

FMC CORP  
Form 10-Q  
November 03, 2016

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

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FORM 10-Q

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Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended September 30, 2016

or  
 Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 1-2376

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

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Delaware 94-0479804  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

2929 Walnut Street 19104  
Philadelphia, Pennsylvania  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code: 215-299-6000

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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 WEBSITE, 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 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. (CHECK ONE):

LARGE ACCELERATED FILER  ACCELERATED FILER

NON-ACCELERATED FILER  SMALLER REPORTING COMPANY

INDICATE BY CHECK MARK WHETHER THE REGISTRANT IS A SHELL COMPANY (AS DEFINED IN RULE 12B-2 OF THE EXCHANGE ACT) YES  NO

INDICATE THE NUMBER OF SHARES OUTSTANDING OF EACH OF THE ISSUER'S CLASSES OF COMMON STOCK, AS OF THE LATEST PRACTICABLE DATE

Class Outstanding at September 30, 2016

Common Stock, par value \$0.10 per share 133,838,795

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## PART I - FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

FMC CORPORATION  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME (LOSS)

(in Millions, Except Per Share Data)	Three Months Ended		Nine Months Ended	
	September 30		September 30	
	2016	2015	2016	2015
	(unaudited)		(unaudited)	
Revenue	\$807.7	\$830.7	\$2,416.8	\$2,377.2
Costs and Expenses				
Costs of sales and services	528.2	610.4	1,554.6	1,600.4
Gross margin	279.5	220.3	862.2	776.8
Selling, general and administrative expenses	117.8	137.0	373.4	590.9
Research and development expenses	32.2	37.2	103.3	102.8
Restructuring and other charges (income)	14.4	45.6	39.1	78.2
Total costs and expenses	692.6	830.2	2,070.4	2,372.3
Income from continuing operations before equity in (earnings) loss of affiliates, interest expense, net and income taxes	115.1	0.5	346.4	4.9
Equity in (earnings) loss of affiliates	(0.4 )	—	(0.4 )	—
Interest expense, net	20.3	20.2	61.1	58.9
Income (loss) from continuing operations before income taxes	95.2	(19.7 )	285.7	(54.0 )
Provision (benefit) for income taxes	12.6	(25.1 )	75.5	(56.4 )
Income (loss) from continuing operations	82.6	5.4	210.2	2.4
Discontinued operations, net of income taxes	(3.0 )	(5.0 )	(14.9 )	698.8
Net income (loss)	79.6	0.4	195.3	701.2
Less: Net income attributable to noncontrolling interests	(0.1 )	2.8	2.1	8.1
Net income (loss) attributable to FMC stockholders	\$79.7	\$(2.4 )	\$193.2	\$693.1
Amounts attributable to FMC stockholders:				
Continuing operations, net of income taxes	\$82.7	\$2.6	\$208.1	\$(5.7 )
Discontinued operations, net of income taxes	(3.0 )	(5.0 )	(14.9 )	698.8
Net income (loss) attributable to FMC stockholders	\$79.7	\$(2.4 )	\$193.2	\$693.1
Basic earnings (loss) per common share attributable to FMC stockholders:				
Continuing operations	\$0.62	\$0.02	\$1.55	\$(0.04 )
Discontinued operations	(0.03 )	(0.04 )	(0.11 )	5.22
Net income (loss) attributable to FMC stockholders	\$0.59	\$(0.02 )	\$1.44	\$5.18
Diluted earnings (loss) per common share attributable to FMC stockholders:				
Continuing operations	\$0.61	\$0.02	\$1.55	\$(0.04 )
Discontinued operations	(0.02 )	(0.04 )	(0.11 )	5.22
Net income (loss) attributable to FMC stockholders	\$0.59	\$(0.02 )	\$1.44	\$5.18

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

FMC CORPORATION  
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(in Millions)	Three Months Ended September 30 2016		Nine Months Ended September 30 2016	
	2015	2016	2015	2016
	(unaudited)		(unaudited)	
Net income (loss)	\$79.6	\$0.4	\$195.3	\$701.2
Other comprehensive income (loss), net of tax:				
Foreign currency adjustments:				
Foreign currency translation gain (loss) arising during the period	18.1	(39.0 )	50.3	(81.0 )
Total foreign currency translation adjustments <sup>(1)</sup>	18.1	(39.0 )	50.3	(81.0 )
Derivative instruments:				
Unrealized hedging gains (losses) and other, net of tax of (\$0.3) and (\$2.0) for the three and nine months ended September 30, 2016 and (\$0.7) and \$2.8 for the three and nine months ended September 30, 2015, respectively	0.1	(1.5 )	0.9	3.7
Reclassification of deferred hedging (gains) losses and other, included in net income, net of tax of \$1.2 and \$3.3 for the three and nine months ended September 30, 2016 and (\$0.4) and (\$2.0) for the three and nine months ended September 30, 2015, respectively <sup>(3)</sup>	2.2	(0.4 )	6.2	(2.3 )
Total derivative instruments, net of tax of \$0.9 and \$1.3 for the three and nine months ended September 30, 2016 and (\$1.1) and \$0.8 for the three and nine months ended September 30, 2015, respectively	2.3	(1.9 )	7.1	1.4
Pension and other postretirement benefits:				
Unrealized actuarial gains (losses) and prior service (costs) credits, net of tax of zero and zero for the three and nine months ended September 30, 2016 and \$0.2 and— (\$4.5) for the three and nine months ended September 30, 2015, respectively <sup>(2)</sup>		(0.3 )	—	(7.4 )
Reclassification of net actuarial and other (gain) loss and amortization of prior service costs, included in net income, net of tax of \$4.7 and \$12.0 for the three and nine months ended September 30, 2016 and \$4.4 and \$16.6 for the three and nine months ended September 30, 2015, respectively <sup>(3)</sup>	4.7	8.0	18.1	29.4
Total pension and other postretirement benefits, net of tax of \$4.7 and \$12.0 for the three and nine months ended September 30, 2016 and \$4.6 and \$12.1 for the three and nine months ended September 30, 2015, respectively	4.7	7.7	18.1	22.0
Other comprehensive income (loss), net of tax	25.1	(33.2 )	75.5	(57.6 )
Comprehensive income (loss)	\$104.7	\$(32.8)	\$270.8	\$643.6
Less: Comprehensive income attributable to the noncontrolling interest	(0.5 )	2.4	1.7	7.4
Comprehensive income (loss) attributable to FMC stockholders	\$105.2	\$(35.2)	\$269.1	\$636.2

(1) Income taxes are not provided on the equity in undistributed earnings of our foreign subsidiaries or affiliates since it is our intention that such earnings will remain invested in those affiliates indefinitely.

(2) At December 31st of each year, we remeasure our pension and postretirement plan obligations at which time we record any actuarial gains (losses) and prior service (costs) credits to other comprehensive income. The interim adjustments noted above typically reflect the foreign currency translation impacts from the unrealized actuarial gains (losses) and prior service (costs) credits related to our foreign pension and postretirement plans. The amounts for the nine months ended September 30, 2015 include adjustments,

recorded during the three months ended March 31, 2015, to comprehensive income as the results of the disposal of our FMC Alkali Chemicals division. This disposal triggered a curtailment of our U.S. pension plans. See Note 14 for more information.

(3) For more detail on the components of these reclassifications and the affected line item in the condensed consolidated statements of income (loss) see Note 13.

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

FMC CORPORATION  
CONDENSED CONSOLIDATED BALANCE SHEETS

(in Millions, Except Share and Par Value Data)	September 30, 2016	December 31, 2015
(unaudited)		
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 130.7	\$ 78.6
Trade receivables, net of allowance of \$11.6 in 2016 and \$13.9 in 2015	1,603.4	1,851.4
Inventories	817.4	800.2
Prepaid and other current assets	252.6	241.7
Total current assets	\$2,804.1	\$ 2,971.9
Investments	1.1	2.5
Property, plant and equipment, net	1,031.0	1,016.4
Goodwill	798.6	776.1
Other intangibles, net	849.2	837.0
Other assets including long-term receivables, net	457.2	435.1
Deferred income taxes	268.6	286.9
Total assets	\$6,209.8	\$ 6,325.9
<b>LIABILITIES AND EQUITY</b>		
Current liabilities		
Short-term debt and current portion of long-term debt	\$63.2	\$ 112.6
Accounts payable, trade and other	371.6	403.6
Advance payments from customers	5.0	249.9
Accrued and other liabilities	331.9	337.6
Accrued customer rebates	417.4	256.1
Guarantees of vendor financing	88.0	67.2
Accrued pension and other postretirement benefits, current	6.4	6.4
Income taxes	25.3	19.9
Total current liabilities	\$1,308.8	\$ 1,453.3
Long-term debt, less current portion	1,913.3	2,036.3
Accrued pension and other postretirement benefits, long-term	133.2	194.2
Environmental liabilities, continuing and discontinued	257.7	281.8
Deferred income taxes	174.6	173.2
Other long-term liabilities	301.5	278.8
Commitments and contingent liabilities (Note 17)		
Equity		
Preferred stock, no par value, authorized 5,000,000 shares; no shares issued in 2016 or 2015	—	—
Common stock, \$0.10 par value, authorized 260,000,000 shares; 185,983,792 issued shares at 2016 and 2015	18.6	18.6
Capital in excess of par value of common stock	431.8	417.7
Retained earnings	3,511.8	3,385.0
Accumulated other comprehensive income (loss)	(381.5 )	(457.3 )
Treasury stock, common, at cost - 2016: 52,144,997 shares, 2015: 52,328,015 shares	(1,496.4 )	(1,498.3 )
Total FMC stockholders' equity	\$2,084.3	\$ 1,865.7
Noncontrolling interests	36.4	42.6
Total equity	\$2,120.7	\$ 1,908.3
Total liabilities and equity	\$6,209.8	\$ 6,325.9

