.54, reflecting growth of nearly 14% at the midpoint.
- **Humira Sales:** AbbVie delivered global Humira sales of \$16.1 billion, an increase of 14.7% on a reported basis over 2015, or 16.1% excluding the impact of foreign exchange. Humira's performance was driven by continued market penetration across therapeutic categories and geographies.
- **Imbruvica Net Revenue:** In 2016, global Imbruvica net revenue exceeded \$1.8 billion, with performance driven by market share growth following Imbruvica's approval as a first line treatment for patients with chronic lymphocytic leukemia (CLL).
- **Business Development:** AbbVie acquired Stemcentrx and its lead late-stage asset, rovalpituzumab tesirine (Rova-T), further strengthening AbbVie's oncology portfolio by providing a highly attractive platform in solid tumors. AbbVie also entered into a collaboration with Boehringer Ingelheim to develop and commercialize risankizumab, an anti-IL-23 monoclonal antibody that has the potential to be a transformative therapy in a number of immune-mediated diseases.
- **Regulatory Milestones:** AbbVie also achieved a number of regulatory milestones in markets worldwide for several key products, including U.S. Food and Drug Administration (FDA) and European Medicines Agency (EMA) approvals for several new products, including Venclexta™ for relapsed/refractory chronic lymphocytic leukemia (CLL) patients with 17p deletion, Zinbryta™ for relapsing forms of multiple sclerosis and Empliciti™ for the treatment of multiple myeloma, as well as new indications for Humira and Imbruvica.
- **Pipeline Development:** With a record number of programs in mid- and late-stage development, AbbVie made significant pipeline advancements in 2016, such as regulatory application submissions for the company's pan-genotypic next-generation HCV combination and Imbruvica for marginal zone lymphoma.

The graphs below illustrate AbbVie's growth of net revenue and diluted EPS in 2016 versus 2015.



\* Net revenues and diluted earnings per share are adjusted for specified items, including the impact of intangible asset amortization, and are non-GAAP numbers, which are reconciled in Appendix B. Adjusted net revenues exclude specified items, as described in Appendix B.

### 2016 Performance

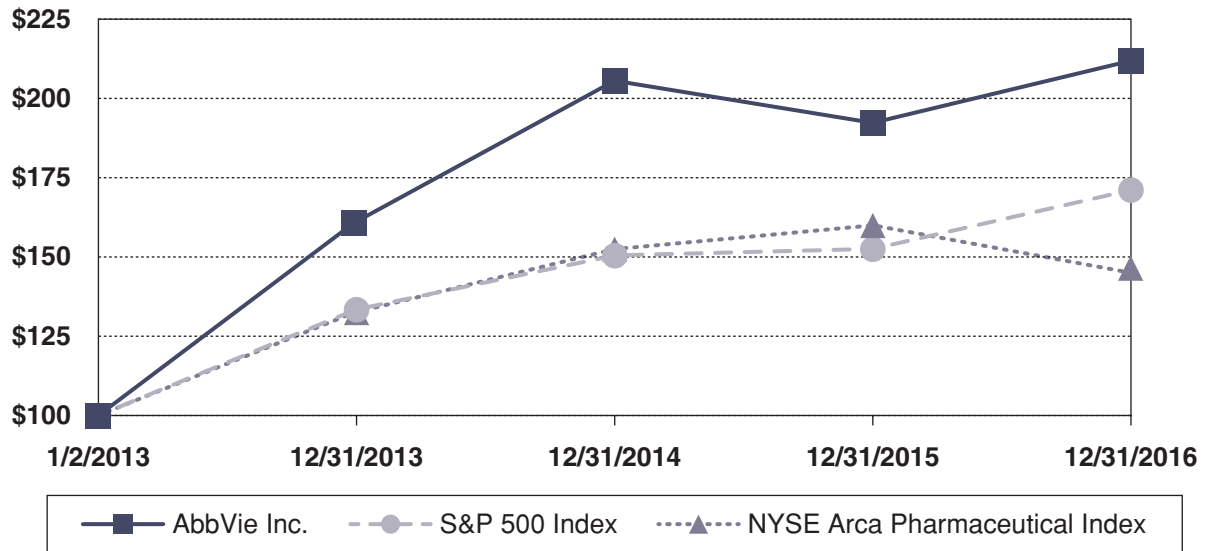
AbbVie is in the top tier of its peers on several financial measures. The chart below outlines AbbVie's performance relative to its Health Care Peer Group in 2016:

Metric	AbbVie Percentile Rank				
	0 <sup>th</sup>	25 <sup>th</sup>	50 <sup>th</sup>	75 <sup>th</sup>	100 <sup>th</sup>
Net Revenue Growth				81%	
Adjusted Operating Income Growth				71%	
Adjusted EPS Growth				75%	
Adjusted Return on Equity					100%

**Total Stockholder Return (TSR) Performance**

Over the four years since AbbVie’s separation from Abbott, we have delivered a total stockholder return of 111.4%, which places us among the top of our Health Care Peers and surpasses the cumulative total returns of the Standard & Poor’s 500 Index and the NYSE Arca Pharmaceutical Index, as shown in the graph below. The graph covers the period from January 2, 2013 (the first day AbbVie’s common stock began “regular-way” trading on the NYSE) through December 31, 2016. The graph assumes \$100 was invested in AbbVie common stock and each index on January 2, 2013 and also assumes the reinvestment of dividends. The stock price performance in the following graph is not necessarily indicative of future stock price performance.

**Comparison of Cumulative Total Return since AbbVie’s Launch**



**AbbVie is Positioned for Future Growth**

AbbVie is well-positioned to deliver strong top- and bottom-line performance through 2020 and beyond. The company has established growth platforms in some of the largest and most attractive market segments, including immunology, oncology, virology and neurology, and has built a compelling pipeline in these areas which will contribute significantly to future performance. AbbVie is committed to top-line growth and operating margin expansion. In October 2015, AbbVie outlined its long-term strategic and financial objectives through 2020, including an expectation to deliver annual double-digit adjusted EPS growth on average, company net revenues of approximately \$37 billion in 2020, and an adjusted operating margin profile of greater than 50 percent in 2020.

### Components of our Compensation Program

The compensation committee of the board oversees our executive compensation program, which includes several compensation elements that have each been tailored to incentivize and reward specific aspects of company performance the board believes are central to delivering long-term stockholder value. Key components of our compensation program are listed below.

<b>Base Salary</b>	<p>Designed to be competitive with market and industry norms, and to reflect individual performance</p> <p>Individual salaries are established relative to market median based on each NEO's individual performance, skills, and experience, and internal equity, as well as the company's annual operating budget</p>
<b>Short-Term Incentives</b>	<p><b>Performance Incentive Plan (PIP)</b></p> <p>Based on non-GAAP performance measures such as:</p> <ul style="list-style-type: none"> <li>– Net revenues</li> <li>– Income before taxes</li> <li>– Operating margin</li> <li>– Humira sales</li> <li>– Return on assets</li> <li>– Strategic and leadership goals</li> </ul>
<b>Long-Term Incentives</b>	<p><b>80% Performance shares and performance-vested restricted stock units</b></p> <p><b>20% Non-qualified stock options</b></p>

In response to stockholder feedback, we redesigned our long-term incentive (LTI) program for 2016, emphasizing multiple, relative performance metrics and multi-year performance periods (see page 36 for a detailed description of the 2016 redesign).

The committee is dedicated to ensuring that a substantial portion of executive compensation is “at-risk” and variable. Generally, more than three-fourths of our NEOs’ total direct compensation is variable and directly affected by both the company’s and the NEO’s performance.

### 2016 Performance Results

The performance targets established under our annual and long-term incentive plans are rigorous and calibrated to a range of potential outcomes, with above target payouts for strong performance and below target payouts (including no payout) for below target performance. Targets are based on expected business, market and regulatory conditions, including expectations for our pipeline. The financial goals shown in the following table were carried by all of the NEOs as part of their 2016 performance goals. The specific weightings for each NEO, other than the CEO, are established at the start of each performance year based on the NEO’s role and anticipated contributions to the company’s annual objectives. Financial goals are set rigorously; achievement of these targets has resulted in top-tier industry performance.



## Financial Goals

Goal and Expected Result(1)	Result(2)	Outcome	Performance Against Annual Goals
A. Non-GAAP Net Revenues of \$25.7BN	A. \$25.4BN <sup>(3)</sup>	Achieved	99%
B. Non-GAAP Income Before Taxes of \$9.7BN	B. \$10.0BN	Achieved Above Target	100%
C. Adjusted Return on Assets of 17.0%	C. 17.2%	Achieved Above Target	100%
D. Non-GAAP Operating Margin of \$10.9BN	D. \$11.0BN	Achieved Above Target	100%
E. Humira Sales of \$15.7BN	E. \$16.0BN <sup>(3)</sup>	Achieved Above Target	100%

(1) Expected results reflect the acquisition of assets from Boehringer Ingelheim and the acquisition of Stemcentrx.

(2) Results achieved reflect certain specified items, which are reconciled in Appendix B.

(3) Net revenues and Humira sales are evaluated on a constant currency basis.

In addition to the financial goals set forth above, each of our NEOs also has individual performance goals that the committee reviews and ensures are appropriately rigorous and in line with the long-term success of the company. Each NEO achieved or exceeded his or her 2016 goals, which are listed below:

- **Richard A. Gonzalez:** Drive top-tier business performance; execute key strategic initiatives to drive sustainable long-term business performance; deliver value to our stockholders, building investor confidence and credibility; successfully advance mid- and late-stage pipeline assets; continue to drive employee engagement and motivation around AbbVie's mission and future prospects; and advance our transformation to a biopharmaceutical culture.
- **William J. Chase:** Achieve proprietary pharmaceutical pipeline enhancement objectives; and provide support on corporate strategic initiatives and build shareholder value through investor activities.
- **Laura J. Schumacher:** Successfully continue to develop and implement strategies to effectively resolve key litigation matters; achieve proprietary pharmaceutical pipeline enhancement objectives; execute biologics strategic development initiatives; and support research and development initiatives per company strategy.
- **Henry O. Gosebruch:** Achieve proprietary pharmaceutical pipeline enhancement objectives; and support research and development initiatives per company strategy.
- **Michael E. Severino:** Achieve key research and development milestones per company strategy; and achieve proprietary pipeline enhancement objectives.

## Stockholder Engagement

### 2016 Say on Pay Results

At our 2016 Annual Meeting, the say on pay proposal received support from 94% of our stockholders. The board and compensation committee are encouraged by the continued, consistent stockholder support for our executive compensation program.

AbbVie is committed to regular, ongoing engagement with stockholders to ensure that we continue to understand stockholder feedback about our compensation program and incorporate that feedback into the compensation decision-making process. To that end, in 2016 AbbVie approached and engaged stockholders holding approximately 38% of the company's outstanding shares. In these discussions, the aggregate feedback was generally supportive of the compensation program, consistent with the level of stockholder support for our say on pay proposals in the last two

years, and was not prescriptive about our compensation plan design. The feedback informs the compensation committee's continuous assessment of the program design and ongoing discussions with stockholders, which contribute to the evolution of the program.

After considering stockholder feedback and suggestions, AbbVie's compensation committee, in consultation with management and the committee's independent compensation consultant, has proactively reviewed our policies and compensation program design. For annual awards beginning in 2016, our LTI program has been redesigned, as discussed in greater detail in the following section.

### *Executive Compensation Program Updates in 2016*

The compensation committee of the board has engaged in a continuous process of evaluation and enhancement of the AbbVie executive compensation program. Since the company's launch, AbbVie has made significant enhancements to its legacy compensation programs, the most recent of which are described in the following paragraphs and on page 36.

The committee has considered the feedback from stockholders as to the design of its compensation program and competitive benchmarking and, in 2016, completed a comprehensive revision of the program. The new long-term incentive program was effective for equity grants made in 2016. The program consists of equity awards that include 40% performance shares, 40% performance-vested restricted stock awards and 20% stock options. Vesting may occur over a 3-year period based on relative return on equity (ROE) for the performance-vested restricted stock awards and earnings per share (EPS) (with a relative 3-year total stockholder return (TSR) modifier) for the performance shares. The 2016 program eliminates vesting in any 3 of 5 years and provides that awards may vest only over 3 years based on the achievement of the defined performance metrics. Additionally, dividends will not be paid unless the performance criteria are met, and then will be paid only on shares that are earned. AbbVie believes the new design further strengthens and aligns the performance orientation of senior executive compensation. Highlights of the changes made for 2016 include:

<b>Element of Pay</b>	<b>Changes Made for 2016</b>
Long-Term Incentive Program	<ul style="list-style-type: none"> <li>✔ Completed redesign of our long-term incentive program:               <ul style="list-style-type: none"> <li>— Added multiple performance metrics, including relative ROE, EPS and relative TSR as criteria for vesting.</li> <li>— Removed provision that allowed performance awards to vest if thresholds were met in any 3 of 5 years, creating more risk of forfeiture.</li> <li>— Added multi-year performance periods.</li> <li>— Changed dividend payment schedule so dividends are paid only at vesting and only on earned shares.</li> <li>— Increased use of performance-vested awards from 75% to 80% which, in combination with stock options, ties 100% of our LTI program to performance metrics and stock price appreciation.</li> <li>— Refined process for referencing the market median for long-term incentive award decisions.</li> </ul> </li> </ul>
Short-Term Incentive Plan	<ul style="list-style-type: none"> <li>✔ Added disclosure of our maximum annual incentive cap of 200% of target.</li> <li>✔ Reduced the CEO's target annual incentive to 150% of base salary.</li> <li>✔ Established a formal payout matrix based on net revenues and operating margin to define and cap NEO annual incentive awards at or below the plan maximum.</li> </ul>
Peer Comparisons	<ul style="list-style-type: none"> <li>✔ Simplified the peer group used for compensation benchmarking, the AbbVie Health Care Peer Group.</li> </ul>

The new design is discussed in more detail in Section III.

## Compensation Program Governance Summary

In addition to strong alignment of pay with the performance of the company and our NEOs, we maintain and are committed to good governance practices, including the following:

New
<ul style="list-style-type: none"> <li>✓ Long-term incentive design emphasizing multiple, relative performance metrics and multi-year performance periods (see page 36 for a detailed description of the 2016 redesign)               <ul style="list-style-type: none"> <li>— Shifts program away from a single, absolute performance metric to a multi-factor model</li> <li>— Incorporates relative total stockholder return</li> <li>— Eliminates extra vesting opportunity that was a part of the prior LTI design</li> <li>— Dividends on outstanding equity awards are paid at vesting and only on earned shares</li> </ul> </li> <li>✓ CEO target annual incentive reset at 150% of base salary</li> <li>✓ Robust stock ownership guideline of 5x annual fees for non-employee directors</li> </ul>
Ongoing
<ul style="list-style-type: none"> <li>✓ Majority of NEO compensation tied to long-term performance</li> <li>✓ Short- and long-term incentive programs closely align pay with performance</li> <li>✓ Annual incentive payout matrix used to define and cap the range for the committee’s determinations (at or below the plan maximum of 200% of target)</li> <li>✓ Robust stock ownership guidelines of 6x salary for CEO and 3x salary for NEOs</li> <li>✓ NEOs must hold and not sell equity until the minimum stock ownership requirement is satisfied</li> <li>✓ Double-trigger requirements for equity acceleration and other benefits in the event of a change in control</li> <li>✓ No tax gross-ups in executive compensation program</li> <li>✓ No duplication of performance metrics in short-and long-term incentives</li> <li>✓ No repricing of stock options without express stockholder approval</li> <li>✓ No employment contracts</li> <li>✓ No guaranteed short-term incentives or equity awards</li> <li>✓ Anti-hedging and anti-pledging policies</li> <li>✓ Independent compensation consultant that performs no other work for the company</li> <li>✓ Committee has broad discretion to claw back incentive awards in the unlikely event of a restatement of earnings</li> <li>✓ Proactive stockholder engagement process</li> </ul>

## II. Executive Compensation Process

### Commitment to Performance-Based Awards

More than three-fourths of AbbVie’s NEO pay is performance-based. Specific goals and targets are the foundation of our pay-for-performance process, and this section describes how they apply to each pay component. Though quantitative metrics such as financial and operational results are a central part of our performance assessment, some goals such as leadership and progress against strategic and long-term objectives are difficult to measure using numeric or formulaic criteria. As such, the compensation committee also conducts a qualitative assessment of individual performance to ensure the overall assessment of performance and pay decisions are aligned with the company’s true performance over a period of time. A discussion of the decision-making criteria for each pay component follows.