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





FMC CORPORATION  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in Millions)	Nine Months Ended September 30	
	2016	2015
	(unaudited)	
Cash provided (required) by operating activities of continuing operations:		
Net income (loss)	\$195.3	\$701.2
Discontinued operations	14.9	(698.8 )
Income (loss) from continuing operations	\$210.2	\$2.4
Adjustments from income from continuing operations to cash provided (required) by operating activities of continuing operations:		
Depreciation and amortization	101.5	92.2
Equity in (earnings) loss of affiliates	(0.4 )	—
Restructuring and other charges (income)	39.1	78.2
Deferred income taxes	(6.2 )	52.4
Pension and other postretirement benefits	9.4	30.5
Share-based compensation	15.6	12.2
Excess tax benefits from share-based compensation	(0.5 )	(1.6 )
Changes in operating assets and liabilities, net of effect of acquisitions and divestitures:		
Trade receivables, net	236.1	315.5
Guarantees of vendor financing	14.0	9.9
Inventories	(30.9 )	(8.0 )
Accounts payable	(15.0 )	(201.1 )
Advance payments from customers	(244.9 )	(186.2 )
Accrued customer rebates	160.0	112.3
Income taxes	30.5	(288.8 )
Pension and other postretirement benefit contributions	(42.6 )	(71.0 )
Environmental spending, continuing, net of recoveries	(19.8 )	(18.6 )
Restructuring and other spending	(16.1 )	(22.3 )
Change in other operating assets and liabilities, net <sup>(1)</sup>	(29.0 )	(154.8 )
Cash provided (required) by operating activities of continuing operations	\$411.0	\$(246.8)
Cash provided (required) by operating activities of discontinued operations:		
Environmental spending, discontinued, net of recoveries	(13.2 )	(10.4 )
Other discontinued reserves	(10.0 )	(15.8 )
Operating activities of discontinued operations, net of recoveries	—	(37.5 )
Cash provided (required) by operating activities of discontinued operations	\$(23.2 )	\$(63.7 )

Changes in all periods primarily represent timing of payments associated with all other operating assets and liabilities. Additionally, the September 30, 2015 change is impacted by a \$99.6 million reduction in the Cheminova (1) acquisition hedge liability and the non-cash Cheminova inventory fair value amortization of \$48.1 million. Total cash payments during the nine months ended September 30, 2015 associated with the Cheminova acquisition hedges were \$264.8 million, which includes \$165.2 million that were accrued and paid within the period.

The accompanying notes are an integral part of these condensed consolidated financial statements.  
(continued)



FMC CORPORATION  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

(in Millions)	Nine Months Ended September 30	
	2016	2015
	(unaudited)	
Cash provided (required) by investing activities of continuing operations:		
Capital expenditures	\$(102.7)	\$(87.4 )
Proceeds from disposal of property, plant and equipment	1.6	1.3
Acquisitions, net of cash acquired	—	(1,205.1 )
Proceeds from sale of investment/business	—	34.5
Other investing activities	(0.1 )	(25.0 )
Cash provided (required) by investing activities of continuing operations	\$(101.2)	\$(1,281.7)
Cash provided (required) by investing activities of discontinued operations:		
Proceeds from divestitures	—	1,649.8
Other discontinued investing activities	4.0	(15.5 )
Cash provided (required) by investing activities of discontinued operations	\$4.0	\$1,634.3
Cash provided (required) by financing activities of continuing operations:		
Increase (decrease) in short-term debt	(50.4 )	(537.6 )
Repayments of long-term debt	(126.3 )	(1,024.4 )
Financing fees	(0.7 )	—
Proceeds from borrowings of long-term debt	2.1	1,650.1
Issuances of common stock, net	2.4	5.8
Excess tax benefits from share-based compensation	0.5	1.6
Dividends paid <sup>(2)</sup>	(66.4 )	(64.3 )
Other repurchases of common stock	(1.6 )	(3.2 )
Cash provided (required) by financing activities of continuing operations	\$(240.4)	\$28.0
Effect of exchange rate changes on cash and cash equivalents	1.9	(5.9 )
Increase (decrease) in cash and cash equivalents	52.1	64.2
Cash and cash equivalents, beginning of period	78.6	109.5
Cash and cash equivalents, end of period	\$130.7	\$173.7

(2) See Note 13 regarding quarterly cash dividend.

Supplemental disclosure of cash flow information: Cash paid for interest, net of capitalized interest was \$61.5 million and \$61.9 million, and income taxes paid, net of refunds were \$51.9 million and \$270.6 million for the nine months ended September 30, 2016 and 2015, respectively. Non-cash additions to property, plant and equipment were \$3.5 million and \$7.7 million for the nine months ended September 30, 2016 and 2015.

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

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited)

Note 1: Financial Information and Accounting Policies

In our opinion the condensed consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP") applicable to interim period financial statements and reflect all adjustments necessary for a fair statement of results of operations for the three and nine months ended September 30, 2016 and 2015, cash flows for the nine months ended September 30, 2016 and 2015, and our financial positions as of September 30, 2016 and December 31, 2015. All such adjustments included herein are of a normal, recurring nature unless otherwise disclosed in the Notes. The results of operations for the three and nine months ended September 30, 2016 and 2015 are not necessarily indicative of the results of operations for the full year. The condensed consolidated balance sheets as of September 30, 2016 and December 31, 2015, and the related condensed consolidated statements of income (loss), condensed consolidated statements of comprehensive income (loss) and condensed consolidated statements of cash flows for the nine months ended September 30, 2016 and 2015, have been reviewed by our independent registered public accountants. The review is described more fully in their report included herein. Our accounting policies are set forth in detail in Note 1 to the consolidated financial statements included with our Annual Report on Form 10-K filed with the Securities and Exchange Commission for the year ended December 31, 2015 (the "2015 10-K").

Note 2: Recently Issued and Adopted Accounting Pronouncements and Regulatory Items

New accounting guidance and regulatory items

In August 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-15, Statements of Cash Flows (Topic 230), Classification of Certain Cash Receipts and Cash Payments. This ASU addresses eight specific cash flow issues with the goal of reducing the existing diversity in practice in how certain cash receipts and cash payments are both presented and classified in the statement of cash flows. The new standard is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years (i.e. a January 1, 2018 effective date), with early adoption permitted. We are evaluating the effect the guidance will have on our consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments – Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments ("ASU 2016-13"). ASU 2016-13 replaces the incurred loss impairment methodology with a methodology that reflects expected credit losses. The update is intended to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. The new standard is effective for fiscal years beginning after December 15, 2019 (i.e. a January 1, 2020 effective date), with early adoption permitted for fiscal years beginning after December 15, 2018. We are evaluating the effect the guidance will have on our consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09, Compensation - Stock Compensation (Topic 718) ("ASU 2016-09"). ASU 2016-09 identifies areas for simplification involving several aspects of accounting for share-based payment transactions, including the income tax consequences, classification of awards as equity or liabilities, an option to recognize gross stock compensation expense with actual forfeitures recognized as they occur, as well as certain classifications on the statement of cash flows. The new standard is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years (i.e. a January 1, 2017 effective date). We are evaluating the effect the guidance will have on our consolidated financial statements.

In February 2016, the FASB issued its new lease accounting guidance in ASU No. 2016-02, Leases (Topic 842). Under the new guidance, lessees will be required to recognize for all leases (with the exception of short-term leases) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis and a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a

specified asset for the lease term. The new standard is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years (i.e. a January 1, 2019 effective date). We are evaluating the effect the guidance will have on our consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01, Financial Instruments--Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities, which amends the guidance in U.S. GAAP on the classification and measurement of financial instruments. Changes to the current guidance primarily affect the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. The new standard is effective for fiscal years and interim periods beginning after December 15, 2017, and upon adoption, an entity should apply the amendments by means of a cumulative-effect adjustment to the balance sheet at the beginning of the first reporting period in which the guidance is effective. Early adoption is not permitted except for the provision to record fair value changes for financial liabilities under the

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Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

fair value option resulting from instrument-specific credit risk in other comprehensive income. We are evaluating the effect the guidance will have on our consolidated financial statements.

In July 2015, the FASB issued ASU 2015-11, Simplifying the Measurement of Inventory. This new standard changes the criteria by which to measure inventory. Prior to the issuance of this new standard, inventory was measured at the lower of cost or market value. This required three separate data points in order to measure inventory. The three data points were cost, market with a ceiling of net realizable value and market with a floor of net realizable value less a normal profit margin. This amendment eliminates the two data points defining "market" and replaces them with one, net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. This amendment does not impact inventory measured using last-in, first-out. We are required to adopt this standard in the first quarter of 2017 and early adoption is permitted. We believe the adoption will not have a material impact on our consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. This guidance will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. We intend to adopt this standard for interim and annual periods beginning after December 15, 2017. The standard permits the use of either the retrospective or cumulative effect transition method. In 2016, the FASB issued final amendments to clarify the implementation guidance for principal versus agent considerations, identifying performance obligations and the accounting for licenses of intellectual property. We are evaluating the effect that ASU 2014-09 and subsequent amendments will have on our consolidated financial statements and related disclosures. We have not yet selected a transition method nor have we determined the effect of the standard on our ongoing financial reporting.

Recently adopted accounting guidance

In April 2015, the FASB issued ASU 2015-05, Customer's Accounting for Fees Paid in Cloud Computing Arrangements, which provides guidance to determine when a customer's fees paid in a cloud computing arrangement include a software license. If a cloud computing arrangement includes a software license, the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If the arrangement does not include a software license, the customer should account for a cloud computing arrangement as a service contract. The new standard was effective for annual reporting periods beginning after December 15, 2015 (i.e. January 1, 2016) and entities may elect to adopt the ASU prospectively or retrospectively. We have adopted the standard prospectively. There was no impact on our financial condition, results of operations or cash flows as a result of the adoption of this guidance.

Note 3: Acquisitions

Cheminova A/S

On April 21, 2015, pursuant to the terms and conditions set forth in the Purchase Agreement, we completed the acquisition of 100 percent of the outstanding equity of Cheminova A/S, a Denmark Aktieselskab ("Cheminova") from Auriga Industries A/S, a Denmark Aktieselskab for an aggregate purchase price of \$1.2 billion, excluding assumed net debt and hedged-related costs totaling \$0.6 billion (the "Acquisition"). The Acquisition was funded with the October 10, 2014 term loan which was secured for the purposes of the Acquisition.

Cheminova is being integrated into our FMC Agricultural Solutions segment and has been included within our results of operations since the date of acquisition. The acquisition of Cheminova broadens our supply capabilities and strengthens our geographic footprint, particularly in Europe. Revenue and Income (Loss) from continuing operations before income taxes attributable to Cheminova, since the date of acquisition, for the three and nine months ended

September 30, 2015 were approximately \$137 million and \$354 million of revenues and \$(3) million and \$24 million of income (loss), respectively.

#### Purchase Price Allocation

The acquisition of Cheminova has been accounted for under the GAAP business combinations accounting guidance, and as such we have applied acquisition accounting. Acquisition accounting requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. The aggregate purchase price noted above was allocated to the major categories of assets acquired and liabilities assumed based upon their estimated fair values at the acquisition date using primarily Level 2 and Level 3 inputs (see Note 16 for an explanation of Level 2 and 3 inputs). These Level 2 and Level 3 valuation

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## FMC CORPORATION

## Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

inputs include an estimate of future cash flows and discount rates. Additionally, estimated fair values are based, in part, upon outside preliminary appraisals for certain assets, including specifically-identified intangible assets. The purchase price allocation was finalized as of March 31, 2016. The allocation was subject to change within the measurement period (up to one year from the acquisition date) as additional information concerning final asset and liability valuations was obtained. Any changes to the initial allocation are referred to as measurement-period adjustments. Measurement-period adjustments since the filing of our 2015 Form 10-K were primarily related to decreases in the estimated fair values of certain current assets, property, plant and equipment and income taxes payable. These decreases were offset by increases in current liabilities, intangible assets and deferred income taxes. The effect of all measurement-period adjustments in the first quarter of 2016 resulted in an increase to recognized goodwill of approximately \$20 million.

The following table summarizes the consideration paid for Cheminova and the amounts of the assets acquired and liabilities assumed as of the acquisition date.

## Purchase Price Allocation

(in Millions)

Trade receivables	\$488.1
Inventories <sup>(1)</sup>	362.4
Other current assets	53.6
Property, plant & equipment	186.4
Intangible assets <sup>(2)</sup>	
Customer relationships	294.1
Brands	362.8
In-process research & development	1.4
Goodwill <sup>(3)</sup>	468.8
Other assets	84.5
Total fair value of assets acquired	\$2,302.1
Short-term debt	140.5
Other current liabilities	432.3
Environmental reserves	47.2
Long-term debt <sup>(4)</sup>	273.1
Deferred tax liabilities	165.1
Other liabilities	38.8
Total fair value of liabilities assumed	1,097.0
Total cash paid, less cash acquired	\$1,205.1

(1) Fair value of finished goods inventory acquired included a step-up in the value of approximately \$57.8 million, of which \$28.8 million and \$48.1 million was expensed in the three and nine months ended September 30, 2015, all of which was expensed in the full year 2015 and included in "Cost of sales and services" on the condensed consolidated income statement.

(2) The weighted average useful life of the acquired finite-lived intangibles, which primarily represents the customer relationships, is approximately 20 years.

(3) Goodwill largely consists of expected cost synergies and economies of scale resulting from the business combination. None of the acquired goodwill will be deductible for income tax purposes.

(4) Long-term debt assumed primarily consisted of mortgage debt and borrowings under existing Cheminova credit facilities that were settled by FMC's term loan in the second quarter of 2015.



Unaudited Pro Forma Financial Information

The following unaudited pro forma results of operations assume that the Acquisition occurred at the beginning of the periods presented. The pro forma amounts include certain adjustments, including interest expense on the borrowings utilized to complete the acquisition, depreciation and amortization expense and income taxes. The pro forma amounts for the three and nine month

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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

periods below exclude acquisition-related charges. The pro forma results do not include adjustments related to cost savings or other synergies that are anticipated as a result of the Acquisition. Accordingly, these unaudited pro forma results are presented for informational purposes only and are not necessarily indicative of what the actual results of operations would have been if the acquisition had occurred as of January 1, 2015, nor are they indicative of future results of operations.

(in Millions)	Nine Months Ended September 30	
	2016	2015
Pro forma Revenue <sup>(1)</sup>	\$2,416.8	\$2,739.2
Pro forma Diluted earnings per share <sup>(1)</sup>	\$1.44	\$6.40

<sup>(1)</sup> For the three and nine months ended September 30, 2016 and for the three months ended September 30, 2015, pro forma results and actual results are the same.

## Acquisition-related charges

Pursuant to GAAP, costs incurred to complete the Acquisition as well as costs incurred to integrate Cheminova into our operations are expensed as incurred. The following table summarizes the costs incurred associated with these combined activities.

(in Millions)	Three Months Ended September 30		Nine Months Ended September 30	
	2016	2015	2016	2015
Acquisition-related charges				
Legal and professional fees <sup>(1)</sup>	\$4.4	\$14.2	\$16.8	\$53.8
Inventory fair value amortization <sup>(2)</sup>	—	28.8	—	48.1
(Gain)/loss on hedging purchase price <sup>(3)</sup>	—	—	—	172.1
Total Acquisition-related charges <sup>(4)</sup>	\$4.4	\$43.0	\$16.8	\$274.0
Restructuring charges and asset disposals				
Cheminova restructuring	5.8	50.7	14.7	55.5
Total Cheminova restructuring charges <sup>(4)</sup> <sup>(5)</sup>	\$5.8	\$50.7	\$14.7	\$55.5

Represents transaction costs, costs for transitional employees, other acquired employees related costs and <sup>(1)</sup> integration-related legal and professional third-party fees. These charges are recorded as a component of "Selling, general and administrative expense" on the condensed consolidated statements of income (loss).

<sup>(2)</sup> On the condensed consolidated statements of income (loss), these charges are included in "Costs of sales and services."

See "Cheminova Acquisition Hedge Costs" below for more information on these charges. These charges are <sup>(3)</sup> recorded as a component of "Selling, general and administrative expense" on the condensed consolidated statements of income (loss).

<sup>(4)</sup> Acquisition-related charges and restructuring charges to integrate Cheminova with Agricultural Solutions are expected to be completed in 2016.

<sup>(5)</sup> See Note 8 for more information. These charges are recorded as a component of "Restructuring and other charges (income)" on the condensed consolidated statements of income (loss).

#### Cheminova Acquisition Hedge Costs

Pursuant to the terms and conditions set forth in the Purchase Agreement, we acquired all of the outstanding equity of Cheminova from Auriga for an aggregate purchase price of 8.5 billion Danish krone ("DKK"). At the time we entered into the Purchase Agreement, the U.S. dollar ("USD" or "\$") to DKK exchange rate was USD \$1.00 to DKK 5.77, resulting in a USD purchase price of \$1.47 billion, excluding assumed debt of approximately \$0.3 billion. In order to minimize our exposure to adverse changes in the USD to DKK exchange rate from September 8, 2014 to April 21, 2015 (the acquisition close date), we entered into a series of foreign currency forward contracts ("FX forward contracts"). The FX forward contracts provided us the ability to fix the USD to DKK exchange rate for most of the DKK 8.5 billion purchase price, thereby limiting our exposure to foreign currency rate fluctuations. Over the period from September 2014 to April 21, 2015 the USD strengthened against the DKK by approximately 21 percent to an exchange rate of USD \$1.00 to DKK 6.96. The strengthening of the USD against the DKK results in a lower USD

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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

purchase price for Cheminova. Partially offsetting this was a mark-to-market net loss settlement on the FX forward contracts of \$172.1 million during the first nine months of 2015.

## Note 4: Goodwill and Intangible Assets

The changes in the carrying amount of goodwill by business segment are presented in the table below:

(in Millions)	FMC Agricultural Solutions	FMC Health and Nutrition	FMC Lithium	Total
Balance, December 31, 2015	\$ 479.5	\$ 296.6	\$ —	—\$776.1
Acquisitions	—	—	—	—
Purchase price allocation adjustments (See Note 3)	20.4	—	—	20.4
Foreign currency adjustments	1.5	0.6	—	2.1
Balance, September 30, 2016	\$ 501.4	\$ 297.2	\$ —	—\$798.6

We perform our goodwill and indefinite life intangible asset impairment tests at least annually. Our fiscal year 2016 annual goodwill and indefinite life intangible asset impairment test was performed during the three months ended September 30, 2016. As a result, we determined no goodwill impairment existed and that the fair value was substantially in excess of the carrying value for each of our goodwill reporting units.

Our intangible assets, other than goodwill, consist of the following:

(in Millions)	September 30, 2016			December 31, 2015		
	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
Intangible assets subject to amortization (finite-lived)						
Customer relationships	\$449.7	\$ (56.2 )	\$393.5	\$435.5	\$ (40.8 )	\$394.7
Patents	2.2	(0.4 )	1.8	2.2	(0.3 )	1.9
Brands <sup>(1)</sup>	15.7	(5.5 )	10.2	14.2	(2.7 )	11.5
Purchased and licensed technologies	72.2	(33.2 )	39.0	71.0	(29.5 )	41.5
Other intangibles	3.2	(2.3 )	0.9	3.5	(2.2 )	1.3
	\$543.0	\$ (97.6 )	\$445.4	\$526.4	\$ (75.5 )	\$450.9
Intangible assets not subject to amortization (indefinite life)						
Brands <sup>(1) (2)</sup>	\$402.3	\$402.3	\$384.7	\$384.7		
In-process research & development	1.5	1.5	1.4	1.4		
	\$403.8	\$403.8	\$386.1	\$386.1		
Total intangible assets	\$946.8	\$ (97.6 )	\$849.2	\$912.5	\$ (75.5 )	\$837.0

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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

(1) Represents brand portfolios, trademarks, trade names and know-how.