### Committee Process for Setting Total Compensation

Each February, the committee, with the assistance of its independent compensation consultant and AbbVie’s management team, determines target pay levels for NEOs. The process starts with a consideration of compensation levels and the mix of compensation for comparable executives at companies in AbbVie’s Health Care Peer Group, which are listed below in the section captioned “Compensation Benchmarking.” After this benchmark review, the committee establishes NEO compensation—base salary adjustments, annual incentive awards, and long-term incentive awards—relative to the peer median in each instance. Awards can be differentiated from the peer group median based on each NEO’s individual performance, leadership, and contributions to long-term strategic performance.

### **Compensation Benchmarking**

To provide the appropriate context for executive pay decisions, the committee, in consultation with its independent compensation consultant, assesses the compensation practices and pay levels of AbbVie's Health Care Peer Group. The committee chooses to focus on the Health Care Peer Group because its constituents share important characteristics with AbbVie, particularly the global emphasis on research-based pharmaceuticals and biopharmaceutical therapies and the regulatory environment within which they operate. Members of the Health Care Peer Group are AbbVie's primary competitors for executive talent and are companies the committee believes chiefly represent our competitive market:

<b>Health Care Peer Group</b>
Amgen, Inc.
Bristol-Myers Squibb Company
Eli Lilly and Company
Gilead Sciences, Inc.
GlaxoSmithKline plc
Johnson & Johnson
Merck & Company, Inc.
Novartis AG
Pfizer Inc.

### **Role of the Compensation Consultant**

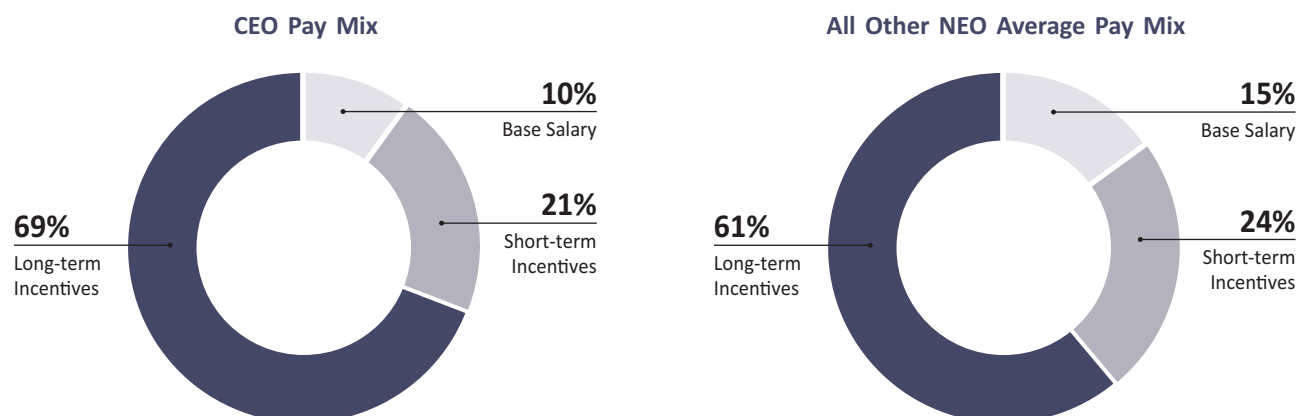
The compensation committee has engaged Compensation Advisory Partners as its independent compensation consultant. The committee's independent consultant reports directly to the chair of the committee. The consultant meets regularly, and as needed, with the committee in executive sessions, has direct access to the chair during and between meetings, and performs no other services for AbbVie or its senior executives. The committee determines what variables it will instruct its consultant to consider, which include: peer groups against which performance and pay should be examined, metrics to be used to assess AbbVie's performance, competitive incentive practices in the marketplace, and compensation levels relative to market benchmarks.

### **Compensation Risk Oversight**

The company has established, and the compensation committee endorses, several controls to address and mitigate compensation-related risk, such as employing a diverse set of performance metrics, maintaining robust stock ownership guidelines for its executives and non-employee directors, and retaining broad discretion to recover incentive awards in the unlikely event that incentive plan award decisions are based on earnings that are subsequently restated. The committee identified no material risks in AbbVie's compensation programs in 2016.

### III. Compensation Plan Elements

Three primary components make up AbbVie's executive pay program: (1) base salary, (2) short-term incentives and (3) long-term incentives. The structure of each component is tailored to serve a specific function and purpose.



#### *Base Salary*

The compensation committee sets appropriate levels of base salary to ensure that AbbVie can attract and retain a leadership team that will continue to meet our commitments to customers and patients and sustain long-term profitable growth for our stockholders. Generally, the committee considers the median of the Health Care Peer Group as an initial benchmark, but also references additional information as needed. Specific pay rates are then established for each NEO relative to his or her market benchmark based on the NEO's performance, experience, unique skills, internal equity with others at AbbVie, and the company's operating budget.

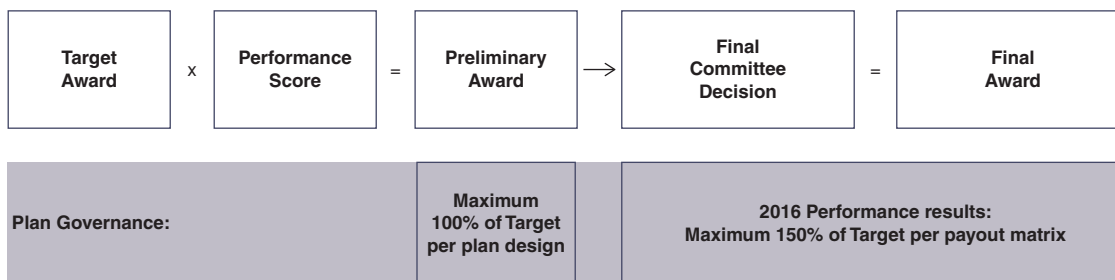
#### *Short-Term Incentives*

##### **Performance Incentive Plan**

Annual cash incentives are paid to NEOs through AbbVie's Performance Incentive Plan (PIP), which rewards executives for achieving key financial and non-financial goals that are measured at the company and individual levels. The PIP is intended to comply with the requirements of Internal Revenue Code Section 162(m) for performance-based compensation. The compensation committee may define and cap PIP awards below the maximum amounts allowed by IRC Section 162(m), and is guided by the use of a formal annual incentive payout matrix that establishes a potential range of final incentive outcomes based on net revenues and operating margin performance. All NEOs carry a target incentive amount set as a percentage of their base salary. Mr. Gonzalez's target is 150% of base salary and the other NEOs' targets are 110% of base salary. Determining award amounts is a multi-step process. First, financial and individual goals are evaluated and scored, resulting in a preliminary award amount of up to 100% of target only. For 2016, all financial and strategic goals were materially achieved, resulting in performance scores between 99% and 100% of target. Final awards above 100% of target are determined at the February meeting based on company performance (the extent to which performance exceeds targets), the recommendation of the CEO (for NEOs other than himself), and the support

of the compensation committee. To determine final awards, the CEO and the compensation committee use the payout matrix to define and cap the range in making its final determinations. This process is more fully described below:

#### Illustration of 2016 Incentive Calculation



While the compensation committee relies heavily on objective, quantitative metrics to determine PIP awards, the performance review also includes a qualitative element to ensure the review is comprehensive and inclusive of all individual, strategic, and leadership goals for which assessment is not solely dictated by numeric or formulaic applications. Moreover, while each participant has predetermined goals, the committee also considers relative achievements and/or developments in the company, the marketplace, and the global economy that could not have been foreseen when individual goals were established.

For 2016, net revenue performance was 99% compared to plan, while operating margin performance was 101% compared to plan. As a result of this performance, the annual incentive payout matrix capped the annual incentives at 150% of target, below the plan maximum of 200% of target and the Code Section 162(m) cap. This resulted in final awards between 134% and 150% of target, consistent with the high level of performance achieved in 2016 and within the outcome range suggested by the payout matrix.

#### Annual Metrics and Goal Assessment

AbbVie's PIP structure is intended to align NEOs' interests directly with AbbVie's annual operating strategies, financial goals, and leadership behaviors. In doing so, it provides a direct link between the NEOs' short-term incentives and the company's and the NEOs' annual performance results through measurable financial and operational performance and qualitative assessments of clearly defined strategic progress and leadership behaviors. The compensation committee approves pre-established goals at the beginning of each year. The qualitative assessment reflects NEOs' overall leadership, progress on strategic initiatives, advancement of the pipeline, and enhancement of AbbVie's biopharmaceutical culture.

The financial and strategic/leadership goals and their respective weightings are summarized in the chart below. The specific goals and weightings for each NEO, other than the CEO, are established at the start of each performance year based on the NEO's role and anticipated contributions to the company's annual objectives. The CEO's goals are similarly established at the start of each performance year; however, to reflect the CEO's overall accountability for

company financial performance and strategic outcomes, the committee considers all financial and non-financial goals holistically, without specific weightings, when evaluating CEO performance.

Annual Incentive Payout Matrix	Range
Net Revenues	0% to 200% of target
Operating Margin	0% to 200% of target

Financial Goals	% Weighting
Income Before Taxes	20%
Net Revenues, Operating Margin, Humira Sales, and Return on Assets	20% to 60%
<b>Total Tied to Financial Goals</b>	<b>40% to 80%</b>

Strategic/Leadership Goals	% Weighting
R&D/Biosimilars	0% to 50%
Business Development	0% to 50%
Other (including strategic initiatives, etc.)	0% to 30%
<b>Total Tied to Strategic/Leadership Goals</b>	<b>20% to 60%</b>

Assessments of performance against financial results consider the effect of specified adjustments and/or unusual or unpredictable events, and the appropriateness of these adjustments is reviewed annually by the committee. In 2016 specified adjustments consisted of intangible asset amortization, milestones and other research and development expenses, acquired in process research and development, acquisition related costs, change in fair value of contingent consideration, Venezuela devaluation loss, revaluation due to tax law change, and other items, as described in Exhibit 99.1 to AbbVie's Form 8-K filed on January 27, 2017.

#### 2016 PIP Awards

	Target Award	Actual Award Paid	Actual Award as a % of Target
Richard A. Gonzalez	\$2,400,000	\$3,600,000	150%
William J. Chase	1,084,358	1,626,000	150%
Laura J. Schumacher	1,084,358	1,626,000	150%
Henry O. Gosebruch	990,418	1,327,136	134%
Michael E. Severino	1,063,986	1,596,000	150%

## Long-Term Incentives

AbbVie redesigned its LTI program effective with the 2016 annual grant, based in part on feedback from stockholders. The new design increases the alignment of AbbVie's long-term incentive compensation with key operational and financial initiatives, including sustained EPS growth and generation of superior investment returns relative to peers. In 2016, NEOs received LTI awards with the following characteristics as compared to the 2015 LTI awards:

### Evolution of Long-Term Incentive Program

		2015			2016		
		Award Type	Metric	Performance Period	Award Type	Metric	Performance Period
Long-Term Incentive		75% Performance-Vested Restricted Stock	Absolute Return on Equity	3- to 5-year performance period in which ROE target must be met in 3 out of 5 years	40% Performance Shares	<ul style="list-style-type: none"> <li>• EPS</li> <li>• 3-Year Relative TSR Modifier</li> </ul>	3 Years
		25% Non-Qualified Stock Options	Stock Price	10-year term	40% Performance-Vested Restricted Stock	Relative Return on Equity	3 Years
					20% Non-Qualified Stock Options	Stock Price	10-year term

- Performance Shares (40% of total LTI award)**—These awards have the potential to vest at 0% to 250% of target after a three-year performance period and are earned based on company performance in earnings per share (EPS) and relative total stockholder return (TSR). TSR performance is measured relative to a group made up of companies that are constituents in either the S&P Pharmaceutical, Biotech, and Life Science Index or the NYSE Arca Pharmaceutical Index. Dividends on performance shares accrue during the performance period and are paid at vesting only to the extent that shares are earned.
- Performance-Vested Restricted Stock (40% of total LTI award)**—These awards have the potential to vest at 0% to 150% of target, in one-third increments during a three-year performance term based on AbbVie's return on equity articulated as pre-set goals and measured relative to a group made up of companies that are constituents in either the S&P Pharmaceutical, Biotech, and Life Science Index or the NYSE Arca Pharmaceutical Index. Dividends accrue during the performance period and are paid at vesting only to the extent that shares are earned.
- Non-Qualified Stock Options (20% of total LTI award)**—These awards have the potential to vest in one-third increments on each of the first three annual anniversaries of the grant date, subject to continued employment with the company. The option exercise price is set at or above fair market value on the grant date. To the extent that the options vest, the award expires ten years after the grant date.



## Performance Share and Performance-Vested Restricted Stock Performance Targets and Results

Performance targets and results associated with the 2016 awards of performance shares and performance-vested restricted stock are shown below. Total shareholder return results are in progress; these results and their impact on final payout will be disclosed following the completion of the three-year performance period.

Performance Objective	Target	Result	Impact on Payout
Adjusted Diluted EPS	\$4.72	\$ 4.82	166.7%
Total Shareholder Return	TSR is measured over a 3-year performance period and used as a modifier		
ROE compared to industry peers	75 <sup>th</sup> - 90 <sup>th</sup>	> 90 <sup>th</sup>	150%

AbbVie's policy with respect to its annual equity award for all eligible employees, including the NEOs, is to grant the award and set the grant price at the compensation committee's regularly scheduled February meeting each year. These meeting dates generally are the third Thursday of February and are scheduled two years in advance. The grant price is the average of the highest and lowest trading prices of a common share on the date of the grant (rounded up to the next even penny). The grant price for the 2016 annual grant was \$54.86. The high, low and closing prices of an AbbVie common share on the grant date (February 18, 2016) were \$55.53, \$54.17, and \$54.55, respectively. All LTI awards are subject to a minimum vesting period of 12 months.

### Benefits

Benefits are an important part of retention and capital preservation for all employees, helping to protect against the impact of unexpected catastrophic loss of health and/or earnings potential, as well as providing a means to save and accumulate for retirement or other post-employment needs.

Each of the benefits described below supports the company's objective of providing a market competitive total rewards program. Individual benefits do not directly affect decisions regarding other benefits or pay components, except to the extent that all benefits and pay components must, in aggregate, be competitive, as previously discussed.

### Retirement Benefits

All eligible U.S. employees, including NEOs, participate in the AbbVie Pension Plan, the company's principal qualified defined benefit plan. NEOs and certain other employees also participate in the AbbVie Supplemental Pension Plan. These plans are described in greater detail in the section of this proxy statement captioned "Pension Benefits."

The Supplemental Pension Plan is a non-qualified defined benefit plan that cannot be secured in a manner similar to a qualified plan, for which assets are held in trust, so eligible NEOs receive an annual cash payment equal to the increase in the present value of their Supplemental Pension Plan benefit. Eligible NEOs have the option of depositing the annual payment into an individually established grantor trust, net of tax withholdings. Deposited amounts may be credited with the difference between the NEO's actual annual trust earnings and the rate used to calculate trust funding (currently 8 percent). Amounts deposited in the individual trusts are not tax-deferred and the NEOs personally pay the taxes on those amounts without gross-ups.