The majority of the Brands intangible asset in the table above relates to our proprietary brand portfolio for which the fair value was substantially in excess of the carrying value. During the 3rd quarter of 2016, we recorded a \$1.0

(2) million impairment charge in our generic brand portfolio which is part of the FMC Agricultural Solutions segment.

The carrying value of the generic portfolio subsequent to the charge is approximately \$6.0 million.

At September 30, 2016, the finite-lived and indefinite life intangibles were allocated among our business segments as follows:

(in Millions)	Finite-lived	Indefinite Life
FMC Agricultural Solutions	\$ 380.5	\$ 388.3
FMC Health and Nutrition	63.9	15.5
FMC Lithium	1.0	—
Total	\$ 445.4	\$ 403.8

Three Months Ended September 30	Nine Months Ended September 30
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(in Millions)	2016	2015	2016	2015
Amortization expense	\$7.6	\$7.3	\$22.1	\$15.4

The estimated pre-tax amortization expense for fiscal year 2016 is \$30 million and is estimated to be \$30 million for each fiscal year from 2017 to 2020. The estimated pre-tax amortization expense may fluctuate due to changes in foreign currency.

## Note 5: Receivables

The following table displays a roll-forward of the allowance for doubtful trade receivables.

(in Millions)	
Balance, December 31, 2014	\$37.2
Additions — charged to expense	5.9
Transfer to long-term allowance	(29.2 )
Balance, December 31, 2015	13.9
Additions — charged to expense	4.5
Transfer to allowance for credit losses (see below)	(7.8 )
Net Recoveries and write-offs	1.0
Balance, September 30, 2016	\$11.6

The company has financing receivables that represent long-term customer receivable balances related to past due accounts which are not expected to be collected within the current year. The net long-term customer receivables were \$109.5 million as of September 30, 2016. These long-term customer receivable balances and the corresponding allowance are included in Other assets on the condensed consolidated balance sheet. For these long-term customer receivables, interest is no longer accrued when the receivable is determined to be delinquent and classified as long-term based on the estimated timing of collection.

A portion of these long-term receivables have payment contracts. We have no reason to believe payments will not be made based upon the credit quality of these customers. Additionally, we also hold significant collateral against these customers including rights to property or other assets as a form of credit guarantee. If the customer does not pay or gives indication that they will not pay, these guarantees allow us to start legal action to block the sale of the customer's harvest. On an ongoing basis, we continue to evaluate the credit quality of our financing receivables using aging of receivables, collection experience and write-offs, as well as evaluating existing economic conditions, to determine if an additional allowance is necessary.

The following table displays a roll forward of the allowance for credit losses related to long-term customer receivables.

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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

(in Millions)

Balance, December 31, 2014	\$—
Transfer from allowance for doubtful accounts (see above)	29.2
Net Recoveries and write- offs	—
Balance, December 31, 2015	\$29.2
Additions - charged to expense	10.6
Transfer from allowance for doubtful accounts (see above)	7.8
Net Recoveries and write- offs	—
Balance September 30, 2016	\$47.6

## Note 6: Inventories

Inventories consisted of the following:

(in Millions)	September 30, December 31,	
	2016	2015
Finished goods	\$ 371.1	\$ 350.0
Work in process	255.1	275.4
Raw materials, supplies and other	347.1	335.6
First-in, first-out inventory	\$ 973.3	\$ 961.0
Less: Excess of first-in, first-out cost over last-in, first-out cost	(155.9 )	(160.8 )
Net inventories	\$ 817.4	\$ 800.2

## Note 7: Property, Plant and Equipment

Property, plant and equipment consisted of the following:

(in Millions)	September 30, December 31,	
	2016	2015
Property, plant and equipment	\$ 1,821.1	\$ 1,784.6
Accumulated depreciation	(790.1 )	(768.2 )
Property, plant and equipment, net	\$ 1,031.0	\$ 1,016.4

## Note 8: Restructuring and Other Charges (Income)

Our restructuring and other charges (income) are comprised of restructuring, asset disposals and other charges (income) as noted below:

(in Millions)	Three Months Ended September 30		Nine Months Ended September 30	
	2016	2015	2016	2015
Restructuring charges and asset disposals	\$6.5	\$69.3	\$18.8	\$81.5
Other charges (income), net	7.9	(23.7 )	20.3	(3.3 )
Total restructuring and other charges	\$14.4	\$45.6	\$39.1	\$78.2

Restructuring charges and asset disposals

Detail on the 2016 restructuring charges and asset disposal activities is provided below. For detail on restructuring activities which commenced prior to 2016, see Note 7 to our consolidated financial statements included with our 2015 Form 10-K.

## 2016 Restructuring Activities

Cheminova Restructuring

In 2015, we completed the acquisition of Cheminova; see Note 3 for more details. As part of the integration of Cheminova into our existing FMC Agricultural Solutions segment we implemented a restructuring plan. The restructuring plan includes

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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

workforce reductions, relocation of current operating locations, lease termination fees and fixed asset accelerated depreciation as well as fixed asset disposal charges at several of our FMC Agricultural Solutions' facilities. In 2016, these restructuring activities continued; however, we expect the restructuring charges to be completed in 2016.

(in Millions)	Restructuring Charges			Total
	Severance and Employee Benefits <sup>(1)</sup>	Other Charges (Income) <sup>(2)</sup>	Asset Disposal Charges <sup>(3)</sup>	
Cheminova Restructuring	\$3.0	\$ —	\$ 2.8	\$5.8
Other Items	—	0.7	—	0.7
Three months ended September 30, 2016	\$3.0	\$ 0.7	\$ 2.8	\$6.5
Cheminova Restructuring	\$7.8	\$ 2.5	\$ 40.4	\$50.7
Health and Nutrition Restructuring	4.3	0.4	11.9	16.6
Other Items	2.0	—	—	2.0
Three months ended September 30, 2015	\$14.1	\$ 2.9	\$ 52.3	\$69.3
Cheminova Restructuring	\$8.1	\$ 1.3	\$ 5.3	\$14.7
Other Items	0.4	1.1	2.6	4.1
Nine months ended September 30, 2016	\$8.5	\$ 2.4	\$ 7.9	\$18.8
Cheminova Restructuring	\$12.2	\$ 2.8	\$ 40.5	\$55.5
Health and Nutrition Restructuring	5.9	0.5	14.1	20.5
Other Items	5.6	(0.1 )	—	5.5
Nine months ended September 30, 2015	\$23.7	\$ 3.2	\$ 54.6	\$81.5

(1) Represents severance and employee benefit charges. Income represents adjustments to previously recorded severance and employee benefits.

Primarily represents costs associated with lease payments, contract terminations, and other miscellaneous exit

(2) costs. Other Income primarily represents favorable developments on previously recorded exit costs as recoveries associated with restructuring.

(3) Primarily represents accelerated depreciation and impairment charges on long-lived assets, which were or are to be abandoned. To the extent incurred the acceleration effect of re-estimating settlement dates and revised cost estimates associated with asset retirement obligations due to facility shutdowns are also included within the asset disposal charges.

Roll forward of restructuring reserves

The following table shows a roll forward of restructuring reserves, continuing and discontinued, that will result in cash spending. These amounts exclude asset retirement obligations.

(in Millions)	Balance at 12/31/15 <sup>(3)</sup>	Change in reserves <sup>(2)</sup>	Cash payments	Other	Balance at 9/30/16 <sup>(3)</sup>
Cheminova Restructuring	\$ 8.7	\$ 9.4	\$(11.5 )	\$(4.4)	\$ 2.2
Other Workforce Related and Facility Shutdowns <sup>(1)</sup>	6.5	1.5	(4.6 )	(0.5 )	2.9
Restructuring activities related to discontinued operations <sup>(4)</sup>	0.4	—	—	—	0.4

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Total \$ 15.6 \$ 10.9 \$ (16.1 ) \$(4.9) \$ 5.5

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(1) Primarily severance costs related to workforce reductions and facility shutdowns noted in the "Other Items" sections above.

Primarily severance, exited lease, contract termination and other miscellaneous exit costs. Any accelerated (2) depreciation and impairment charges noted above that impacted our property, plant and equipment balances or other long term assets and are not included in the above tables.

(3) Included in "Accrued and other liabilities" on the condensed consolidated balance sheets.

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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

(4) Cash spending associated with restructuring activities of discontinued operations is reported within "Other discontinued reserves" on the condensed consolidated statements of cash flows.

Other charges (income), net

(in Millions)	Three Months		Nine Months	
	Ended		Ended	
	September 30		September 30	
	2016	2015	2016	2015
Environmental charges, net	\$8.1	\$2.9	\$17.1	\$8.3
Argentina devaluation	—	—	4.2	—
Other items, net	(0.2 )	(26.6 )	(1.0 )	(11.6 )
Other charges (income), net	\$7.9	\$(23.7)	\$20.3	\$(3.3)

Environmental charges, net

Environmental charges represent the net charges associated with environmental remediation at continuing operating sites. See Note 11 for additional details.

Argentina Devaluation

On December 17, 2015, the Argentina government initiated actions to significantly devalue its currency. These actions continued into a portion of first quarter of 2016. These actions created an immediate loss associated with the impacts of the remeasurement of our local balance sheet. The loss was attributable to our Lithium and Agricultural Solutions operations. Because of the severity of the event and its immediate impact to our operations in the country, the charge associated with the remeasurement was included within restructuring and other charges in our condensed consolidated income statement during the period. We believe these actions have ended and do not expect further charges for remeasurement to be included within restructuring and other charges.

Other items, Net

In the three months ended September 30, 2016, we sold our remaining ownership interest in several joint ventures. The aggregate loss on the sale of the various interests of \$2.9 million was recorded as "Other income, net" on the condensed consolidated statements of income (loss). Additionally, we had a gain of \$3.0 million from the sale of a Corporate fixed asset. The cash proceeds from these sales of \$6.8 million is included within "Other investing activities" on the Condensed Consolidated Statement of Cash Flows.

In the three months ended September 30, 2015, we sold our remaining ownership interest in a Belgium-based pesticide distribution company, Belchim Crop Protection N.V. ("Belchim"). Prior to and subsequent to the sale, Belchim was accounted for as a cost method investment. The gain on the sale of approximately \$26.6 million was recorded as "Other income, net" on the condensed consolidated statements of income (loss). The cash proceeds from the sale of \$27.5 million are included within "Proceeds from sale of investment/business" on the Condensed Consolidated Statement of Cash Flows.

During 2015, our FMC Agricultural Solutions segment entered into collaboration and license agreements with various third parties for the purpose of obtaining certain technology and intellectual property rights relating to compounds under development. The rights and technology obtained is referred to as in-process research and development and in accordance with GAAP, the amounts paid are expensed as incurred since they were acquired outside of a business combination. During the nine months ended September 30, 2015, we entered into one such transaction, consisting of the acquisition of all global rights to a pre-development novel, proprietary broadleaf herbicide.

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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

## Note 9: Debt

Debt maturing within one year:

(in Millions)	September 30, December 31,	
	2016	2015
Short-term foreign debt <sup>(1)</sup>	\$ 60.8	\$ 87.2
Commercial paper	—	23.9
Total short-term debt	\$ 60.8	\$ 111.1
Current portion of long-term debt	2.4	1.5
Short-term debt and current portion of long-term debt	\$ 63.2	\$ 112.6

<sup>(1)</sup> At September 30, 2016, the average interest rate on the borrowings was 8.4%. We often provide parent-company guarantees to lending institutions that extend credit to our foreign subsidiaries.

Long-term debt:

(in Millions)	September 30, 2016		September 30, December 31,	
	Interest Rate Percentage	Maturity Date	2016	2015
Pollution control and industrial revenue bonds (less unamortized discounts of \$0.2 and \$0.2 respectively)	1.0 - 6.5%	2021 - 2035	\$ 141.5	\$ 141.5
Senior notes (less unamortized discount of \$1.4 and \$1.7 respectively)	3.95 - 5.2%	2019 - 2024	998.6	998.3
Term Loan Facility	1.9%	2020	775.0	900.0
Credit Facility <sup>(1)</sup>	3.0%	2019	—	—
Foreign debt	0 - 9.3%	2016 - 2024	11.4	9.9
Debt issuance cost			(10.8	) (11.9
Total long-term debt			\$ 1,915.7	\$ 2,037.8
Less: debt maturing within one year			2.4	1.5
Total long-term debt, less current portion			\$ 1,913.3	\$ 2,036.3

<sup>(1)</sup> Letters of credit outstanding under our Credit Facility totaled \$116.7 million and available funds under this facility were \$1,383.3 million at September 30, 2016.

## Covenants

Among other restrictions, our Credit Facility and Term Loan Facility contain financial covenants applicable to FMC and its consolidated subsidiaries related to leverage (measured as the ratio of debt to adjusted earnings) and interest coverage (measured as the ratio of adjusted earnings to interest expense). Our actual leverage for the four consecutive quarters ended September 30, 2016, was 3.4 which is below the maximum leverage of 4.25 at September 30, 2016. Our actual interest coverage for the four consecutive quarters ended September 30, 2016, was 7.6 which is above the minimum interest coverage of 3.5. We were in compliance with all covenants at September 30, 2016.

## Note 10: Discontinued Operations

FMC Alkali:

On April 1, 2015, we completed the previously disclosed sale of our FMC Alkali Chemicals division ("ACD") for \$1,649.8 million to a wholly owned subsidiary of Tronox Limited ("Tronox"). The sale resulted in approximately \$1,198.5 million in after-tax cash proceeds. The sale resulted in a pre-tax gain of \$1,080.2 million (\$702.1 million net

of tax) in the second quarter of 2015.

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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

The results of our discontinued FMC ACD operations are summarized below:

(in Millions)	Three Months Ended September 30 2016	2015	Nine Months Ended September 30 2016	2015
Revenue	\$ —	\$ —	\$ —	\$ 194.0
Costs of sales and services	—	—	—	149.2
Income (loss) from discontinued operations before income taxes <sup>(1)</sup>	—	7.7	—	1,096.4
Provision for income taxes	—	6.0	—	378.4
Total discontinued operations of FMC ACD, net of income taxes	\$ —	\$ 1.7	\$ —	\$ 718.0
Less: discontinued operations of FMC ACD attributable to noncontrolling interests	\$ —	\$ —	\$ —	\$ —
Discontinued operations of FMC ACD, net of income taxes, attributable to FMC Stockholders	\$ —	\$ 1.7	\$ —	\$ 718.0

For the nine months ended September 30, 2015, amounts include \$2.2 million of allocated interest expense, \$15.0 million of divestiture related charges and \$5.3 million of a pension curtailment charge. Interest was allocated in accordance with relevant discontinued operations accounting guidance.

In addition to our discontinued FMC Alkali Chemicals division, our other discontinued operations include adjustments to retained liabilities. The primary liabilities retained include environmental liabilities, other postretirement benefit liabilities, self-insurance, long-term obligations related to legal proceedings and historical restructuring activities. Our discontinued operations comprised the following:

(in Millions)	Three Months Ended September 30 2016		Nine Months Ended September 30 2015	
Adjustment for workers' compensation, product liability, other postretirement benefits and other, net of income tax benefit (expense) of (\$1.0) and (\$0.8) for the three and nine months ended September 30, 2016 and (\$0.8) and (\$1.1) for the three and nine months ended September 30, 2015, respectively	\$3.4	\$(1.5)	\$3.3	\$(1.6)
Provision for environmental liabilities, net of recoveries, net of income tax benefit of \$1.8 and \$4.2 for the three and nine months ended September 30, 2016 and \$1.7 and \$6.3 for the three and nine months ended September 30, 2015, respectively <sup>(1)</sup>	(3.4)	(2.9)	(8.3)	(10.9)
Provision for legal reserves and expenses, net of recoveries, net of income tax benefit (expense) of \$1.7 and \$5.7 for the three and nine months ended September 30, 2016 and \$1.5 and \$3.9 for the three and nine months ended September 30, 2015, respectively	(3.0)	(2.3)	(9.9)	(6.7)
Discontinued operations of FMC Alkali Chemicals, net of income tax benefit (expense) of zero and zero for the three and nine months ended September 30, 2016 and (\$6.0) and (\$378.4) for the three and nine months ended September 30, 2015, respectively	—	1.7	—	718.0
Discontinued operations, net of income taxes	\$(3.0)	\$(5.0)	\$(14.9)	\$698.8

(1)

See a roll forward of our environmental reserves, as well as, discussion on significant environmental issues that occurred during the 2016 in Note 11.

Note 11: Environmental Obligations

We have reserves for potential environmental obligations which management considers probable and which management can reasonably estimate. The table below is a roll forward of our total environmental reserves, continuing and discontinued:

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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

(in Millions)	Gross	Recoveries (3)	Net
Total environmental reserves at December 31, 2015	\$348.2	\$ (7.3 )	\$340.9
Provision/(benefit)	31.4	—	31.4
(Spending)/recoveries	(36.9 )	3.0	(33.9 )
Foreign currency translation adjustments	1.8	—	1.8
Net change	(3.7 )	3.0	(0.7 )
Total environmental reserves at September 30, 2016	\$344.5	\$ (4.3 )	\$340.2
Environmental reserves, current <sup>(1)</sup>	84.1	(1.6 )	82.5
Environmental reserves, long-term <sup>(2)</sup>	260.4	(2.7 )	257.7
Total environmental reserves at September 30, 2016	\$344.5	\$ (4.3 )	\$340.2

(1) These amounts are included within "Accrued and other liabilities" on the condensed consolidated balance sheets.

(2) These amounts are included in "Environmental liabilities, continuing and discontinued" on the condensed consolidated balance sheets.

(3) These recorded recoveries represent probable realization of claims against U.S. government agencies and are recorded as an offset to our environmental reserves in the condensed consolidated balance sheets.

The estimated reasonably possible environmental loss contingencies, net of expected recoveries, exceed amounts accrued by approximately \$230 million at September 30, 2016. This reasonably possible estimate is based upon information available as of the date of the filing but the actual future losses may be higher given the uncertainties regarding the status of laws, regulations, enforcement policies, the impact of potentially responsible parties, technology and information related to individual sites. Potential environmental obligations that have not been reserved may be material to any one quarter's or year's results of operations in the future. However, we believe any such liability arising from such potential environmental obligations is not likely to have a material adverse effect on our liquidity or financial condition as it may be satisfied over many years.

The table below provides a roll forward of our environmental recoveries representing probable realization of claims against insurance carriers and other third parties. These recoveries are recorded as "Other assets" in the condensed consolidated balance sheets.