The manner in which the grantor trust assets are to be distributed to an NEO upon retirement from the company generally follows the distribution method elected by the NEO under the AbbVie Pension Plan. If an NEO (or the NEO's surviving spouse, depending on the pension distribution method elected by the NEO under the AbbVie Pension Plan) lives beyond the actuarial life expectancy age used to determine the Supplemental Pension Plan benefit, and therefore exhausts the trust balance, the Supplemental Pension Plan benefit will be paid to the NEO (or his or her surviving spouse) by AbbVie.

## Savings Plans

All U.S. employees, including NEOs, are eligible to defer a portion of their annual base salary under the AbbVie Savings Plan, the company's principal qualified defined contribution plan, up to the IRS contribution limits. Eligible NEOs also may defer up to 18 percent of their base salary, less contributions to the AbbVie Savings Plan, to the AbbVie Supplemental Savings Plan, which is a non-qualified defined contribution plan. Eligible NEOs may defer these amounts to unfunded book accounts or choose to have the amounts paid in cash on a current basis and deposited into individually established grantor trusts, net of tax withholdings. These amounts are credited annually with earnings. Amounts deposited in the individual trusts are not tax-deferred and the NEOs personally pay the taxes on those amounts without gross-ups.

NEOs elect the manner in which the assets held in their grantor trusts will be distributed to them upon retirement or other separation from the company. These arrangements are described in greater detail in this proxy statement beginning with the section captioned "Summary Compensation Table."

## Financial Planning

NEOs are paid an annual stipend of \$10,000 for estate planning advice, tax preparation and general financial planning fees. The stipend is income to the NEO, who is responsible for payment of all resulting taxes without gross-ups.

## Company-Provided Transportation

NEOs are eligible for transportation perquisites that are designed to improve the effectiveness and efficiency of their work, including the use of a company-leased vehicle and access to company-provided air travel, as appropriate. In some circumstances, these benefits may be used for personal travel, which would then be considered part of the NEO's total compensation and treated as taxable income to them under applicable tax laws. The NEOs pay the taxes on such income without gross-ups.

## Disability Benefits

In addition to AbbVie's standard disability benefits, NEOs are eligible for a monthly long-term disability benefit, which is described on page 53 of this proxy statement.

## Employment Agreements

AbbVie does not have employment agreements with any of its NEOs.

## Excise Tax Gross-ups

AbbVie does not provide excise tax gross-ups on NEO compensation.

## Change in Control Agreements

AbbVie has entered into change in control agreements with its NEOs to aid in retention and recruitment, encourage continued attention and dedication to assigned duties during periods involving a possible change in control of the company, and to protect the earned benefits of the NEOs against potential adverse changes resulting from a change in control.

The change in control agreements contain a double-trigger feature, meaning that if the NEO's employment is terminated other than for cause or permanent disability, or if the NEO elects to terminate employment for good reason, within two years following a change in control, he or she is entitled to receive certain pay and benefits as described in the section of this proxy statement captioned "Potential Payments upon Termination or Change in Control."

## IV. Other Matters

### *Stock Ownership Guidelines*

AbbVie's stock ownership guidelines are designed to further promote sustained stockholder return and to ensure the company's senior executives remain focused on both short- and long-term objectives. Each senior executive has five years from the date of election or appointment to his or her position to achieve the ownership level associated with his or her position. NEOs are not allowed to sell stock, except for tax withholding at vesting or exercise, if they do not satisfy the minimum stock ownership requirement. The minimum stock ownership guidelines for the CEO and other NEOs are as follows:

Executive	Stock Ownership Requirement	Requirement Met?
Richard A. Gonzalez	6x Base Salary	Yes
William J. Chase	3x Base Salary	Yes
Laura J. Schumacher	3x Base Salary	Yes
Henry O. Gosebruch	3x Base Salary	Yes
Michael E. Severino	3x Base Salary	Yes

In addition, AbbVie's non-employee directors are required to own AbbVie stock valued at five times (5x) the annual fee for service as a director under the AbbVie Non-Employee Directors' Fee Plan within five years of joining the Board or as soon as practicable thereafter.

### *Clawback Policy*

While the committee does not anticipate there would ever be circumstances where a restatement of earnings upon which any incentive plan award decisions were based would occur, the committee, in evaluating such circumstances, has broad discretion to take all actions necessary to protect the interests of stockholders up to and including actions to recover such incentive awards.

### *Anti-Hedging and Anti-Pledging Policies*

AbbVie has a formal policy that prohibits directors and officers subject to Section 16 of the Exchange Act, including all of the NEOs, from entering into or engaging in the purchase or sale of financial instruments that are designed to hedge or offset any decrease in the market value of AbbVie equity securities they hold. AbbVie also has a formal policy that prohibits directors and officers subject to Section 16 of the Exchange Act, including all of the NEOs, from pledging AbbVie common stock as collateral for a loan.

In addition, the AbbVie Incentive Stock Program provides that no long-term incentive award may be assigned, alienated, sold or transferred other than by will or by the laws of descent and distribution or as permitted by the compensation committee for estate planning purposes, and no award and no right under any award may be pledged, alienated, attached or otherwise encumbered. All members of senior management, including the company's NEOs and certain other employees, are required to clear any transaction involving company stock with the General Counsel prior to entering into such transaction.

### **Compensation Committee Report**

The compensation committee of the board of directors is primarily responsible for reviewing, approving and overseeing AbbVie's compensation plans and practices, and works with management and the committee's independent compensation consultant to establish AbbVie's executive compensation philosophy and programs. The committee reviewed and discussed the Compensation Discussion and Analysis with management and recommended to the board of directors that the Compensation Discussion and Analysis be included in this proxy statement.

#### *Compensation Committee*

E. Liddy, Chairman, R. Austin, G. Tilton, and F. Waddell

## Compensation Risk Assessment

During 2016, in collaboration with the compensation committee's independent compensation consultant, AbbVie conducted an in-depth risk assessment of its compensation policies and practices, including those related to executive compensation programs for NEOs. The risk assessment included a quantitative and qualitative analysis of AbbVie's executive compensation programs and broader employee incentive compensation plans. AbbVie also considered how these programs compare, from a design perspective, to programs maintained by other companies. Based on this assessment, it was determined that AbbVie's executive compensation programs are balanced and appropriately incent employees, and any risks arising from the compensation policies and practices are not reasonably likely to have a material adverse effect on AbbVie. The following factors were among those considered in making this determination:

- AbbVie's compensation structure contributes to a corporate culture that encourages our NEOs to regard AbbVie as a long-term employer. For example, equity awards vest over multi-year periods, which encourages NEOs to consider the long-term impact of their decisions and align their interests with those of AbbVie's stockholders.
- AbbVie's annual incentive program is based on multiple performance measures, balancing earnings achievement with other factors. Since earnings are a key component of stock price performance, this aspect of AbbVie's compensation plan also promotes alignment with stockholder interests.
- AbbVie does not include certain pay design features that may have the potential to encourage excessive risk-taking, such as: over-weighting toward annual incentives, highly leveraged payout curves, unreasonable thresholds or dramatic changes in payout opportunity at certain performance levels that may encourage inappropriate short-term business decisions to meet payout thresholds. In addition, a limit of 200% of target applies to any awards made under the NEO short-term incentive plan.
- AbbVie's long-term incentive program focuses NEOs on longer-term operating performance and aligns NEOs with stockholder interests through the use of multi-year performance periods and multiple performance measures, including relative total stockholder return. In 2016, AbbVie's NEOs received roughly two-thirds of their total direct compensation in the form of long-term incentives (20% of which are stock options that may vest over a three-year period and 80% of which are performance-based awards that may vest over a three-year performance period).
- AbbVie makes equity awards and sets grant prices at the same time each year, at the compensation committee's regularly scheduled meeting in February. In addition, AbbVie does not award discounted stock options or immediately vesting equity awards.
- AbbVie has robust stock ownership guidelines for its senior executives, which promotes alignment with stockholder interests, and other good governance equity practices such as anti-hedging and anti-pledging policies.
- AbbVie's compensation committee has the ability to exercise downward discretion in determining annual incentive plan payouts.
- AbbVie's compensation committee has broad discretion to claw back incentive compensation that was awarded based on financials that were later restated. The committee can reduce or cancel incentive compensation in connection with a violation of company policy or similar misconduct.
- AbbVie requires mandatory training on its code of conduct and policies and procedures to educate its employees on appropriate behaviors and the consequences of taking inappropriate actions.

The risk assessment results were presented to the compensation committee by its independent compensation consultant.

## Summary Compensation Table

This section contains compensation information for AbbVie's NEOs for the fiscal year ended December 31, 2016. The following table summarizes compensation awarded to, earned by and/or paid to AbbVie's NEOs in connection with their service to AbbVie during 2016, 2015 and 2014, as applicable. Mr. Gosebruch was not a named executive officer before 2016. The section of this proxy statement captioned "Compensation Plan Elements" describes in greater detail the information reported in this table.

Name and Principal Position	Year	Salary \$(1)	Bonus (\$)	Stock Awards \$(2)	Option Awards \$(3)(4)	Non-Equity Incentive Plan Compensation \$(5)	Change in Pension Value and Non-qualified Deferred Compensation Earnings \$(6)(7)	All Other Compensation \$(8)	Total (\$)
Richard A. Gonzalez Chairman of the Board and Chief Executive Officer	2016	\$1,600,000	\$0	\$9,318,854	\$2,360,323	\$3,600,000	\$3,232,531	\$859,216	\$20,970,924
	2015	1,588,461	0	9,747,455	3,259,808	2,976,000	2,447,316	791,063	20,810,103
	2014	1,595,961	0	8,379,403	2,762,525	3,500,000	5,044,809	723,573	22,006,271
William J. Chase Executive Vice President, Chief Financial Officer	2016	979,369	0	3,483,919	882,450	1,626,000	1,697,232	162,406	8,831,376
	2015	950,385	0	3,298,795	1,103,269	1,358,300	739,381	163,664	7,613,794
	2014	923,711	0	2,764,853	911,634	1,490,000	1,710,772	121,925	7,922,895
Laura J. Schumacher Executive Vice President, External Affairs, General Counsel and Corporate Secretary	2016	979,369	0	2,864,483	725,663	1,626,000	1,627,686	394,498	8,217,699
	2015	951,538	0	3,073,930	1,028,071	1,358,300	504,413	390,089	7,306,341
	2014	957,577	0	2,807,018	925,396	1,490,000	2,465,919	402,095	9,048,005
Henry O. Gosebruch Executive Vice President, Chief Strategy Officer	2016	894,523	1,000,000 <sup>(9)</sup>	3,066,591	776,630	1,327,136	190,717	143,466	7,399,063
Michael E. Severino Executive Vice President, Research & Development and Chief Scientific Officer	2016	960,969	0	3,359,376	850,908	1,596,000	375,080	101,530	7,243,863
	2015	918,077	0	3,111,604	1,040,621	1,238,700	228,599	66,204	6,603,805
	2014	503,750	1,000,000 <sup>(9)</sup>	7,710,065	734,916	1,200,000	188,911	205,104	11,542,746

- The year-over-year difference in base salary from 2014 to 2015 is a function of the number of pay periods in each year. There were 27 pay periods in 2014 and 26 pay periods in 2015 and 2016.
- In accordance with Securities and Exchange Commission (SEC) rules, the amounts in this column represent the aggregate grant date fair value of the awards determined in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718. AbbVie determines the grant date fair value of stock awards by multiplying the number of shares granted by the average of the high and low market prices of one share of AbbVie common stock on the award grant date.
- In accordance with SEC rules, the amounts in this column represent the aggregate grant date fair value of the awards determined in accordance with FASB ASC Topic 718.
- These amounts were determined as of the option grant date using a Black-Scholes stock option valuation model. These amounts are being reported solely for the purpose of comparative disclosure in accordance with the SEC rules. There is no certainty that the amount determined using a Black-Scholes stock option valuation model would be the value at which employee stock options would be traded for cash. The weighted-average assumptions used to estimate the grant date fair value of options granted in 2016, along with the weighted-average grant date fair value, are shown below:

Assumption	All NEOs
Risk-free interest rate	1.36%
Average life of options (years)	6.0
Volatility	28.46%
Dividend yield	4.09%
Fair value per stock option	\$9.25

- (5) The compensation reported in this column for 2016 was earned as a performance-based incentive award pursuant to the AbbVie Performance Incentive Plan. Additional information regarding the plan can be found in the section of this proxy statement captioned "Compensation Plan Elements."
- (6) The amounts shown below are reported in this column for 2016, 2015, and 2014, respectively, as applicable.

*AbbVie Pension Plan*

R. Gonzalez: \$(70,521) / \$45,413 / \$142,324; W. Chase: \$74,428 / \$(20,261) / \$148,641; L. Schumacher: \$86,510 / \$(11,019) / \$166,274; H. Gosebruch: \$15,980; and M. Severino: \$22,663 / \$15,872 / \$18,610.

*AbbVie Supplemental Pension Plan*

R. Gonzalez: \$3,016,444 / \$2,230,380 / \$4,794,683; W. Chase: \$1,463,791 / \$676,623 / \$1,500,464; L. Schumacher: \$1,093,415 / \$218,282 / \$2,072,222; H. Gosebruch: \$174,737; and M. Severino: \$306,868 / \$196,191 / \$170,007.

The changes in pension value result primarily from the following factors: (i) the effect of changes in the actuarial assumptions AbbVie uses to calculate plan liability for financial reporting purposes; (ii) additional pension benefit accrual under the Pension Plan and the Supplemental Pension Plan; and (iii) the impact of the time value of money on the pension value.

*Non-Qualified Defined Contribution Plan Earnings*

The totals in this column include reportable interest credited under the AbbVie Performance Incentive Plan and the AbbVie Supplemental Savings Plan.

R. Gonzalez: \$286,608 / \$171,523 / \$107,802; W. Chase: \$159,013 / \$83,019 / \$61,667; L. Schumacher: \$447,761 / \$297,150 / \$227,423; and M. Severino: \$45,549 / \$16,536 / \$294.

- (7) The amounts shown in this column include the change in pension value during the applicable year, which is attributable to changes in actuarial assumptions (primarily discount rate and mortality tables) and other factors based on plan design (primarily pay, service and age).

The present value of a pension benefit is determined, in part, by the discount rate used for accounting purposes. The discount rate is determined by reference to the prevailing market rate of interest. In 2016, interest rates decreased and the discount rates used for the Pension Plan and the Supplemental Pension Plan were decreased to reflect that change. A decrease in the discount rate increases the present value of participants' pension benefits while actual payments to be made to participants are not changed. The discount rate used for 2016 was 4.67% for the Pension Plan and 4.59% for the Supplemental Pension Plan. The discount rate used for 2015 was 4.93% for the Pension Plan and 4.83% for the Supplemental Pension Plan, while the discount rate used for 2014 for both the Pension Plan and the Supplemental Pension Plan was 4.45%. The mortality assumptions that apply for actuarial purposes also affect pension values. During 2014, the Society of Actuaries released new mortality tables reflecting longer life expectancies, which are now in use for Pension Plan and Supplemental Pension Plan accounting. This increase in assumed life expectancy resulted in an increase in the present value of participants' pension benefits in 2014. During 2015, the Society of Actuaries released an improved scale that adjusted the previously released 2014 scale, which AbbVie determined was appropriate to use in determining the funded status as of December 31, 2015.

In addition to the effect of the changes in actuarial assumptions, other factors built into the plans contributed to the change in pension value. The change in pension value numbers reflect the application of the benefit formulas under the Pension Plan and the Supplemental Pension Plan, which are described in the section of this proxy statement captioned "Pension Benefits." As participants' pay changes, the formulas yield revised pension values. Furthermore, as a participant ages and service credit accumulates year over year (before the participant is eligible for unreduced pension benefits), the present value of his or her pension benefits increases, even without changes in pay or actuarial assumptions.

- (8) The amounts shown below are reported in this column for 2016, 2015, and 2014, respectively, as applicable.