(in Millions)	12/31/2015	Increase in Recoveries	Cash Received	9/30/2016
Environmental recoveries	\$ 22.7	1.8	(1.0 )	\$ 23.5

Our net environmental provisions relate to costs for the continued cleanup of both continuing and discontinued manufacturing operations from previous years. The net provisions are comprised as follows:

(in Millions)	Three Months Ended September 30		Nine Months Ended September 30	
	2016	2015	2016	2015
Environmental provisions, net - recorded to liabilities <sup>(1)</sup>	\$13.3	\$7.5	\$31.4	\$25.5
Environmental provisions, net - recorded to assets <sup>(2)</sup>	—	—	(1.8 )	—
Environmental provision, net	\$13.3	\$7.5	\$29.6	\$25.5



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Continuing operations <sup>(3)</sup>	8.1	2.9	17.1	8.3
Discontinued operations <sup>(4)</sup>	5.2	4.6	12.5	17.2
Environmental provision, net	\$13.3	\$7.5	\$29.6	\$25.5

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(1) See above roll forward of our total environmental reserves as presented on the condensed consolidated balance sheets.

(2) See above roll forward of our total environmental recoveries as presented on the condensed consolidated balance sheets.

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FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

(3) Recorded as a component of “Restructuring and other charges (income)” on the condensed consolidated statements of income (loss), see Note 8. Environmental obligations for continuing operations primarily represent obligations at shut down or abandoned facilities within businesses that do not meet the criteria for presentation as discontinued operations.

(4) Recorded as a component of “Discontinued operations, net of income taxes” on the condensed consolidated statements of income (loss), see Note 10.

A more complete description of our environmental contingencies and the nature of our potential obligations are included in Notes 1 and 10 to our consolidated financial statements in our 2015 Form 10-K. See Note 10 to our consolidated financial statements in our 2015 Form 10-K for a description of significant updates to material environmental sites. There have been no significant updates since the information included in our 2015 Form 10-K other than the update provided below.

Portland Harbor

On June 21, 2016, the Environmental Protection Agency (“EPA”) issued its Proposed Cleanup Plan for the Portland Harbor Superfund Site (“the Proposed Plan”). The Proposed Plan was open for public comment through September 6, 2016. The EPA will include responses to all comments in a responsiveness summary that will accompany the final cleanup plan. Any potential liability to FMC will represent a portion of the costs of the remedy the EPA selects for Portland Harbor. Based on the current information available in the Proposed Plan as well as the large number of responsible parties for the Superfund Site, we are unable to develop a reasonable estimate of our potential exposure for Portland Harbor at this time.

Middleport

On October 20, 2016, the New York Supreme Court Appellate Division, Third Department, issued a unanimous decision on our appeal of the August 20, 2015 dismissal of our action challenging the New York State Department of Environmental Conservation's (“NYSDEC”) unilateral implementation of a remedy that is not consistent with the 1991 Administrative Order on Consent (“AOC”). The Third Department found that NYSDEC does not have the authority to unilaterally implement a remedy prior to issuing an order, which must be preceded by notice and opportunity for a hearing, and remanded the case to NYSDEC for further proceedings not inconsistent with the Court’s decision. As disclosed in our 2015 Form 10-K, our reserve continues to include the estimated liability for clean-up to reflect the costs associated with our recommended Corrective Action Management Alternatives (“CMA”).

Note 12: Earnings Per Share

Earnings per common share (“EPS”) is computed by dividing net income by the weighted average number of common shares outstanding during the period on a basic and diluted basis.

Our potentially dilutive securities include potential common shares related to our stock options, restricted stock and restricted stock units. Diluted earnings per share (“Diluted EPS”) considers the impact of potentially dilutive securities except in periods in which there is a loss because the inclusion of the potential common shares would have an antidilutive effect. Diluted EPS excludes the impact of potential common shares related to our stock options in periods in which the option exercise price is greater than the average market price of our common stock for the period. For the three and nine months ended September 30, 2016, there were 1.2 million and 1.9 million potential common shares excluded from Diluted EPS. There were 1.4 million potential common shares excluded from Diluted EPS for the three months ended September 30, 2015. For the nine months ended September 30, 2015, we had a net loss from continuing operations attributable to FMC stockholders; as such all 1.7 million potential common shares were excluded from Diluted EPS.

Our non-vested restricted stock awards contain rights to receive non-forfeitable dividends, and thus, are participating securities requiring the two-class method of computing EPS. The two-class method determines EPS by dividing the sum of distributed earnings to common stockholders and undistributed earnings allocated to common stockholders by the weighted average number of shares of common stock outstanding for the period. In calculating the two-class method, undistributed earnings are allocated to both common shares and participating securities based on the weighted average number of shares outstanding during the period.

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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

Earnings applicable to common stock and common stock shares used in the calculation of basic and diluted earnings per share are as follows:

(in Millions, Except Share and Per Share Data)	Three Months Ended		Nine Months Ended	
	September 30 2016	2015	September 30 2016	2015
Earnings (loss) attributable to FMC stockholders:				
Continuing operations, net of income taxes	\$82.7	\$2.6	\$208.1	\$(5.7 )
Discontinued operations, net of income taxes	(3.0 )	(5.0 )	(14.9 )	698.8
Net income (loss) attributable to FMC stockholders	\$79.7	\$(2.4 )	\$193.2	\$693.1
Less: Distributed and undistributed earnings allocable to restricted award holders	(0.3 )	—	(0.6 )	—
Net income (loss) allocable to common stockholders	\$79.4	\$(2.4 )	\$192.6	\$693.1
Basic earnings (loss) per common share attributable to FMC stockholders:				
Continuing operations	\$0.62	\$0.02	\$1.55	\$(0.04 )
Discontinued operations	(0.03 )	(0.04 )	(0.11 )	5.22
Net income (loss) attributable to FMC stockholders	\$0.59	\$(0.02 )	\$1.44	\$5.18
Diluted earnings (loss) per common share attributable to FMC stockholders:				
Continuing operations	\$0.61	\$0.02	\$1.55	\$(0.04 )
Discontinued operations	(0.02 )	(0.04 )	(0.11 )	5.22
Net income (loss) attributable to FMC stockholders	\$0.59	\$(0.02 )	\$1.44	\$5.18
Shares (in thousands):				
Weighted average number of shares of common stock outstanding - Basic	133,973	133,764	133,890	133,679
Weighted average additional shares assuming conversion of potential common shares	725	611	601	—
Shares – diluted basis	134,698	134,375	134,491	133,679

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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

## Note 13: Equity

The table provides a roll forward of equity, equity attributable to FMC stockholders, and equity attributable to noncontrolling interests.

(in Millions, Except Per Share Data)	FMC Stockholders' Equity	Noncontrolling Interest	Total Equity
Balance at December 31, 2015	\$ 1,865.7	\$ 42.6	\$ 1,908.3
Net income (loss)	193.2	2.1	195.3
Stock compensation plans	17.9	—	17.9
Excess tax benefits from share-based compensation	(0.5	) —	(0.5 )
Shares for benefit plan trust	0.2	—	0.2
Net pension and other benefit actuarial gains/(losses) and prior service costs, net of income tax <sup>(1)</sup>	18.1	—	18.1
Net hedging gains/(losses) and other, net of income tax <sup>(1)</sup>	7.0	—	7.0
Foreign currency translation adjustments <sup>(1)</sup>	50.7	(0.4 )	50.3
Dividends (\$0.165 per share)	(66.4	) —	(66.4 )
Repurchases of common stock	(1.6	) —	(1.6 )
Divestiture of noncontrolling interests <sup>(2)</sup>	—	(7.9 )	(7.9 )
Balance at September 30, 2016	\$ 2,084.3	\$ 36.4	\$ 2,120.7

(1) See condensed consolidated statements of comprehensive income (loss).

(2) During the third quarter 2016, we terminated a joint venture in Argentina for which we had a controlling interest.

(2) See Note 8 for more information.

## Accumulated other comprehensive income (loss)

Summarized below is the roll forward of accumulated other comprehensive income (loss), net of tax.

(in Millions)	Foreign currency adjustments	Derivative Instruments <sup>(1)</sup>	Pension and other postretirement benefits <sup>(2)</sup>	Total
Accumulated other comprehensive income (loss), net of tax at December 31, 2015	\$ (147.3	) \$ (6.2	) \$ (303.8	) \$(457.3)
2016 Activity				
Other comprehensive income (loss) before reclassifications <sup>(3)</sup>	50.7	0.9	—	\$ 51.6
Amounts reclassified from accumulated other comprehensive income (loss)	—	6.1	18.1	\$ 24.2
Accumulated other comprehensive income (loss), net of tax at September 30, 2016	\$ (96.6	) \$ 0.8	\$ (285.7	) \$(381.5)

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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

(in Millions)	Foreign currency adjustments	Derivative Instruments ( <sup>1</sup> )	Pension and other postretirement benefits ( <sup>2</sup> )	Total
Accumulated other comprehensive income (loss), net of tax at December 31, 2014	\$ (50.4 )	\$ (3.9 )	\$ (321.5 )	\$(375.8)
2015 Activity				
Other comprehensive income (loss) before reclassifications ( <sup>3</sup> )	(80.3 )	3.7	(7.4 )	\$(84.0 )
Amounts reclassified from accumulated other comprehensive income (loss)	—	(2.3 )	29.4	\$27.1
Accumulated other comprehensive income (loss), net of tax at September 30, 2015	\$ (130.7 )	\$ (2.5 )	\$ (299.5 )	\$(432.7)

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(1) See Note 16 for more information.

(2) See Note 14 for more information.

(3) Excludes foreign currency translation adjustments attributable to noncontrolling interests.

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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

## Reclassifications of accumulated other comprehensive income (loss)

The table below provides details about the reclassifications from Accumulated Other Comprehensive Income (Loss) and the affected line items in the condensed consolidated statements of income (loss) for each of the periods presented.

Details about Accumulated Other Comprehensive Income Components  (in Millions)	Amounts Reclassified from Accumulated Other Comprehensive Income (Loss) <sup>(1)</sup>				Affected Line Item in the Condensed Consolidated Statements of Income (Loss)
	Three Months Ended September 30, 2016		Nine Months Ended September 30, 2015		
	2016	2015	2016	2015	
Derivative instruments:					
Foreign currency contracts	\$(5.4)	\$11.1	(8.5 )	29.0	Costs of sales and services
Energy contracts	(0.5 )	(1.3 )	(2.1 )	(3.8 )	Costs of sales and services
Foreign currency contracts	2.5	(9.0 )	1.0	(20.9 )	Selling, general and administrative expenses
Total before tax	(3.4 )	0.8	(9.5 )	4.3	
	1.2	(0.4 )	3.3	(2.0 )	Provision for income taxes
Amount included in net income	\$(2.2)	\$0.4	\$(6.2 )	\$2.3	
Pension and other postretirement benefits <sup>(2)</sup> :					
Amortization of prior service costs	\$(0.1)	\$(0.1 )	(0.5 )	(0.7 )	Selling, general and administrative expenses
Amortization of unrecognized net actuarial and other gains (losses)	(9.3 )	(12.3 )	(29.6 )	(40.0 )	Selling, general and administrative expenses
Recognized loss due to settlement and curtailment	—	—	—	(5.3 )	Selling, general and administrative expenses <sup>(3)</sup>
Total before tax	\$(9.4)	\$(12.4)	(30.1 )	(46.0 )	
	4.7	4.4	12.0	16.6	Provision for income taxes
Amount included in net income	(4.7 )	(8.0 )	(18.1 )	(29.4 )	
Total reclassifications for the period	\$(6.9)	\$(7.6 )	\$(24.3)	\$(27.1)	Amount included in net income

(1) Amounts in parentheses indicate charges to the condensed consolidated statements of income (loss).

Pension and other postretirement benefits amounts include the impact from both continuing and discontinued (2) operations. For detail on the continuing operations components of pension and other postretirement benefits, see Note 14.

The loss due to curtailment for the nine months ended September 30, 2015 related to the disposal of our FMC (3) Alkali Chemicals division and was recorded to "Discontinued operations, net of income taxes" on the condensed consolidated statements of income (loss).

## Dividends and Share Repurchases

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For the nine months ended September 30, 2016 and 2015, we paid dividends \$66.4 million and \$64.3 million, respectively. On October 20, 2016, we paid dividends totaling \$22.2 million to our shareholders of record as of September 30, 2016. This amount is included in “Accrued and other liabilities” on the condensed consolidated balance sheet as of September 30, 2016.

During the nine months ended September 30, 2016, no shares were repurchased under the publicly announced repurchase program. At September 30, 2016, \$250.0 million remained unused under our Board-authorized repurchase program. This repurchase program does not include a specific timetable or price targets and may be suspended or terminated at any time. Shares may be purchased



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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

through open market or privately negotiated transactions at the discretion of management based on its evaluation of market conditions and other factors. We also reacquire shares from time to time from employees in connection with the vesting, exercise and forfeiture of awards under our equity compensation plans.

## Note 14: Pensions and Other Postretirement Benefits

The following table summarizes the components of net annual benefit cost (income):

(in Millions)	Three Months Ended September 30				Nine Months Ended September 30			
	Pensions		Other Benefits		Pensions		Other Benefits	
	2016	2015	2016	2015	2016	2015	2016	2015
Components of net annual benefit cost (income):								
Service cost	\$1.4	\$2.2	\$—	\$0.1	\$6.6	\$9.8	\$—	\$0.1
Interest cost	12.8	15.2	0.2	0.2	38.2	45.9	0.6	0.7
Expected return on plan assets	(21.8)	(22.3)	—	—	(65.6)	(66.8)	—	—
Amortization of prior service cost (credit)	0.1	0.1	—	—	0.5	0.6	—	0.1
Recognized net actuarial and other (gain) loss	9.3	12.8	(0.4)	(0.4)	29.9	41.0	(1.0)	(0.9)
Recognized loss due to curtailment <sup>(1)</sup>	—	—	—	—	—	4.8	—	0.5
Net periodic benefit cost <sup>(2)</sup>	\$1.8	\$8.0	\$(0.2)	\$(0.1)	\$9.6	\$35.3	\$(0.4)	\$0.5

<sup>(1)</sup> Curtailment loss is associated with the disposal of our FMC Alkali Chemicals division and was recorded to discontinued operations within the condensed consolidated statements of income (loss).

<sup>(2)</sup> Net periodic benefit cost represents both continuing and discontinued operations.

We made voluntary cash contributions to our U.S. defined benefit pension plan in the nine months ended September 30, 2016 and September 30, 2015 of \$35.0 million and \$65.0 million, respectively. We do not expect to make any further contributions to our U.S. defined benefit pension plan during 2016.

## Note 15: Income Taxes

We determine our interim tax provision using an Estimated Annual Effective Tax Rate methodology (“EAETR”) in accordance with GAAP. The EAETR is applied to the year-to-date ordinary income, exclusive of discrete items. The tax effects of discrete items are then included to arrive at the total reported interim tax provision.

The determination of the EAETR is based upon a number of estimates, including the estimated annual pretax ordinary income in each tax jurisdiction in which we operate. As our projections of ordinary income change throughout the year, the EAETR will change period-to-period. The tax effects of discrete items are recognized in the tax provision in the period they occur in accordance with GAAP. Depending on various factors, such as the item’s significance in relation to total income and the rate of tax applicable in the jurisdiction to which it relates, discrete items in any quarter can materially impact the reported effective tax rate. As a global enterprise, our tax expense can be impacted by changes in tax rates or laws, the finalization of tax audits and reviews, as well as other factors. As such, there can be significant volatility in interim tax provisions.

The below chart provides a reconciliation between our reported effective tax rate and the EAETR.

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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

(in Millions)	Three Months Ended September 30					
	2016			2015		
	Before Tax	Tax	Effective Tax Rate % Impact	Before Tax	Tax	Effective Tax Rate % Impact
Continuing operations	\$95.2	\$12.6	13.2 %	\$(19.7)	\$(25.1)	127.4 %
Discrete items:						
Acquisition-related charges <sup>(1)</sup>	—	—		—	—	
Currency remeasurement <sup>(2)</sup>	8.1	1.1		2.2	(2.1 )	
Other discrete items <sup>(3)</sup>	(1.3 )	(0.1 )		48.7	5.0	
Tax only discrete items <sup>(4)</sup>	—	6.0		—	19.0	
Total discrete items	\$6.8	\$7.0		\$50.9	\$21.9	
Continuing operations, before discrete items	\$102.0	\$19.6		\$31.2	\$(3.2 )	
Quarterly effect of changes in the EAETR <sup>(5)</sup>			19.2 %			(10.3 )%

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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

(in Millions)	Nine Months Ended September 30					
	2016			2015		
	Before Tax	Tax	Effective Tax Rate % Impact	Before Tax	Tax	Effective Tax Rate % Impact
Continuing operations	\$285.7	\$75.5	26.4 %	\$(54.0)	\$(56.4)	104.4 %
Discrete items:						
Acquisition-related charges <sup>(1)</sup>	—	—		211.7	77.8	
Currency remeasurement <sup>(2)</sup>	15.3	0.6		26.2	1.8	
Other discrete items <sup>(3)</sup>	100.4	3.8		84.1	14.2	
Tax only discrete items <sup>(4)</sup>	—	2.8		—	19.9	
Total discrete items	\$115.7	\$7.2		\$322.0	\$113.7	
Continuing operations, before discrete items	\$401.4	\$82.7		\$268.0	\$57.3	
Year-to-date effect of changes in the EAETR <sup>(5)</sup>			20.6 %			21.4 %

Due to the nature of acquisition-related charges incurred during 2016, these charges are not treated discretely in accordance with GAAP. As such, the amounts differ from total acquisition-related charges as presented in Note 3. Acquisition-related charges for the nine months ended September 30, 2015 are primarily taxed at domestic tax (1) rates resulting in a material tax benefit. The acquisition-related charges are comprised of legal and professional fees and a loss incurred from hedging activity associated with the purchase price of Cheminova. See Note 3 for more information. As noted in footnote (2), below, hedge gains or losses are accounted for discretely for GAAP purposes.

Represents transaction gains or losses for currency remeasurement offset by associated hedge gains or losses, both (2) of which are accounted for discretely in accordance with GAAP. Certain transaction gains or losses are considered non-taxable permanent items, while offsetting hedge gains or losses are taxable.

In accordance with GAAP, subsidiaries for which a full valuation allowance has been provided generally are not accounted for as a component of the EAETR. For the three and nine months ended September 30, 2016, the Other (3) discrete items component of the EAETR reconciliation primarily relates to the discrete accounting for these pretax losses. For the three and nine months ended September 30, 2015, the Other discrete items primarily related to certain restructuring and other charges.

For the three and nine months ended September 30, 2016 tax only discrete items is comprised primarily of the tax effect of currency remeasurement associated with foreign statutory operations, changes in uncertain tax and interest (4) liabilities, and changes in prior year estimates of subsidiary tax liabilities. For the three and nine months ended September 30, 2015, this component was comprised primarily of currency remeasurement associated with foreign statutory operations and changes in realizability or measurement of certain deferred tax assets.

The decrease in the EAETR for the nine months ended September 30, 2016 is primarily driven by lower current year projected domestic earnings and domestic tax legislation enacted during the fourth quarter of 2015, which (5) decreased the amount of projected domestic tax expense. The increase in the EAETR for the three months ended September 30, 2016 is primarily driven by changes in market conditions experienced by our FMC Agricultural Solutions segment in Brazil that significantly impacted the EAETR for the three months ended September 30, 2015.

Note 16: Financial Instruments, Risk Management and Fair-Value Measurements

Our financial instruments include cash and cash equivalents, trade receivables, other current assets, certain receivables classified as other long-term assets, accounts payable, and amounts included in investments and accruals meeting the definition of financial instruments. The carrying value of these financial instruments approximates their fair value.