*Earnings for Non-Qualified Defined Benefit and Non-Qualified Defined Contribution Plans*

R. Gonzalez: \$149,512 / \$120,030 / \$94,209; W. Chase: \$84,680 / \$75,830 / \$50,968; L. Schumacher: \$310,138 / \$280,224 / \$302,097; and M. Severino: \$20,104 / \$437 / \$0.

Each of the NEOs' awards under the AbbVie Performance Incentive Plan is paid in cash to the NEO on a current basis and, for eligible NEOs, may be deposited into a grantor trust established by the NEO, net of maximum tax withholdings. Each of the eligible NEOs has also established grantor trusts in connection with the AbbVie

Supplemental Pension Plan and the AbbVie Supplemental Savings Plan. These amounts include the earnings (net of the reportable interest included in footnote (6)).

*Employer Contributions to Defined Contribution Plans*

R. Gonzalez: \$80,000 / \$79,423 / \$79,798; W. Chase: \$48,968 / \$47,519 / \$46,186; L. Schumacher: \$48,968 / \$47,577 / \$47,879; H. Gosebruch: \$13,250; and M. Severino: \$48,048 / \$45,904 / \$25,188.

These amounts include AbbVie contributions to the AbbVie Savings Plan and the AbbVie Supplemental Savings Plan, as applicable. The Supplemental Savings Plan permits eligible NEOs to contribute amounts in excess of the annual limit set by the Internal Revenue Code for employee contributions to 401(k) plans up to the excess of (i) 18 percent of their base salary over (ii) the amount contributed to AbbVie's tax-qualified 401(k) plan. AbbVie matches participant contributions at the rate of 250 percent of the first 2 percent of compensation contributed to the plan. The eligible NEOs have these amounts paid to them in cash on a current basis and deposited into a grantor trust established by the NEO, net of maximum tax withholdings.

*Other 2016 Compensation*

The totals shown in the table include the cost of providing a corporate automobile less the amount reimbursed by the NEO: R. Gonzalez: \$19,362; W. Chase: \$18,645; L. Schumacher: \$20,856; H. Gosebruch: \$16,634; and M. Severino: \$23,378. AbbVie imputes income to the NEO, if required, and the NEO pays taxes in accordance with tax regulations without gross-ups.

The totals shown in the table include a \$10,000 financial planning services allowance for each NEO. AbbVie imputes income to the NEO, if required, and the NEO pays taxes in accordance with tax regulations without gross-ups.

The totals shown in the table include the following costs for non-business-related air travel: R. Gonzalez: \$535,834; W. Chase: \$112; and L. Schumacher: \$4,536. AbbVie determines the incremental cost for flights based on the direct cost to AbbVie, including fuel costs, parking, handling and landing fees, catering, travel fees, and other miscellaneous direct costs. AbbVie imputes income to the NEO, if required, and the NEO pays taxes in accordance with tax regulations without gross-ups.

For Mr. Gonzalez, the total includes \$64,508 for costs associated with security, determined based on AbbVie's actual costs for such services. The security was provided on the recommendation of an independent security study. AbbVie imputes income to Mr. Gonzalez, if required, and he pays taxes in accordance with tax regulations without gross-ups.

For Mr. Gosebruch, the total includes \$103,581 for relocation costs.

The NEOs also are eligible to participate in an executive disability benefit which is described on page 53 of this proxy statement.

- (9) These amounts were paid to replace prior employer incentive awards.

## 2016 Grants of Plan-Based Awards

The following table summarizes the equity awards granted under the AbbVie 2013 Incentive Stock Program to the NEOs during 2016.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>		Estimated Future Payouts Under Equity Incentive Plan Awards Target (#)	All Other Option Awards: Numbers of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Closing Market Price on Grant Date	Grant Date Fair Value of Stock and Option Awards
		Target (\$)	Maximum (\$)					
R. Gonzalez	2/18/2016			85,300 <sup>(2)</sup>				\$4,640,149 <sup>(4)</sup>
	2/18/2016			85,300 <sup>(3)</sup>				4,678,705 <sup>(4)</sup>
	2/18/2016				255,170 <sup>(5)</sup>	\$54.86	\$54.55	2,360,323 <sup>(6)</sup>
W. Chase	2/18/2016			31,890 <sup>(2)</sup>				1,734,752 <sup>(4)</sup>
	2/18/2016			31,890 <sup>(3)</sup>				1,749,167 <sup>(4)</sup>
	2/18/2016				95,400 <sup>(5)</sup>	54.86	54.55	882,450 <sup>(6)</sup>
L. Schumacher	2/18/2016			26,220 <sup>(2)</sup>				1,426,316 <sup>(4)</sup>
	2/18/2016			26,220 <sup>(3)</sup>				1,438,167 <sup>(4)</sup>
	2/18/2016				78,450 <sup>(5)</sup>	54.86	54.55	725,663 <sup>(6)</sup>
H. Gosebruch	2/18/2016			28,070 <sup>(2)</sup>				1,526,952 <sup>(4)</sup>
	2/18/2016			28,070 <sup>(3)</sup>				1,539,639 <sup>(4)</sup>
	2/18/2016				83,960 <sup>(5)</sup>	54.86	54.55	776,630 <sup>(6)</sup>
M. Severino	2/18/2016			30,750 <sup>(2)</sup>				1,672,738 <sup>(4)</sup>
	2/18/2016			30,750 <sup>(3)</sup>				1,686,638 <sup>(4)</sup>
	2/18/2016				91,990 <sup>(5)</sup>	54.86	54.55	850,908 <sup>(6)</sup>

- (1) During 2016, each of the NEOs participated in the AbbVie Performance Incentive Plan. The annual cash incentive award earned by the NEO in 2016 under the plan is shown in the Summary Compensation Table in the column captioned "Non-Equity Incentive Plan Compensation." No future pay-outs will be made with respect to the 2016 awards under the plan. The plan is described in greater detail in the section of this proxy statement captioned "Compensation Discussion and Analysis—Compensation Plan Elements—Short-Term Incentives."
- (2) This is a performance share award that has the potential to vest at 0% to 250% of target during a three-year performance period and is earned based on company performance in earnings per share (EPS) and relative total stockholder return (TSR). TSR performance is measured relative to a group made up of companies that are constituents in either the S&P Pharmaceutical, Biotech, and Life Science Index or the NYSE Arca Pharmaceutical Index. Dividends accrue during the performance period and are paid in cash at vesting only to the extent that shares are earned. In 2016, in connection with the phase-in of the redesigned long-term incentive program, AbbVie's EPS performance resulted in the vesting on February 28, 2017 of two-thirds of the award at 166.7% of target, and the remaining one-third of the award has been banked for vesting to be determined based on the company's relative TSR performance following the three-year performance period that ends December 31, 2018. The performance metrics are described in the section of this proxy statement captioned "Compensation Discussion and Analysis—Compensation Plan Elements—Long-Term Incentives."
- (3) This is a performance-vested restricted stock unit award that has the potential to vest at 0% to 150% of target, in one-third increments, during a three-year performance term based on AbbVie's return on equity (ROE) articulated as pre-set goals and measured relative to a group made up of companies that are constituents in either the S&P Pharmaceutical, Biotech, and Life Science Index or the NYSE Arca Pharmaceutical Index. Dividends accrue during the performance period and are paid in cash at vesting only to the extent that shares are earned. In 2016, AbbVie's relative ROE performance resulted in the vesting on February 28, 2017 of one-third of the award at 150% of target. The performance metrics are described in the section of this proxy statement captioned "Compensation Discussion and Analysis—Compensation Plan Elements—Long-Term Incentives."



- (4) The grant date fair value of stock awards is determined by multiplying the number of shares or units granted by the average of the high and low market prices of one share of AbbVie common stock on the award grant date. In the event of a grantee's death or disability, these awards will be deemed earned either based on actual performance through the date of death or disability or at target, depending on the timing of the death or disability, as set forth in the award agreement. Upon a change in control, the treatment of these awards is determined as described in the section of this proxy statement captioned "Potential Payments upon Termination or Change in Control—Equity Awards."
- (5) One-third of the shares of common stock covered by these options are exercisable after one year, two-thirds after two years, and all after three years. The options vest in the event of the grantee's death or disability. Upon a change in control, the treatment of these awards is determined as described in the section of this proxy statement captioned "Potential Payments upon Termination or Change in Control—Equity Awards." Under the AbbVie 2013 Incentive Stock Program, these options have an exercise price equal to the average of the high and low market prices (rounded up to the next even penny) of one share of AbbVie common stock on the date of grant. These options do not contain a replacement option feature.
- (6) The grant date fair value of option awards is determined as of the option grant date using a Black-Scholes stock option valuation model. The assumptions used to determine the grant date fair value are described in footnote (4) to the Summary Compensation Table.

## 2016 Outstanding Equity Awards at Fiscal Year End

The following table summarizes the outstanding AbbVie equity awards held by the NEOs at year end.

Name	Option Awards(1)(2)				Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares of Stock That Have Not Vested (#)	Market Value of Shares of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares or Other Rights That Have Not Vested (\$)
R. Gonzalez	18,366		\$24.2082	2/17/2021			54,320 <sup>(3)</sup>	\$3,401,518
	53,650		29.2265	2/16/2022			110,393 <sup>(3)</sup>	6,912,810
	187,353	93,677 <sup>(3)</sup>	51.4200	2/19/2024			170,600 <sup>(3)</sup>	10,682,972
	109,097	218,193 <sup>(3)</sup>	58.8800	2/18/2025				
		255,170 <sup>(3)</sup>	54.8600	2/17/2026				
W. Chase	25,500		28.8628	2/14/2018			17,923 <sup>(3)</sup>	1,122,338
	12,800		28.1251	2/19/2019			37,360 <sup>(3)</sup>	2,339,483
	13,400		28.3122	2/18/2020			63,780 <sup>(3)</sup>	3,993,904
	19,000		24.2082	2/17/2021				
	19,600		29.2265	2/16/2022				
	115,830		35.8800	2/13/2023				
	61,827	30,913 <sup>(3)</sup>	51.4200	2/19/2024				
	36,924	73,846 <sup>(3)</sup>	58.8800	2/18/2025				
	95,400 <sup>(3)</sup>	54.8600	2/17/2026					
L. Schumacher	79,800		29.2265	2/16/2022			18,197 <sup>(3)</sup>	1,139,496
	145,510		35.8800	2/13/2023			34,813 <sup>(3)</sup>	2,179,990
	62,760	31,380 <sup>(3)</sup>	51.4200	2/19/2024			52,440 <sup>(3)</sup>	3,283,793
	34,407	68,813 <sup>(3)</sup>	58.8800	2/18/2025				
		78,450 <sup>(3)</sup>	54.8600	2/17/2026				
H. Gosebruch		83,960 <sup>(3)</sup>	54.8600	2/17/2026			60,699 <sup>(3)</sup>	3,800,971
							56,140 <sup>(3)</sup>	3,515,487
M. Severino	49,539	24,770 <sup>(3)</sup>	54.4400	6/1/2024			47,209 <sup>(3)</sup>	2,956,228
	34,827	69,653 <sup>(3)</sup>	58.8800	2/18/2025			35,240 <sup>(3)</sup>	2,206,729
		91,990 <sup>(3)</sup>	54.8600	2/17/2026			61,500 <sup>(3)</sup>	3,851,130

(1) Three of AbbVie's NEOs were employed by Abbott Laboratories (Abbott) prior to AbbVie's separation from Abbott on January 1, 2013 (the "Separation"). When AbbVie separated from Abbott, outstanding Abbott equity awards generally converted into adjusted awards based on Abbott common shares and AbbVie common stock (except to the extent prohibited by local law or with respect to certain awards described below). Such awards are subject to substantially the same terms, vesting conditions and other restrictions that applied to the original Abbott awards immediately before the Separation.

Each Abbott stock option was converted into an adjusted Abbott stock option and an AbbVie stock option, with adjustments to the stock option exercise prices that were intended to preserve the value of the original Abbott award as measured immediately before and immediately after the Separation. Each such adjusted Abbott stock option and AbbVie stock option is subject to substantially the same terms, vesting conditions, post-termination exercise rules and other restrictions that applied to the original Abbott stock option immediately before the Separation.

As a result of the Separation, the NEOs held the following Abbott equity awards as of December 31, 2016:

- W. Chase: Vested options to purchase 6,533 Abbott common shares with an exercise price of \$27.03 per share.
- L. Schumacher: Vested options to purchase 265,906 Abbott common shares with exercise prices ranging from \$22.39 to \$27.03 per share.

(2) Except as noted, the stock options are fully vested.

(3) The vesting dates of AbbVie unexercisable stock options and unvested performance share and restricted stock/unit awards outstanding at December 31, 2016 are as follows:

Name	Option Awards				Stock or Unit Awards			
	Number of Unexercised Shares Remaining from Original Grant	Number of Option Shares Vesting—Date Vested 2017	Number of Option Shares Vesting—Date Vested 2018	Number of Option Shares Vesting—Date Vested 2019	Number of Shares of Restricted Stock or Units	Number of Shares of Restricted Stock or Units Vesting—Date Vested 2017	Number of Shares of Restricted Stock or Units Vesting—Date Vested 2018	Number of Shares of Restricted Stock or Units Vesting—Date Vested 2019
R. Gonzalez	93,677	93,677—2/20			54,320	(a)		
	218,193	109,096—2/19	109,097—2/19		110,393	(b)		
	255,170	85,057—2/18	85,056—2/18	85,057—2/18	85,300	(c)		
					85,300	(d)		
W. Chase	30,913	30,913—2/20			17,923	(a)		
	73,846	36,923—2/19	36,923—2/19		37,360	(b)		
	95,400	31,800—2/18	31,800—2/18	31,800—2/18	31,890	(c)		
					31,890	(d)		
L. Schumacher	31,380	31,380—2/20			18,197	(a)		
	68,813	34,406—2/19	34,407—2/19		34,813	(b)		
	78,450	26,150—2/18	26,150—2/18	26,150—2/18	26,220	(c)		
					26,220	(d)		
H. Gosebruch	83,960	27,987—2/18	27,986—2/18	27,987—2/18	60,699	(e)		
					28,070	(c)		
					28,070	(d)		
M. Severino	24,770	24,770—6/02			47,209	(f)		
	69,653	34,826—2/19	34,827—2/19		35,240	(b)		
	91,990	30,664—2/18	30,663—2/18	30,663—2/18	30,750	(c)		
					30,750	(d)		

- (a) These are shares of performance-vested restricted stock that remained outstanding and unvested on December 31, 2016, from an award made on February 20, 2014. The award has a 5-year term, with no more than one-third of the original award vesting in any one year upon AbbVie achieving a minimum return on equity target, measured at the end of the relevant year. In 2016, AbbVie reached its minimum return on equity target and the unvested shares vested on February 28, 2017.
- (b) These are shares of performance-vested restricted stock that remained outstanding and unvested on December 31, 2016, from an award made on February 19, 2015. The award has a 5-year term, with no more than one-third of the original award vesting in any one year upon AbbVie achieving a minimum return on equity target, measured at the end of the relevant year. In 2016, AbbVie reached its minimum return on equity target and one-half of the unvested shares vested on February 28, 2017.
- (c) These are performance shares that remained outstanding and unvested on December 31, 2016 from an award made on February 18, 2016. The award has the potential to vest at 0% to 250% of target during a 3-year performance period and is earned based on company performance in earnings per share (EPS) and relative total stockholder return (TSR). TSR performance is measured relative to a group made up of companies that are constituents in either the S&P Pharmaceutical, Biotech, and Life Science Index or the NYSE Arca Pharmaceutical Index. Dividends accrue during the performance period and are paid at vesting only to the extent that shares are earned. In 2016, in connection with the phase-in of the redesigned long-term incentive

program, AbbVie's EPS performance resulted in the vesting on February 28, 2017 of two-thirds of the award at 166.7% of target, and the remainder of the award has been banked for vesting to be determined based on the company's relative TSR performance following the 3-year performance period that ends December 31, 2018.

- (d) These are performance-vested restricted stock units that remained outstanding and unvested on December 31, 2016, from an award made on February 18, 2016. The award has the potential to vest at 0% to 150% of target, in one-third increments, during a 3-year performance term based on AbbVie's return on equity (ROE) articulated as pre-set goals and measured relative to a group made up of companies that are constituents in either the S&P Pharmaceutical, Biotech, and Life Science Index or the NYSE Arca Pharmaceutical Index. Dividends accrue during the performance period and are paid at vesting only to the extent that shares are earned. In 2016, AbbVie's relative ROE performance resulted in the vesting on February 28, 2017 of one-third of the award at 150% of target.
- (e) These are shares of performance-vested restricted stock that remained outstanding and unvested on December 31, 2016, from an award made on December 9, 2015. The award has a 5-year term, with no more than one-third of the original award vesting in any one year upon AbbVie achieving a minimum return on equity target, measured at the end of the relevant year. In 2016, AbbVie reached its minimum return on equity target and one-half of the unvested shares will vest on December 9, 2017.
- (f) These are shares of performance-vested restricted stock that remained outstanding and unvested on December 31, 2016, from an award made on June 2, 2014. The award has a 5-year term, with no more than one-third of the original award vesting in any one year upon AbbVie achieving a minimum return on equity target, measured at the end of the relevant year. In 2016, AbbVie reached its minimum return on equity target and the unvested shares will vest on June 2, 2017.

## 2016 Option Exercises and Stock Vested

The following table summarizes for each NEO the number of shares acquired on the exercise of AbbVie stock options and the number of shares acquired on the vesting of AbbVie stock awards in 2016:

Name	Option Awards		Stock Awards	
	Number of Shares Acquired On Exercise (#)	Value Realized On Exercise (\$)	Number of Shares Acquired On Vesting (#)	Value Realized On Vesting (\$)
R. Gonzalez	285,953	\$7,989,718	195,424	\$10,943,744
W. Chase	6,600	210,514	99,904	5,594,624
L. Schumacher	186,106	6,030,202	118,548	6,638,688
H. Gosebruch	0	0	30,351	1,848,376
M. Severino	0	0	64,827	3,952,736

## Pension Benefits

During 2016, the NEOs participated in two AbbVie-sponsored defined benefit pension plans: the AbbVie Pension Plan, a tax-qualified pension plan; and the AbbVie Supplemental Pension Plan, a non-qualified supplemental pension plan. The Supplemental Pension Plan also includes a benefit feature AbbVie uses to attract senior executives who are mid-career hires, which provides an additional benefit to such participants that is less valuable to participants who have spent most of their career at the company. Except as provided in AbbVie's change in control agreements, AbbVie does not have a policy granting extra years of credited service under the plans. The change in control agreements are described in the section of this proxy statement captioned "Potential Payments upon Termination or Change in Control."

The compensation considered in determining the pensions payable to the NEOs is the compensation shown in the "Salary" and "Non-Equity Incentive Plan Compensation" columns of the Summary Compensation Table.

## Pension Plan

The Pension Plan is a broad-based plan that covers most AbbVie employees in the United States, age 21 or older, and provides participants with a life annuity benefit at normal retirement equal to A plus the greater of B or C below.

- A. 1.10% of 5-year final average earnings multiplied by years of benefit service after 2003.
- B. 1.65% of 5-year final average earnings multiplied by years of benefit service prior to 2004 (up to 20); plus 1.50% of 5-year final average earnings multiplied by years of benefit service prior to 2004 in excess of 20 (but no more than 15 additional years); less 0.50% of the lesser of 3-year final average earnings (but not more than the social security wage base in any year) or the social security covered compensation level multiplied by years of benefit service.
- C. 1.10% of 5-year final average earnings multiplied by years of benefit service prior to 2004.

The benefit for service prior to 2004 (B or C above) is reduced for the cost of preretirement surviving spouse benefit protection. The reduction is calculated using formulas based on age and employment status during the period in which coverage was in effect.

Final average earnings are the average of the employee's 60 highest-paid consecutive calendar months of compensation (salary and non-equity incentive plan compensation). The Pension Plan covers earnings up to the limit imposed by Internal Revenue Code Section 401(a)(17) and provides for a maximum of 35 years of benefit service.

Participants become fully vested in their pension benefit upon the completion of five years of service. The benefit is payable on an unreduced basis at age 65. Employees hired after 2003 who terminate employment prior to age 55 with at least 10 years of service may choose to commence their benefits on an actuarially reduced basis as early as age 55. Employees hired before 2004 who terminate employment prior to age 50 with at least 10 years of service may choose to commence their benefits on an actuarially reduced basis as early as age 50. Employees hired before 2004 who terminate employment prior to age 50 with fewer than 10 years of service may choose to commence their benefits on an actuarially reduced basis as early as age 55.

The Pension Plan offers several optional forms of payment, including certain and life annuities, joint and survivor annuities, and level income annuities. The benefit paid under any of these options is actuarially equivalent to the life annuity benefit produced by the formula described above.

Employees who retire from AbbVie prior to their normal retirement age may receive subsidized early retirement benefits. Employees hired after 2003 are eligible for early retirement at age 55 with 10 years of service. Employees hired before 2004 are eligible for early retirement at age 50 with 10 years of service or age 55 if the employee's age plus years of benefit service total 70 or more. Mr. Gonzalez and Ms. Schumacher are eligible for early retirement benefits under the plan.

The subsidized early retirement reductions applied to the benefit payable for service after 2003 (A above) depend upon the participant's age at retirement. If the participant retires after reaching age 55, the benefit is reduced 5 percent per year for each year that payments are made before age 62. If the participant retires after reaching age 50 but prior to reaching age 55, the benefit is actuarially reduced from age 65.

The early retirement reductions applied to the benefit payable for service prior to 2004 (B and C above) depend upon age and service at retirement:

- In general, the 5-year final average earnings portions of the benefit are reduced 3 percent per year for each year that payments are made before age 62 and the 3-year final average earnings portion of the benefit is reduced 5 percent per year for each year that payments are made before age 62.
- Employees who participated in the plan before age 36 may elect “Special Retirement” on the last day of any month after reaching age 55 with age plus Seniority Service points of at least 94 or “Early Special Retirement” on the last day of any month after reaching age 55, provided their age plus Seniority Service points would reach at least 94 before age 65. Seniority Service includes periods of employment prior to attaining the minimum age required to participate in the plan. If Special Retirement or Early Special Retirement applies, Seniority Service is used in place of benefit service in the formulas. The 5-year final average earnings portions of the benefit in B above are reduced 1⅓ percent for each year between ages 59 and 62 plus 2½ percent for each year between ages 55 and 59. The 3-year final average earnings portion of the benefit is reduced 5 percent per year for each year that payments are made before age 62. Benefit C is payable on an unreduced basis at Special Retirement and is reduced 3 percent per year for each year that payments are made before age 62, if Early Special Retirement applies.

### ***Supplemental Pension Plan***

The provisions of the Supplemental Pension Plan (which covers AbbVie employees in the United States whose compensation exceeds certain limits under the Internal Revenue Code) are substantially the same as those of the Pension Plan, with the following exceptions:

- Participants’ 5-year final average earnings are calculated using the average of the 5 highest years of base earnings and the 5 highest years of payments under AbbVie’s non-equity incentive plans.
- The Pension Plan does not include amounts deferred or payments received under the AbbVie Deferred Compensation Plan in its calculation of a participant’s final average earnings. To preserve the pension benefits of Deferred Compensation Plan participants, the Supplemental Pension Plan includes amounts deferred by a participant under the Deferred Compensation Plan in its calculation of final average earnings.
- In addition to the benefits outlined above for the Pension Plan, the NEOs are eligible for an additional Supplemental Pension Plan benefit equal to 0.6% of 5-year final average earnings for each year of service for each of the first 20 years of service occurring after the participant attains age 35. The benefit is further limited by the maximum percentage allowed under the Pension Plan under that plan’s benefit formulas (A, B and C above). The portion of this additional benefit attributable to service before 2004 is reduced 3 percent per year for each year that payments are made before age 60. The portion attributable to service after 2003 is reduced 5 percent per year for each year that payments are made before age 60 if the participant is at least age 55 at early retirement. If the participant is under age 55 at retirement, the portion attributable to service after 2003 is actuarially reduced from age 65.
- The Supplemental Pension Plan provides early retirement benefits similar to those provided under the Pension Plan. The benefits provided to NEOs under the Supplemental Pension Plan are not, however, reduced for the period between age 60 and age 62, unless the benefit is being actuarially reduced from age 65. Mr. Gonzalez and Ms. Schumacher are eligible for early retirement benefits under the plan.
- Vested benefits accrued under the Supplemental Pension Plan may be funded through a grantor trust established by an eligible NEO. Consistent with the distribution requirements of Internal Revenue Code Section 409A and its regulations, those NEOs who became officers prior to 2009 may have the entire amount of their vested plan benefits funded through a grantor trust. Eligible NEOs who became officers after 2008 and before 2015 may have only the vested benefits that accrue following the calendar year in which he or she is first elected as an officer funded through a grantor trust.

Benefits payable under the Supplemental Pension Plan are offset by the benefits payable from the Pension Plan, calculated as if benefits under the plans commenced at the same time. The amounts paid to an eligible NEO's Supplemental Pension Plan grantor trust to fund plan benefits are actuarially determined. The plan is designed to result in AbbVie paying the eligible NEO's Supplemental Pension Plan benefits to the extent assets held in his or her trust are insufficient.

### Pension Benefits Table

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit (\$)(1)	Payments During Last Fiscal Year (\$)
R. Gonzalez	AbbVie Pension Plan	35	\$431,133	\$0
	AbbVie Supplemental Pension Plan	35	15,682,566	2,088,728 <sup>(2)</sup>
W. Chase	AbbVie Pension Plan	28	527,008	0
	AbbVie Supplemental Pension Plan	28	4,934,899	377,517 <sup>(2)</sup>
L. Schumacher	AbbVie Pension Plan	26	714,514	0
	AbbVie Supplemental Pension Plan	26	8,684,377	497,947 <sup>(2)</sup>
H. Gosebruch	AbbVie Pension Plan	1	17,018	0
	AbbVie Supplemental Pension Plan	1	253,992	0
M. Severino	AbbVie Pension Plan	3	57,145	0
	AbbVie Supplemental Pension Plan	3	673,066	0

- (1) AbbVie calculates these present values using: (i) a discount rate of 4.67% for the Pension Plan and a discount rate of 4.59% for the Supplemental Pension Plan, the same discount rates it uses for Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 715 calculations for financial reporting purposes; and (ii) each plan's unreduced retirement age, which is age 62 under the AbbVie Pension Plan and age 60 under the AbbVie Supplemental Pension Plan for those participants who are eligible for early retirement benefits and which is age 65 under both plans for other participants. The present values shown in the table reflect postretirement mortality, based on the FASB ASC Topic 715 assumption (the RP2006 Healthy Annuitant table projected fully generationally with MP2016 mortality improvement scale), but do not include a factor for preretirement termination, mortality, or disability.
- (2) During 2016, the amounts shown, less applicable tax withholdings, were distributed and deposited into the individual grantor trusts established by the eligible NEOs and included in the NEOs' income, as applicable. Consistent with the distribution requirements of Internal Revenue Code Section 409A and its regulations, vested Supplemental Pension Plan benefits, to the extent not previously funded, are distributed to the eligible participants' individual grantor trusts and included in their income. Amounts held in an eligible NEO's individual trust are expected to offset AbbVie's obligations to him or her under the plan. Grantor trusts are described in greater detail in the section of this proxy statement captioned "Compensation Plan Elements—Benefits—Retirement Benefits."

## Non-qualified Deferred Compensation

The following table summarizes Mr. Chase's and Ms. Schumacher's non-qualified deferred compensation under the AbbVie Deferred Compensation Plan. No additional contributions have been made to their accounts under the plan since such time as Mr. Chase and Ms. Schumacher, respectively, became officers and ceased to be eligible to contribute to the plan. None of the other NEOs has any non-qualified deferred compensation under the plan.

Name	Plan Name	Executive contributions in last FY (\$)	Registrant contributions in last FY (\$)	Aggregate earnings in last FY (\$)(3)	Aggregate withdrawals/distributions (\$)	Aggregate balance at last FYE (\$)(4)
W. Chase	Deferred Compensation Plan <sup>(1)(2)</sup>	\$0	\$0	\$5,805	\$0	\$77,745
L. Schumacher	Deferred Compensation Plan <sup>(1)(2)</sup>	0	0	33,967	0	417,810

- (1) Mr. Chase's and Ms. Schumacher's contributions to the Deferred Compensation Plan ceased in 2007 and 2002, respectively.
- (2) The plan permits participants to defer up to 75% of their base salary and up to 75% of their annual cash incentives and credits a participant's account with an amount equal to the employer matching contributions that otherwise would have been made for the participant under AbbVie's tax-qualified defined contribution plan. Participants may direct the investment of their deferral accounts into one or more of several funds chosen by the administrator, and the deferral account is credited with investment returns based on the performance of the fund(s) selected. During 2016, the weighted average rate of return credited to the accounts was 8.1% for Mr. Chase and 8.8% for Ms. Schumacher.

The plan provides for cash distributions in either a lump sum or installments after separation from service and permits in-service withdrawals in accordance with specific procedures. Participants make distribution elections each year that apply to the deferrals to be made in the following calendar year, in accordance with the requirements of Internal Revenue Code Section 409A. Participants may request withdrawals due to financial hardship; if a hardship withdrawal is approved, it is limited to the amount needed to address the hardship.

- (3) The amounts reported in this column are not included in the Summary Compensation Table of this proxy statement.
- (4) The amounts reported in this column have not been previously reported as compensation in AbbVie's Summary Compensation Tables because they relate to contributions made before the applicable individual became an NEO.

## Potential Payments upon Termination or Change in Control

### Potential Payments upon Termination—Generally

AbbVie does not have employment agreements with its NEOs.

The following summarizes the payments that the NEOs would have received if their employment had terminated on December 31, 2016. Earnings would have continued to be paid for the NEO's Performance Incentive Plan and Supplemental Savings Plan grantor trusts, as applicable, until the trust assets were fully distributed. The amount of these payments would depend on the period over which the trust assets were distributed and the trust earnings and fees. If the trust assets were distributed over a 10-year period and based on current earnings, the NEOs would receive the following average annual payments over such 10-year period: Mr. Gonzalez, \$410,784; Mr. Chase, \$249,683; Ms. Schumacher, \$594,974; and Dr. Severino, \$85,551. In addition, the following one-time deposits would have been made under the AbbVie Supplemental Pension Plan for each of the following NEOs, respectively: Mr. Gonzalez, \$1,253,903; Mr. Chase, \$713,187; and Ms. Schumacher, \$834,337. As of December 31, 2016, Mr. Gonzalez and Ms. Schumacher were eligible to retire, and therefore were eligible to receive the pension benefits previously described.



If the termination of employment had been due to disability, then the NEOs also would have received, in addition to AbbVie's standard disability benefits, a monthly long-term disability benefit in the amount of \$180,000 for Mr. Gonzalez; \$81,300 for Mr. Chase; \$81,300 for Ms. Schumacher; \$66,357 for Mr. Gosebruch; and \$79,800 for Dr. Severino. This long-term disability benefit would continue for up to 24 months following termination of employment. It ends if the NEO retires, recovers, dies or ceases to meet eligibility criteria.

If the NEO's employment had terminated due to death or disability, his or her unvested stock options and restricted stock or unit awards would have vested on December 31, 2016 with values as set forth below in the subsection of this proxy statement captioned "Equity Awards."

### ***Potential Payments upon Change in Control***

AbbVie has entered into change in control agreements with its NEOs. Each change in control agreement continues in effect until December 31, 2018, and can be renewed for successive two-year terms upon notice prior to the expiration date. If notice of non-renewal is given, the agreement will expire on the later of the scheduled expiration date and the one-year anniversary of the date of such notice. If no notice is given, the agreement will expire on the one-year anniversary of the scheduled expiration date. Each agreement also automatically extends for two years following any change in control (see below) that occurs while the agreement is in effect.

The agreements provide that if the employee is terminated other than for cause or permanent disability or if the employee elects to terminate employment for good reason (see below) within two years following a change in control, he or she is entitled to receive a lump sum payment equal to three times his or her annual salary and annual incentive ("bonus") award (assuming for this purpose that all target performance goals have been achieved or, if higher, based on the average bonus for the last three years), plus any unpaid bonus owing for any completed performance period and the pro rata bonus for any current bonus period (based on the highest of the bonus assuming achievement of target performance, the average bonus for the past three years or, in the case of the unpaid bonus for any completed performance period, the actual bonus earned). If the employee is terminated other than for cause or permanent disability or if the employee elects to terminate employment for good reason during a potential change in control (see below), he or she is entitled to receive a lump sum payment of the annual salary and bonus payments described above, except that the amount of the bonus to which the employee is entitled will be based on the actual achievement of the applicable performance goals. If the potential change in control becomes a "change in control event" (within the meaning of Internal Revenue Code Section 409A), the employee will be entitled to receive the difference between the bonus amounts the officer received upon termination during the potential change in control and the bonus amounts that would have been received had such amounts instead been based on the higher of the employee's target bonus or the average bonus paid to the employee in the preceding three years.

Bonus payments include payments made under the Performance Incentive Plan. The employee also will receive up to two years of additional employee benefits (including welfare benefits, outplacement services and tax and financial counseling) and the value of three more years of pension accruals. If change in control-related payments and benefits become subject to the excise tax imposed under Internal Revenue Code Section 4999, payments under the agreement will be reduced to prevent application of the excise tax if such a reduction would leave the employee in a better after-tax position than if the payments were not reduced and the tax applied. The agreements also limit the conduct for which awards under AbbVie's incentive stock programs can be terminated and generally permit options to remain exercisable for the remainder of their term.

For purposes of the agreements, the term "change in control" includes the following events: any person becoming the beneficial owner of AbbVie securities representing 20 percent or more of the outstanding voting power (not including an acquisition directly from AbbVie and its affiliates); a change in the majority of the members of the board of directors whose appointment was approved by a vote of at least two-thirds of the incumbent directors; and the consummation of certain mergers or similar corporate transactions involving AbbVie. A "potential change in control" under the agreements includes, among other things, AbbVie's entry into an agreement that would result in a change in control. Finally, the term "good reason" includes: a significant adverse change in the employee's position, duties, or authority; the company's failure to pay the employee's compensation or a reduction in the employee's base pay or

benefits; or the relocation of the company's principal executive offices to a location that is more than 35 miles from the location of the offices at the time of the change in control.

If a change in control had occurred on December 31, 2016, immediately followed by one of the covered circumstances described above, Mr. Gonzalez, Mr. Chase, Ms. Schumacher, Mr. Gosebruch, and Dr. Severino would have been entitled to receive the following payments and benefits under the change in control agreements:

- Mr. Gonzalez: cash termination payments—\$10,012,616; additional Supplemental Pension Plan benefits—\$1,741,749; welfare and fringe benefits—\$67,068.
- Mr. Chase: cash termination payments—\$6,905,640; additional Supplemental Pension Plan benefits—\$573,953; welfare and fringe benefits—\$67,982.
- Ms. Schumacher: cash termination payments—\$7,095,640; additional Supplemental Pension Plan benefits—\$3,957,291; welfare and fringe benefits—\$53,963.
- Mr. Gosebruch: cash termination payments—\$5,758,560; welfare and fringe benefits—\$48,240.
- Dr. Severino: cash termination payments—\$6,559,830; additional Supplemental Pension Plan benefits—\$683,693; welfare and fringe benefits—\$67,372.

The amounts shown for Mr. Gonzalez's cash termination payments and additional supplemental pension plan benefits reflect reductions of \$4,563,384 and \$793,825, respectively, which would have applied under cutback provisions in the agreement as described above.

### **Equity Awards**

The AbbVie 2013 Incentive Stock Program was approved by AbbVie's stockholders and covers approximately 8,500 participants, including a broad group of management and professional staff.

The AbbVie 2013 Incentive Stock Program provides that any unvested equity awards granted in or after February 2013 may be assumed, converted or replaced on an equivalent basis by the surviving company upon a change in control. If the surviving company does not do so, the vesting of the awards is accelerated. If the surviving company does assume, convert or replace the awards on an equivalent basis, then accelerated vesting of the awards is limited to circumstances in which, during the period from six months before through two years after a change in control, the grantee's employment is terminated without cause or the grantee resigns for good reason. The terms "cause" and "good reason" have the same definitions as in the change in control agreements.

If a change in control had occurred on December 31, 2016 and the surviving company did not assume, convert or replace any of the awards granted after January 2013, or the NEO's employment had terminated without cause or he or she had resigned for good reason, as described above, then the unvested equity awards of the NEOs would have vested as follows:

- Mr. Gonzalez would have vested in (i) 567,040 unvested AbbVie stock options with a value of \$3,845,343, (ii) 164,713 shares of AbbVie restricted stock with a value of \$10,314,328, (iii) 99,517 AbbVie restricted stock units with a value of \$6,231,755, and (iv) 142,166 AbbVie performance shares with a value of \$8,902,435.
- Mr. Chase would have vested in (i) 200,159 unvested AbbVie stock options with a value of \$1,362,714, (ii) 55,283 shares of AbbVie restricted stock with a value of \$3,461,821, (iii) 37,205 AbbVie restricted stock units with a value of \$2,329,777, and (iv) 53,150 AbbVie performance shares with a value of \$3,328,253.

- Ms. Schumacher would have vested in (i) 178,643 unvested AbbVie stock options with a value of \$1,217,588, (ii) 53,010 shares of AbbVie restricted stock with a value of \$3,319,486, (iii) 30,590 AbbVie restricted stock units with a value of \$1,915,546, and (iv) 43,700 AbbVie performance shares with a value of \$2,736,494.
- Mr. Gosebruch would have vested in (i) 83,959 unvested AbbVie stock options with a value of \$651,521, (ii) 60,699 shares of AbbVie restricted stock with a value of \$3,800,971, (iii) 32,749 AbbVie restricted stock units with a value of \$2,050,711, and (iv) 46,783 AbbVie performance shares with a value of \$2,929,551.
- Dr. Severino would have vested in (i) 186,413 unvested AbbVie stock options with a value of \$1,176,964, (ii) 82,449 shares of AbbVie restricted stock with a value of \$5,162,956, (iii) 35,875 AbbVie restricted stock units with a value of \$2,246,493, and (iv) 51,250 AbbVie performance shares with a value of \$3,209,275.

The value of stock options shown is based on the excess of the closing price of one share of common stock on December 30, 2016 over the exercise price of such options, multiplied by the number of unvested stock options held by the NEO. The value of restricted stock, restricted stock units and performance shares shown is determined by multiplying the number of shares or units that would vest as of December 31, 2016 in accordance with the applicable equity award agreement terms and the closing price of one share of common stock on December 30, 2016.

## RATIFICATION OF ERNST & YOUNG LLP AS ABBVIE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (ITEM 2)

The audit committee of the board of directors is directly responsible for the appointment, compensation, retention and oversight of the independent registered public accounting firm retained to audit the company's financial statements. On October 13, 2016, the audit committee appointed Ernst & Young LLP to perform independent audit services for the fiscal year ending December 31, 2017. Ernst & Young LLP has served as our independent registered public accounting firm since 2013. In conjunction with the periodic mandated rotation of the audit firm's lead engagement partner, the chair of the audit committee would be involved in the selection of a new lead engagement partner. Further, the audit committee will periodically consider whether there should be a regular rotation of the independent registered public accounting firm.

Although the audit committee has sole authority to appoint the independent registered public accounting firm, it would like to know the opinion of the stockholders regarding its appointment of Ernst & Young LLP for 2017. For this reason, stockholders are being asked to ratify this appointment. If the stockholders do not ratify the appointment of Ernst & Young LLP for 2017, the audit committee will take that fact into consideration, but may, nevertheless, continue to retain Ernst & Young LLP. The audit committee and the board believe that the continued retention of Ernst & Young LLP to serve as the company's independent registered public accounting firm is in the best interests of the company and its stockholders.

Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting and will be given the opportunity to make a statement if they desire to do so. They will also be available to respond to appropriate questions.

**The board of directors recommends that you vote FOR ratification of the appointment of Ernst & Young LLP as AbbVie's independent registered public accounting firm for 2017.**

# AUDIT INFORMATION

## Audit Fees and Non-Audit Fees

The following table presents fees for professional audit services rendered to AbbVie by Ernst & Young LLP for the years ended December 31, 2016 and December 31, 2015, and fees for other services rendered to AbbVie by Ernst & Young LLP for that period.

	2016 (millions)	2015 (millions)
Audit fees: <sup>(1)</sup>	\$10.5	\$11.6
Audit related fees: <sup>(2)</sup>	0.3	0.3
Tax fees: <sup>(3)</sup>	2.3	6.9
All other fees: <sup>(4)</sup>	1.0	0.5
<b>Total</b>	<b>\$14.1</b>	<b>\$19.3</b>

- (1) Ernst & Young LLP billed or will bill AbbVie for professional services rendered for the audit of AbbVie's annual financial statements, the review of AbbVie's financial statements included in AbbVie's quarterly reports, the audits of AbbVie's internal control over financial reporting, statutory and subsidiary audits, the review of documents filed with the Securities and Exchange Commission, comfort letters, consents and certain accounting consultations in connection with the audits.
- (2) Audit related fees include audits of certain employee benefit plan financial statements and other agreed upon procedures.
- (3) Tax fees consist principally of professional services for corporate tax compliance, expatriate tax compliance and tax advisory services.
- (4) Other fees represent Independent Review Organization services.

## Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of the Independent Registered Public Accounting Firm

The audit committee has established policies and procedures to pre-approve all audit and permissible non-audit services performed by the independent registered public accounting firm and its related affiliates.

Prior to engagement of the independent registered public accounting firm for the next year's audit, management will submit a schedule of all proposed permissible services expected to be rendered during that year for each of four categories of services to the audit committee for approval.

Prior to engagement, the audit committee pre-approves these services by category of service. The fees are budgeted and the audit committee requires the independent registered public accounting firm and management to report actual fees versus the budget periodically by category of service. During the year, circumstances may arise when it may become necessary to engage the independent registered public accounting firm for additional services not contemplated in the original pre-approval. In those instances, the audit committee requires specific pre-approval before engaging the independent registered public accounting firm.

The audit committee may delegate pre-approval authority to one or more of its members. The member to whom such authority is delegated must report any pre-approval decisions to the audit committee at its next scheduled meeting.

## Audit Committee Report

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Management is responsible for the preparation and integrity of AbbVie's consolidated financial statements. The independent registered public accounting firm is responsible for performing an audit of the consolidated financial statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in the United States of America. The audit committee reviews these processes on behalf of the board of directors. In this context, the audit committee has reviewed and discussed the audited financial statements contained in the 2016 Annual Report on Form 10-K with AbbVie's management and its independent registered public accounting firm.

The audit committee has discussed with the independent registered public accounting firm the matters required to be discussed pursuant to the Public Company Accounting Oversight Board Auditing Standard No. 16, *Communication with Audit Committees*.

The audit committee has received the written disclosures and the letter from the independent registered public accounting firm required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the audit committee concerning independence, and has discussed with the independent registered public accounting firm the firm's independence. The audit committee has also considered whether the provision of non-audit services is compatible with maintaining the independence of the independent registered public accounting firm.

Based on the review and discussions referred to above, the audit committee recommended to the board of directors that the audited financial statements be included in AbbVie's Annual Report on Form 10-K for the year ended December 31, 2016 filed with the Securities and Exchange Commission.

### *Audit Committee*

R. Austin, Chair, W. Burnside, E. Rapp, and F. Waddell

## SAY ON PAY—ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION (ITEM 3)

Stockholders are being asked to approve the compensation of AbbVie’s named executive officers, as disclosed under Securities and Exchange Commission rules, including the Compensation Discussion and Analysis, the compensation tables and related material included in this proxy statement.

The independent compensation committee of the board of directors, with the counsel of its independent compensation consultant, has thoroughly examined AbbVie’s programs, the company’s performance related to our industry and peer group, and market factors. The committee has determined that the specific pay decisions for the named executive officers are appropriate given the company’s performance, the executives’ contributions, and our stockholders’ interests.

While this vote is advisory and non-binding, the board of directors and the compensation committee value the opinion of the stockholders and will review the voting results and take them into account when future compensation decisions are made.

**Accordingly, the board of directors recommends that you vote FOR the approval of the named executive officers’ compensation.**

## MANAGEMENT PROPOSAL REGARDING THE ANNUAL ELECTION OF DIRECTORS (ITEM 4)

Currently, AbbVie's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") provides for a classified board of directors divided into three classes of directors, with each class elected for three-year terms.

After considering the advantages and disadvantages of declassification, including through an open dialogue with our stockholders, the board has determined it is in the best interests of the company and its stockholders to amend the company's Certificate of Incorporation and the Amended and Restated By-Laws (the "By-Laws") to declassify the board. This will result in a fully declassified board by the 2020 Annual Meeting.

The proposed amendment to the Certificate of Incorporation would eliminate the classification of the board over a three-year period beginning at the 2018 Annual Meeting with directors elected to a one-year term following the expiration of the directors' existing terms and provide for the annual election of all directors beginning at the 2020 Annual Meeting. The proposed amendment to the Certificate of Incorporation would become effective upon the filing of a Certificate of Amendment with the Secretary of State of the State of Delaware, which the company would file promptly following the 2017 Annual Meeting if our stockholders approve the amendment. The proposed amendment would not change the present number of directors or the board's authority to change that number and to fill any vacancies or newly created directorships.

Delaware law provides, unless otherwise addressed in the certificate of incorporation, that members of a board that is classified may be removed only for cause. The proposed amendment would provide that once the AbbVie board is fully declassified as of the 2020 Annual Meeting, directors may be removed with or without cause.

The proposed Certificate of Amendment to the Certificate of Incorporation is attached to this proxy statement as **Appendix A**. The affirmative vote of the holders of 80 percent of the outstanding shares of stock entitled to vote generally in the election of directors on the Record Date is required to approve this proposal pursuant to the Certificate of Incorporation. If our stockholders approve the proposed amendment to the Certificate of Incorporation, the board will make certain conforming changes to the company's By-Laws.

**The board of directors recommends that you vote FOR the management proposal to amend the Certificate of Incorporation to declassify the board of directors for annual elections.**



# STOCKHOLDER PROPOSALS

Two stockholder proposals will be voted upon at the Annual Meeting if properly presented by or on behalf of the proponent. The address of each of the proponents is available upon request. The proposed resolutions and the statements made in support thereof, as well as the Board of Directors' statements in opposition to these proposals, are presented on the following pages. The proposal may contain assertions about AbbVie or other statements that we believe are incorrect.

**The board of directors recommends that you vote AGAINST the proposals for the reasons set forth following the proposals.**

## Stockholder Proposal on Lobbying Report (Item 5 on Proxy Card)

Zevin Asset Management, on behalf of William Creighton, and co-filer UAW Retiree Medical Benefits Trust have notified AbbVie that it intends to present the following proposal at the Annual Meeting and that they collectively own 797,026 AbbVie shares.

**Whereas**, we believe in full disclosure of AbbVie's direct and indirect lobbying activities and expenditures to assess whether AbbVie's lobbying is consistent with AbbVie's expressed goals and in the best interests of stockholders.

**Resolved**, the stockholders of AbbVie request the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by AbbVie used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. AbbVie's membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. Description of management's decision making process and the Board's oversight for making payments described in section 2 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which AbbVie is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee or other relevant oversight committees and posted directly on AbbVie's website.

### Supporting Statement

As stockholders, we encourage transparency and accountability in the use of corporate funds to influence legislation and regulation. AbbVie spent \$11.4 million in 2015 and 2016 on direct federal lobbying activities (opensecrets.org). This figure does not include lobbying expenditures to influence legislation in states. AbbVie lobbies at

the state level but disclosure is uneven or absent. For example, AbbVie spent \$798,829 on lobbying in California in 2015 and 2016.

AbbVie is a member of the Chamber of Commerce, which spent over \$79 million lobbying in 2016 and has spent over \$1.2 billion on lobbying since 1998. AbbVie is also a member of the Pharmaceutical Research and Manufacturers of America (PhRMA) and the Business Roundtable, which together spent over \$52 million on lobbying in 2015 and 2016. AbbVie's membership in PhRMA has attracted press scrutiny ("Generics Giant Teva Join PhRMA? AbbVie, Others Aren't Having It," *FiercePharma*, July 5, 2016).

Investors are concerned that AbbVie does not disclose total state and federal lobbying expenditures nor the portion of its trade association payments used for lobbying. More transparent reporting would reveal whether company assets are being used for objectives contrary to AbbVie's long-term interests. For example, AbbVie supports smoking cessation, yet the Chamber has worked to block global antismoking laws and advance the tobacco industry's domestic priorities ("U.S. Chamber Works Globally to Fight Antismoking Measures," *New York Times*, June 30, 2015; "Big Tobacco's Staunch Friend in Washington: U.S. Chamber of Commerce," *New York Times*, October 9, 2015).

### **Board of Directors Statement in Opposition to the Stockholder Proposal on Lobbying Report (Item 5 on Proxy Card)**

The Board of Directors recommends that stockholders vote **AGAINST** this proposal. This proposal is unnecessary, because AbbVie already makes extensive disclosures regarding our lobbying and political activities as required by law and we voluntarily disclose additional related information on our website, as outlined below. AbbVie has already demonstrated transparency with respect to lobbying activities and strong risk mitigation procedures governing such activities. The preparation and maintenance of an additional report, as proposed, is neither a good use of resources, nor would it increase stockholder value.

#### **The Board, through its Public Policy Committee, exercises oversight of AbbVie's political and lobbying activities.**

- The Board of Directors Public Policy Committee exercises oversight of AbbVie's political expenditures and lobbying activities, as specifically enumerated in the Committee's charter, and further governed by the Committee's approved policy on political contributions. The Public Policy Committee and AbbVie's senior management review these activities and expenditures on a regular basis.
- Our Executive Vice President, External Affairs, who reports directly to the CEO, and our Vice President, Government Affairs, each review and approve all plans for corporate political contributions and lobbying at the recommendation of AbbVie's Government Affairs function to ensure that these activities are consistent with the company's guidelines and comply with applicable laws.
- We believe this approach, as explained on our website, minimizes risk and reflects our guiding commitment to transparency, stewardship of corporate and stockholder funds, sound corporate practice, and high standards of ethical conduct.

#### **AbbVie already makes extensive disclosures regarding lobbying and political activities and has been recognized by a leading organization for transparency in this area.**

- Since our launch as a new public company in 2013, AbbVie has provided robust transparency through the disclosures described below. AbbVie's website describes our oversight process and our guiding principles for lobbying and political activities. We pursue activities that shape policies to benefit patients, with a focus on improving patient access to new therapeutic advances.
- AbbVie files quarterly reports that include (i) total federal lobbying expenditures, (ii) the name of the legislation or subject matter covered, (iii) individuals who lobbied on behalf of AbbVie, and (iv) identification

of the legislative body or executive branch that was contacted, in compliance with the Lobbying Disclosure Act. These reports include expenses associated with lobbying the federal government and the portion of trade association dues associated with federal lobbying. AbbVie provides links to these reports on our website at <http://www.abbvie.com/responsibility/transparency-policies/home.html#cpc>. We file similar publicly-available lobbying reports with state and local agencies as required by law.

- In 2016, AbbVie enhanced our website with a comprehensive list of our state lobbying reports with direct links to our state filings or the relevant database.
- AbbVie also provides a listing of corporate contributions to political candidates, political parties, political committees, ballot measure committees, and organizations operating under Section 527 of the Internal Revenue Code. These reports are updated every six months and are archived for reference on our website identified above.
- AbbVie does not currently make direct expenditures toward U.S. federal or state grassroots lobbying communications to the general public and does not currently contribute funds intended for use in elections to tax-exempt organizations under Section 501(c)(4) of the Internal Revenue Code, as disclosed on our website. If such a contribution were made, it would be enumerated in AbbVie's reports on other corporate political contributions.
- AbbVie discloses trade associations to which AbbVie provides \$50,000 or more in annual membership, which are reviewed by the Public Policy Committee. This threshold was lowered in 2016 from \$100,000. AbbVie also posts a list of global trade associations in which an AbbVie employee serves on the organization's board of directors. Both of these lists are available on our website. AbbVie chooses to participate as a member of various associations based on our commitment to voice our concerns as appropriate through our colleagues who serve on the boards and committees of these groups. Such participation does not imply that we always agree with the positions of the larger organization and/or other members.
- AbbVie also provides a link to the Federal Election Commission reports of the AbbVie Political Action Committee ("PAC"), which detail the PAC's political contributions and expenditures.
- In part due to the extensive disclosures described above, AbbVie is listed in the first tier of companies providing the highest level of political transparency and accountability in the 2016 CPA-Zicklin Index of Corporate Political Accountability and Disclosure as we have been for the past three years.
- Attempting to quantify indirect lobbying would be difficult to estimate and potentially misleading to stockholders as AbbVie is not directing the lobbying activities of trade, civic or patient groups. Further, it would be difficult for us to determine which third parties may endorse model legislation and whether such activities fall within the proposal's request.

In summary, our robust oversight mechanisms and extensive disclosures address the concerns underlying the proposal, but without the unnecessary business risks and additional resources the proposal would introduce if implemented.

**The Board of Directors recommends that you vote AGAINST the proposal.**

## Stockholder Proposal to Separate Chair and CEO (Item 6 on Proxy Card)

The Congregation of Sisters of St. Agnes has notified AbbVie that it intends to present the following proposal at the Annual Meeting and that the proponent owns 38 AbbVie shares.

**RESOLVED:** The shareholders request the Board of Directors to adopt as policy, and amend the bylaws as necessary, to require the Chair of the Board of Directors, whenever possible, to be an independent member of the Board. This policy would be phased in for the next CEO transition.

If the Board determines that a Chair who was independent when selected is no longer independent, the Board shall select a new Chair who satisfies the requirements of the policy within a reasonable amount of time. Compliance with this policy is waived if no independent director is available and willing to serve as Chair.

### Supporting Statement:

We believe:

- The role of the CEO and management is to run the company.
- The role of the Board of Directors is to provide independent oversight of management and the CEO.
- There is a potential conflict of interest for a CEO to be her/his own overseer as Chair while managing the business.

AbbVie's CEO Richard A. Gonzalez serves both as CEO and Chair of the Company's Board of Directors. We believe the combination of these two roles in a single person weakens a corporation's governance structure, which can harm shareholder value.

As Andrew Grove, Intel's former chair, stated, "The separation of the two jobs goes to the heart of the conception of a corporation. Is a company a sandbox for the CEO, or is the CEO an employee? If he's an employee, he needs a boss, and that boss is the Board. The Chairman runs the Board. How can the CEO be his own boss?"

In our view, shareholders are best served by an independent Board Chair who can provide a balance of power between the CEO and the Board empowering strong Board leadership. The primary duty of a Board of Directors is to oversee the management of a company on behalf of shareholders. We believe a combined CEO / Chair creates a potential conflict of interest, resulting in excessive management influence on the Board and weaker oversight of management.

Numerous institutional investors recommend separation of these two roles. For example, California's Retirement System CalPERS' Principles & Guidelines encourage separation, even with a lead director in place.

According to ISS "2015 Board Practices", (April 2015), 53% of S&P 1,500 firms separate these two positions and the number of companies separating these roles is growing.

Chairing and overseeing the Board is a time intensive responsibility. A separate Chair also frees the CEO to manage the company and build effective business strategies.

Many companies have separate and/or independent Chairs. An independent Chair is the prevailing practice in the United Kingdom and is an increasing trend in the U.S.

Shareholder resolutions urging separation of CEO and Chair received approximately 33% in 2015 and 31% in 2016, an indication of strong investor support.

To simplify the transition, this policy would be phased in and implemented when the next CEO is chosen.

## Board of Directors Statement in Opposition to the Stockholder Proposal to Separate Chair and CEO (Item 6 on Proxy Card)

The Board of Directors recommends that stockholders vote **AGAINST** this proposal.

**Our Board of Directors believes that our stockholders are best served by preserving the flexibility to determine the appropriate leadership structure for the company in light of the circumstances at the time.**

The proposal would unnecessarily restrict the Board's ability to determine the leadership structure best suited to AbbVie and our stockholders and would not allow the Board to consider the specific circumstances and needs of AbbVie at a particular time.

Our Board carefully considers the independence of its directors and committees, the availability of an engaged strong lead independent director, the strategic plan, and the leadership of the CEO. It is important that our Board continue to be able to assess these relevant factors, in fulfillment of its fiduciary duty, to determine the leadership structure best suited to meet the needs of AbbVie. Further, our Board is committed to periodically reviewing the Board's leadership structure.

**AbbVie's existing leadership structure and corporate governance practices provide strong independent oversight.**

AbbVie has a robust lead independent director role. The lead independent director is chosen by and from the independent members of the full Board of Directors and has significant authority and responsibilities to ensure meaningful independent leadership of the Board. Among other duties, our lead independent director:

- facilitates communication with the Board and presides over regularly conducted executive sessions of the independent directors or sessions where the chairman of the Board is not present;
- reviews and approves matters, such as agenda items, schedule sufficiency, and, where appropriate, information provided to other Board members;
- serves as the liaison between the chairman of the Board and the independent directors;
- has the authority to call meetings of the independent directors;
- if requested by major stockholders, ensures that he or she is available for consultation and direct communication as needed; and
- performs such other duties as the Board may determine from time to time.

All directors, other than the CEO, are independent. All key committees and committee chairs are comprised completely of independent directors. Our independent directors meet regularly in executive session, which is presided over by the lead director, as set forth in our Governance Guidelines available on our website. Our directors are subject to majority voting as set forth in our By-Laws.

**The Board carefully considers AbbVie's leadership structure and has determined that the existing leadership structure best serves the needs of the company and its stockholders at this time.**

In light of the lead independent director authority and responsibilities and other corporate governance practices outlined above, the Board has determined that its current leadership structure, in which the offices of chairman of the Board and chief executive officer are held by one individual and the chair of the nominations and governance committee serves as the lead director, ensures that the appropriate level of oversight, independence, and responsibility is applied to all Board decisions, including risk oversight, and is in the best interests of AbbVie and its stockholders.

In summary, the proposal would unnecessarily restrict the independent Board members' flexibility, regardless of circumstances, to appoint the individual they think is the most appropriate person to serve as Chair, even with a balanced, strong lead independent director structure. These undue restrictions on the Board, in light of AbbVie's robust independent oversight mechanisms, are not in the best interests of stockholders.

**The Board of Directors recommends that you vote AGAINST the proposal.**

## ADDITIONAL INFORMATION

### Corporate Governance Materials

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AbbVie's corporate governance guidelines with the outline of directorship qualifications; director independence guidelines; code of business conduct; and audit committee, compensation committee, nominations and governance committee, and public policy committee charters are all available in the corporate governance section of AbbVie's investor relations website at [www.abbvieinvestor.com](http://www.abbvieinvestor.com).

### Procedures for Approval of Related Person Transactions

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It is AbbVie's policy that the nominations and governance committee review, approve, ratify or disapprove of all transactions in which AbbVie participates and in which any related person has a direct or indirect material interest if such transaction involves or is expected to involve payments of \$120,000 or more in the aggregate per fiscal year. Related person transactions requiring review by the nominations and governance committee pursuant to this policy are identified in:

- questionnaires annually distributed to AbbVie's directors and executive officers;
- certifications submitted annually by AbbVie executive officers related to their compliance with AbbVie's Code of Business Conduct; or
- communications made directly by the related person to the chief financial officer or general counsel.

In determining whether to approve or ratify a related person transaction, the nominations and governance committee will consider the following items, among others:

- the related person's relationship to AbbVie and interest in the transaction;
- the material facts of the transaction, including the aggregate value of such transaction or, in the case of indebtedness, the amount of principal involved;
- the benefits to AbbVie of the transaction;
- if applicable, the availability of other sources of comparable products or services;
- an assessment of whether the transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally;
- whether a transaction has the potential to impair director independence; and
- whether the transaction constitutes a conflict of interest.

This process is included in the nominations and governance committee's written charter, which is available on the corporate governance section of AbbVie's investor relations website at [www.abbvieinvestor.com](http://www.abbvieinvestor.com).

## Section 16(a) Beneficial Ownership Reporting Compliance

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AbbVie believes that during 2016 its executive officers and directors timely complied with all filing requirements under Section 16(a) of the Securities Exchange Act of 1934, except that one Form 4 reporting the receipt of stock equivalent units for each director who received stock equivalent units during 2016 was not timely filed due to administrative error by the company.

## Performance-Based Compensation Arrangements

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The Performance Incentive Plan and the Incentive Stock Program are intended to comply with Internal Revenue Code Section 162(m) to permit deductibility of performance-based compensation.

The compensation committee reserves the flexibility to take actions that may be based on considerations in addition to tax deductibility. The committee believes that stockholder interests are best served by not restricting the committee's discretion and flexibility in crafting compensation programs, even if such programs may result in certain non-deductible compensation expenses. Accordingly, the committee may from time to time approve components of compensation for certain executive officers that are not deductible.

While the compensation committee does not anticipate there would ever be circumstances where a restatement of earnings upon which any incentive plan award decisions were based would occur, the committee, in evaluating such circumstances, has discretion to take all actions necessary to protect the interests of stockholders up to and including actions to recover such incentive awards.

## Exclusive Forum

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AbbVie is incorporated in the state of Delaware and Delaware law governs the relationship among its directors, officers, and stockholders (also known as the internal affairs doctrine). To provide for the orderly, efficient and cost-effective resolution of Delaware-law issues affecting AbbVie, the company's Certificate of Incorporation provides that unless the board of directors otherwise determines, Delaware courts are the exclusive forum for cases involving the internal affairs doctrine, derivative actions brought on behalf of the company, claims for breach of fiduciary duty, and other matters concerning Delaware statutory and common law. The provision does not apply to any other cases brought against AbbVie.

## Other Matters

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The board of directors knows of no other business to be transacted at the 2017 Annual Meeting of Stockholders, but if any other matters do come before the meeting, it is the intention of the persons named in the accompanying proxy to vote or act with respect to them in accordance with their best judgment.

## Date for Receipt of Stockholder Proposals for the 2018 Annual Meeting Proxy Statement

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Stockholder proposals for presentation at the 2018 Annual Meeting must be received by AbbVie no later than November 21, 2017 and must otherwise comply with the applicable requirements of the Securities and Exchange Commission to be considered for inclusion in the proxy statement and proxy for the 2018 meeting.

## Procedure for Recommendation and Nomination of Directors and Transaction of Business at Annual Meeting

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A stockholder may recommend persons as potential nominees for director by submitting the names of such persons in writing to the secretary of AbbVie. Recommendations must be accompanied by certain information about both the nominee and the stockholder making the nomination, as set forth in AbbVie's Amended and Restated By-Laws. A nominee who is recommended by a stockholder following these procedures will receive the same consideration as other comparably qualified nominees.



A stockholder entitled to vote for the election of directors at an Annual Meeting and who is a stockholder of record on:

- the record date for that Annual Meeting,
- the date of this proxy statement, and
- the date of the Annual Meeting

may nominate persons for director, or make proposals of other business to be brought before the Annual Meeting, by providing proper timely written notice to the secretary of AbbVie. That notice must include certain information required by Article II of AbbVie's Amended and Restated By-Laws, including information about the stockholder, any beneficial owner on whose behalf the nomination or proposal is being made, their respective affiliates or associates or others acting on concert with them, and any proposed director nominee.

For each matter the stockholder proposes to bring before the Annual Meeting, the notice must also include a brief description of the business to be discussed, the reasons for conducting such business at the Annual Meeting, any material interest of the stockholder in such business and certain other information specified in the By-Laws. In addition, in the case of a director nomination, the notice must include a completed and signed questionnaire, representation and agreement of the nominee addressing matters specified in the By-Laws.

To be timely, written notice either to directly nominate persons for director or to bring business properly before the Annual Meeting must be received at AbbVie's principal executive offices not less than ninety days and not more than one hundred twenty days prior to the anniversary date of the preceding Annual Meeting. If the Annual Meeting is called for a date that is more than thirty days before or sixty days after such anniversary date, notice by the stockholder must be received not less than ninety days and not more than one hundred twenty days prior to the date of such Annual Meeting and not later than the close of business on the later of ninety days prior to the date of such Annual Meeting, or, if the first public announcement of the date of such Annual Meeting is less than one hundred days prior to the date of such Annual Meeting, the tenth day following the day on which public announcement of the date of such meeting is first made by AbbVie. To be timely for the 2018 Annual Meeting, this written notice must be received by AbbVie no later than February 5, 2018.

In addition, the notice must be updated and supplemented, if necessary, so that the information provided or required to be provided is true and correct as of the record date for the Annual Meeting and as of the date that is ten business days prior to the meeting. Any such update or supplement must be delivered to the secretary of AbbVie at AbbVie's principal executive offices not more than five business days after the record date for the Annual Meeting, and not less than eight business days before the date of the Annual Meeting in the case of any update or supplement required to be made as of ten business days prior to the Annual Meeting.

### **Procedure for Stockholder Nominations to be Included in AbbVie's Proxy Materials**

AbbVie recently adopted a proxy access By-Law provision to permit a stockholder, or a group of up to 20 stockholders, continuously owning shares of our company for at least 3 years and representing an aggregate of at least 3% of the outstanding shares of common stock, to nominate and include in our proxy materials director nominee(s) constituting up to 25% of the total number of the directors in office, provided that the stockholder(s) and the nominee(s) satisfy the requirements in our By-Laws. Notice must include certain information required by Article II of AbbVie's Amended and Restated By-Laws. To be timely, written notice must be received at AbbVie's principal executive offices not earlier than 150 days and not later than 120 days before the anniversary of the date that the company mailed its proxy statement for the prior year's annual meeting of stockholders. To be timely for the 2018 Annual Meeting, this written notice must be received by AbbVie no later than November 21, 2017 and must include the specific information required by, and otherwise comply with the requirements of, our By-Laws.

## Householding of Proxy Materials

The Securities and Exchange Commission has adopted rules that permit companies and intermediaries (such as brokers or banks) to satisfy the delivery requirements for proxy statements with respect to two or more security holders sharing the same address by delivering a single Notice or proxy statement addressed to those security holders. This process, which is commonly referred to as “householding,” potentially provides extra convenience for security holders and cost savings for companies.

Several brokers and banks with accountholders who are AbbVie stockholders will be “householding” our proxy materials. As indicated in the notice provided by these brokers to AbbVie stockholders, a single proxy statement will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from an affected stockholder. Once you have received notice from your broker that it will be “householding” communications to your address, “householding” will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in “householding” and you prefer to receive a separate proxy statement, please notify your broker, or contact Broadridge Financial Solutions at 1-866-540-7095, or write to us at Investor Relations, AbbVie Inc., 1 North Waukegan Road, North Chicago, Illinois 60064. Stockholders who currently receive multiple copies of the proxy statement at their address and would like to request “householding” of their communications should contact their broker or bank.

## Cautionary Statement Regarding Forward-Looking Statements

This proxy statement contains certain forward-looking statements regarding business strategies, market potential, future financial performance and other matters. The words “believe,” “expect,” “anticipate,” “project” and similar expressions, among others, generally identify “forward-looking statements,” which speak only as of the date the statements were made. The matters discussed in these forward-looking statements are subject to risks, uncertainties and other factors that may cause actual results to differ materially from those projected, anticipated or implied in the forward-looking statements. Where, in any forward-looking statement, an expectation or belief as to future results or events is expressed, such expectation or belief is based on the current plans and expectations of AbbVie management and expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the expectation or belief will result or be achieved or accomplished. Factors that could cause actual results or events to differ materially from those anticipated include the matters described in AbbVie’s Annual Report on Form 10-K for the year ended December 31, 2016 under Item 1A, “Risk Factors” and Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” AbbVie does not undertake any obligation to update the forward-looking statements included in this proxy statement to reflect events or circumstances after the date hereof, unless AbbVie is required by applicable securities law to do so.

## General

It is important that proxies be returned promptly. Stockholders are urged to vote, regardless of the number of shares of AbbVie common stock owned. Stockholders may vote by telephone, by Internet, or by mail if a printed version of the proxy card was received or requested. Stockholders who vote by telephone or the Internet do not need to return a proxy card.

The Annual Meeting will be held at the Fairmont Chicago, Millennium Park, 200 North Columbus Drive, Chicago, Illinois 60601. Admission to the meeting will be by admission card only. A stockholder planning to attend the meeting should promptly complete and return the reservation form. Reservation forms must be received before April 28, 2017. An admission card admits only one person. A stockholder may request two admission cards, but a guest must be accompanied by a stockholder.

By order of the board of directors.  
LAURA J. SCHUMACHER  
SECRETARY

## Proposed Certificate of Amendment to the Amended and Restated Certificate of Incorporation of AbbVie Inc.

The text of the proposed amendment is marked to reflect the proposed changes.

AbbVie Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. Sections 2, 3, and 4 of Article VI of AbbVie's Amended and Restated Certificate of Incorporation are amended to read as follows:

Section 2. Classes of Directors. Subject to the rights of the holders of any series of Preferred Stock to elect directors under specified circumstances, the directors shall, until the annual meeting of stockholders to be held in 2020, be divided, with respect to the time for which they severally hold office, into three classes, as nearly equal in number as is reasonably possible, ~~with t~~The term of office of the class of directors elected at the annual meeting of stockholders in 2017 shall first class to expire at the ~~2020~~2013 annual meeting of stockholders, the term of office of the class of directors elected at the annual meeting of stockholders held in 2018 shall second class to expire at the ~~2019~~2014 annual meeting of stockholders and the term of office of the ~~third class to~~ class of directors elected at the annual meeting of stockholders held in 2019 shall expire at the ~~2020~~2015 annual meeting of stockholders, with each director to hold office until his or her successor shall have been duly elected and qualified. At each annual meeting of stockholders, commencing with the ~~2018~~2013 annual meeting, (a) directors elected to succeed those directors whose terms then expire shall be elected for a term of office to expire at the ~~third succeeding~~ annual meeting of stockholders held in the year following the year of after their election, with each director to hold office until his or her successor shall have been duly elected and qualified, and (b) if authorized by a resolution of the Board of Directors, directors may be elected to fill any vacancy on the Board of Directors, regardless of how such vacancy shall have been created.

Section 3. Vacancies. Subject to applicable law and the rights of the holders of any series of Preferred Stock with respect to such series of Preferred Stock, and unless the Board of Directors otherwise determines, vacancies resulting from death, resignation, retirement, disqualification, removal from office or other cause, and newly created directorships resulting from any increase in the authorized number of directors, may be filled only by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, and in the event that there is only one director remaining in office, by such sole remaining director, and directors so chosen shall hold office ~~for a term expiring at the annual meeting of stockholders at which the term of office of the class to which they have been appointed expires and~~ until such director's successor shall have been duly elected and qualified and, if the Board of Directors at such time is classified, for a term expiring at the annual meeting of stockholders at which the term of office of the class to which such director has been appointed expires.

Section 4. Removal. Except as provided in the subsequent sentence and subject to the rights of the holders of any series of Preferred Stock with respect to such series of Preferred Stock, any director, or the entire Board of Directors, may be removed from office at any time, with or without cause by the affirmative vote of the holders of at least a majority of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors. Notwithstanding the immediately preceding sentence, subject to the rights of the holders of any series of Preferred Stock with respect to such series of Preferred Stock, until the 2020 annual meeting of the stockholders, a director may be removed from office only for cause by the affirmative vote of the holders of at least a majority of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors. ~~Subject to the rights of the holders of any series of Preferred Stock with respect to such series of Preferred Stock, any director, or the entire Board of Directors, may be removed from office at any time but only for cause by the affirmative vote of the holders of at least a majority of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors.~~

2. The foregoing amendment to the Amended and Restated Certificate of Incorporation of the Corporation was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be executed by the undersigned officer, duly authorized, as of the \_\_\_\_\_ day of \_\_\_\_\_, 2017.

**AbbVie Inc.**

By: \_\_\_\_\_

Name:

Title:

**AbbVie Inc.**  
**Reconciliation of GAAP Reported to Non-GAAP Adjusted Information**  
**Year Ended December 31, 2016**  
**(Unaudited) (In millions, except per share data)**

### Non-GAAP Financial Results

Financial results are presented on both a reported and a non-GAAP basis. Reported results were prepared in accordance with GAAP and include all revenues and expenses recognized during the period. Non-GAAP results adjust for certain non-cash items and for factors that are unusual or unpredictable, and exclude those costs, expenses, and other specified items. AbbVie's management believes non-GAAP financial measures provide useful information to investors regarding AbbVie's results of operations and assist management, analysts, and investors in evaluating the performance of the business. Non-GAAP financial measures should be considered in addition to, and not as a substitute for, measures of financial performance prepared in accordance with GAAP.

### Business Performance Highlights Reconciliations

#### 1. Net Revenues since 2013 Inception and Compound Annual Growth Rate

	2016	2015	2014	2013	2016-2013 CAGR
<b>As reported (GAAP)</b>	\$25,638	\$22,859	\$19,960	\$18,790	10.9%
Adjusted for specified items:	(78)	(40)	(81)	—	—0.1%
<b>As adjusted (non-GAAP)</b>	\$25,560	\$22,819	\$19,879	\$18,790	10.8%

The 2016 specified revenue items included milestone revenue under previously announced collaborations and prior period royalty revenue related to a patent lawsuit settlement. The 2015 net revenue specified item represents a milestone payment received under a previously announced collaboration. The 2014 net revenue specified item reflects royalty income from prior periods recognized in the fourth quarter of 2014 as a result of the settlement of a licensing arrangement.

#### 2. Diluted Earnings Per Share Compound Annual Growth Rate and Operating Margin Expansion since 2013 Inception

	Earnings Per Share			Operating Margin Expansion		
	2016	2013	2016-2013 CAGR	2016	2013	2016-2013 Expansion
<b>As reported (GAAP)</b>	\$3.63	\$2.56	12.4%	36.6%	30.1%	650 bps
Adjusted for specified items:	1.19	0.58	3.1%	5.8%	6.2%	(40 bps)
<b>As adjusted (non-GAAP)</b>	\$4.82	\$3.14	15.4%	42.4%	36.3%	610 bps

#### 3. 2016 Net Revenues over 2015 Year End and Operating Margin Percentage

	Net Revenues	Operating Margin
<b>As reported (GAAP)</b>	12.2%	36.6%
Adjusted for specified and other items:	—0.2%	5.8%
Adjusted for R&D investment related acquisitions in 2016:	—	0.9%
Adjusted for foreign exchange:	1.3%	2.6%
<b>As adjusted (non-GAAP)</b>	13.3%	45.9%

## 4. Diluted Earnings Per Share since 2013 Inception

	2016	2015	2014	2013
<b>As reported (GAAP)</b>	\$3.63	\$3.13	\$1.10	\$2.56
Adjusted for specified items:				
Intangible asset amortization	0.38	0.20	0.18	0.23
Separation costs	—	0.13	0.24	0.10
Milestones and other R&D expenses	0.05	0.26	0.48	—
Acquired IPR&D	0.12	0.09	0.15	0.21
Acquisition related costs	0.16	0.25	—	—
Shire transaction and termination costs	—	0.10	1.12	—
Change in fair value of contingent consideration	0.14	—	—	—
Venezuela devaluation loss	0.18	—	—	—
Revaluation due to Section 987 tax law change	0.12	—	—	—
Other	0.04	0.13	0.05	0.04
<b>As adjusted (non-GAAP)</b>	\$4.82	\$4.29	\$3.32	\$3.14

## 2016 Performance Results for Financial Goals Reconciliations

	Net Revenues	Income Before Taxes	Operating Margin	Humira Sales
<b>As reported (GAAP)</b>	\$25,638	\$ 7,884	\$ 9,384	\$16,078
Adjusted for specified items:	(78)	2,021	1,442	—
Adjusted for foreign exchange:	(166)	121	146	(89)
<b>As adjusted (non-GAAP)</b>	\$25,394	\$10,026	\$10,972	\$15,989

The calculation of Adjusted Return on Assets reflects Adjusted Net Earnings.

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AbbVie Inc.  
1 North Waukegan Road  
North Chicago, Illinois 60064 U.S.A.

**Notice of Annual Meeting  
of Stockholders  
and Proxy Statement**

**Meeting Date  
May 5, 2017**

**YOUR VOTE IS IMPORTANT!**

Please sign and promptly return your proxy in the enclosed envelope or vote your shares by telephone or using the Internet.

**Reservation Form for Annual Meeting**

I am a stockholder of AbbVie Inc. and I plan to attend the Annual Meeting to be held at the Fairmont Chicago, Millennium Park, 200 North Columbus Drive, Chicago, Illinois 60601 at 9:00 a.m. CT on May 5, 2017.

Please send me an admission card for each of the following persons.

Name _____	Name _____
Address _____	Address _____
City _____	City _____
State _____	State _____
Zip Code _____	Zip Code _____
Phone Number (    ) _____	Phone Number (    ) _____

**If you plan to attend the meeting, please complete the Reservation Form and send it to AbbVie Inc., Annual Meeting Ticket Requests, AP34, 1 North Waukegan Road, North Chicago, Illinois 60064. Due to space limitations, Reservation Forms must be received before April 28, 2017. An admission card, along with a form of photo identification, admits one person. A stockholder may request two admission cards, but a guest must be accompanied by a stockholder.**

**To prevent a delay in the receipt of your admission card, do not return this form with your proxy card or mail it in the enclosed business envelope.**



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## STOCKHOLDER INFORMATION

### **AbbVie Inc. Corporate Headquarters**

1 North Waukegan Road  
North Chicago, IL 60064  
847.932.7900  
abbvie.com

Investor Relations  
Dept. ZZ05, AP34

Corporate Secretary  
Dept. V364, AP34

### **Stock Listing**

The ticker for AbbVie's common stock is ABBV. The principal market for AbbVie common stock is the NYSE. AbbVie common stock is also listed on the Chicago Stock Exchange, the NYSE Euronext Paris, and the SIX Swiss Exchange.

### **Annual Meeting**

The Annual Meeting will be held on Friday, May 5, 2017, at 9 a.m. at the Fairmont Chicago, Millennium Park, 200 North Columbus Drive, Chicago, IL 60601.

### **Dividend Reinvestment Plan**

The AbbVie Dividend Reinvestment Plan offers registered stockholders an opportunity to purchase additional shares, commission-free, through automatic dividend reinvestment and/or optional cash investments. Interested persons may contact the transfer agent.

### **Transfer Agent**

Computershare Trust Co. NA  
P.O. Box 43078  
Providence, RI 02940-3078  
877.881.5970 (toll free)  
732.645.4123  
www.computershare.com



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