Our other financial instruments include the following:

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## FMC CORPORATION

## Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

Financial Instrument	Valuation Method
Foreign exchange forward contracts	Estimated amounts that would be received or paid to terminate the contracts at the reporting date based on current market prices for applicable currencies.
Commodity forward and option contracts	Estimated amounts that would be received or paid to terminate the contracts at the reporting date based on quoted market prices for applicable commodities.
Debt	Our estimates and information obtained from independent third parties using market data, such as bid/ask spreads for the last business day of the reporting period.

The estimated fair value of the financial instruments in the above table have been determined using standard pricing models which take into account the present value of expected future cash flows discounted to the balance sheet date. These standard pricing models, utilize inputs derived from or corroborated by observable market data such as interest rate yield curves and currency and commodity spot and forward rates. In addition, we test a subset of our valuations against valuations received from the transaction's counterparty to validate the accuracy of our standard pricing models. Accordingly, the estimates presented may not be indicative of the amounts that we would realize in a market exchange at settlement date and do not represent potential gains or losses on these agreements. The estimated fair values of foreign exchange forward contracts and commodity forward and option contracts are included in the tables within this Note. The estimated fair value of debt is \$2,087.3 million and \$2,214.0 million and the carrying amount is \$1,976.5 million and \$2,148.9 million as of September 30, 2016 and December 31, 2015, respectively.

We enter into various financial instruments with off-balance-sheet risk as part of the normal course of business. These off-balance-sheet instruments include financial guarantees and contractual commitments to extend financial guarantees under letters of credit, and other assistance to customers see Note 17 for more information. Decisions to extend financial guarantees to customers, and the amount of collateral required under these guarantees is based on our evaluation of creditworthiness on a case-by-case basis.

**Use of Derivative Financial Instruments to Manage Risk**

We mitigate certain financial exposures, including currency risk, commodity purchase exposures and interest rate risk, through a program of risk management that includes the use of derivative financial instruments. We enter into foreign exchange contracts, including forward and purchased options contracts, to reduce the effects of fluctuating foreign currency exchange rates. A detailed description of these risks including a discussion on the concentration of credit risk is provided in Note 17 to our consolidated financial statements on our 2015 Form 10-K.

We formally document all relationships between hedging instruments and hedged items, as well as the risk management objective and strategy for undertaking various hedge transactions. This process includes relating derivatives that are designated as fair value or cash flow hedges to specific assets and liabilities on the balance sheet or to specific firm commitments or forecasted transactions. We also assess both, at the inception of the hedge and on an ongoing basis, whether each derivative is highly effective in offsetting changes in fair values or cash flows of the hedged item. If we determine that a derivative is not highly effective as a hedge, or if a derivative ceases to be a highly effective hedge, we discontinue hedge accounting with respect to that derivative prospectively.

**Accounting for Derivative Instruments and Hedging Activities****Cash Flow Hedges**

We recognize all derivatives on the balance sheet at fair value. On the date the derivative instrument is entered into, we generally designate the derivative as a hedge of the variability of cash flows to be received or paid related to a forecasted transaction (cash flow hedge). We record in AOCI changes in the fair value of derivatives that are designated as and meet all the required criteria for a cash flow hedge. We then reclassify these amounts into earnings as the underlying hedged item affects earnings. In contrast, we immediately record in earnings changes in the fair value of derivatives that are not designated as cash flow hedges.

As of September 30, 2016, we had open foreign currency forward contracts in AOCI in a net after tax loss position of \$0.2 million designated as cash flow hedges of underlying forecasted sales and purchases. Current open contracts hedge forecasted transactions until December 29, 2017. At September 30, 2016, we had open forward contracts designated as cash flow hedges with various expiration dates to buy, sell or exchange foreign currencies with a U.S. dollar equivalent of approximately \$430 million.

As of September 30, 2016, we had current open commodity contracts in AOCI in a net after tax loss position of \$0.1 million designated as cash flow hedges of underlying forecasted purchases, primarily related to natural gas. Current open commodity contracts hedge forecasted transactions until December 31, 2017. At September 30, 2016, we had an equivalent of 1.7 million mMBTUs (millions of British Thermal Units) in aggregate notional volume of outstanding natural gas commodity forward contracts to hedge forecasted purchases.

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## FMC CORPORATION

## Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

Of the \$0.3 million of net losses after-tax, representing both open foreign currency exchange contracts and commodity contracts, approximately \$0.4 million of these losses would be realized in earnings during the twelve months ending September 30, 2017 and \$0.1 million of net gains would be realized subsequent to September 30, 2017, if spot rates in the future are consistent with forward rates as of September 30, 2016. The actual effect on earnings will be dependent on the actual spot rates when the forecasted transactions occur.

## Derivatives Not Designated As Hedging Instruments

We hold certain forward contracts that have not been designated as cash flow hedging instruments for accounting purposes. Contracts used to hedge the exposure to foreign currency fluctuations associated with certain monetary assets and liabilities are not designated as cash flow hedging instruments, and changes in the fair value of these items are recorded in earnings. We occasionally hold call options that are effective as economic hedges of a portion of our natural gas exposure and the change in fair value of this instrument is also recorded in earnings. We periodically hold soybean barter contracts which qualify as derivatives and we have entered into offsetting commodity contracts to hedge our exposure. Both the change in fair value of the soybean barter contracts and the offsetting commodity contracts are recorded in earnings.

We had open forward contracts not designated as cash flow hedging instruments for accounting purposes with various expiration dates to buy, sell or exchange foreign currencies with a U.S. dollar equivalent of approximately \$1,594 million at September 30, 2016.

## Fair-Value of Derivative Instruments

The following tables provide the gross fair value and net balance sheet presentation of our derivative instruments.

(in Millions)	September 30, 2016		Total Gross Amounts	Gross Amounts Offset in the Consolidated Balance Sheet <sup>(3)</sup>	Net Amounts	
	Designated as Cash Flow Hedges	Not Designated as Hedging Instruments				
Derivatives						
Foreign exchange contracts	\$8.0	\$ 1.7	\$9.7	\$ (9.7	) \$ —	
Energy contracts	0.3	—	0.3	(0.1	) 0.2	
Total derivative assets <sup>(1)</sup>	8.3	1.7	10.0	(9.8	) 0.2	
Foreign exchange contracts	(10.1	) (2.4	) (12.5	) 9.7	(2.8	)
Energy contracts	(0.4	) —	(0.4	) 0.1	(0.3	)
Total derivative liabilities <sup>(2)</sup>	(10.5	) (2.4	) (12.9	) 9.8	(3.1	)
Net derivative assets/(liabilities)	\$(2.2	) \$ (0.7	) \$(2.9	) \$ —	\$ (2.9	)

(in Millions)	December 31, 2015		Total Gross Amounts	Gross Amounts Offset in the	Net Amounts
	Designated as Cash Flow Hedges	Not Designated as Hedging Instruments			
Derivatives					

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	Hedges	Instruments		Consolidated Balance Sheet <sup>(3)</sup>	
Derivatives					
Foreign exchange contracts	\$6.1	\$ 5.2	\$11.3	\$ (11.3 )	\$ —
Energy contracts	—	—	—	—	—
Total derivative assets <sup>(1)</sup>	6.1	5.2	11.3	(11.3 )	—
Foreign exchange contracts	(15.4 )	(7.3 )	(22.7 )	11.3	(11.4 )
Energy contracts	(2.0 )	—	(2.0 )	—	(2.0 )
Total derivative liabilities <sup>(2)</sup>	(17.4 )	(7.3 )	(24.7 )	11.3	(13.4 )
Net derivative assets/(liabilities)	\$(11.3)	\$ (2.1 )	\$(13.4)	\$ —	\$ (13.4 )

(1) Net balance is included in "Prepaid and other current assets" in the condensed consolidated balance sheets.

(2) Net balance is included in "Accrued and other liabilities" in the condensed consolidated balance sheets.



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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

(3) Represents net derivatives positions subject to master netting arrangements.

The tables below summarize the gains or losses related to our cash flow hedges and derivatives not designated as hedging instruments.

## Derivatives in Cash Flow Hedging Relationships

(in Millions)	Three Months Ended September 30							
	Contracts							
	Foreign Exchange		Energy		Other		Total	
	2016	2015	2016	2015	2016	2015	2016	2015
Unrealized hedging gains (losses) and other, net of tax	\$0.2	\$(1.0)	\$(0.1)	\$(0.5)	\$—	\$—	\$0.1	\$(1.5)
Reclassification of deferred hedging (gains) losses, net of tax <sup>(1)</sup>								
Effective portion <sup>(1)</sup>	1.9	(1.2 )	0.3	0.8	—	—	2.2	(0.4 )
Ineffective portion <sup>(1)</sup>	—	—	—	—	—	—	—	—
Total derivative instrument impact on comprehensive income, net of tax	\$2.2	\$(2.2)	\$0.2	\$0.3	\$—	\$—	\$2.3	\$(1.9)

(in Millions)	Nine Months Ended September 30							
	Contracts							
	Foreign Exchange		Energy		Other		Total	
	2016	2015	2016	2015	2016	2015	2016	2015
Unrealized hedging gains (losses) and other, net of tax	\$1.0	\$2.6	\$(0.1)	\$1.2	\$—	\$(0.1)	\$0.9	\$3.7
Reclassification of deferred hedging (gains) losses, net of tax <sup>(1)</sup>								
Effective portion <sup>(1)</sup>	4.9	(4.5 )	1.4	2.4	(0.1 )	—	6.2	(2.1 )
Ineffective portion <sup>(1)</sup>	—	(0.2 )	—	—	—	—	—	(0.2 )
Total derivative instrument impact on comprehensive income, net of tax	\$5.9	\$(2.1)	\$1.3	\$3.6	\$(0.1)	\$(0.1)	\$7.1	\$1.4

(1) See Note 13 for classification of amounts within the condensed consolidated statements of income (loss).

## Derivatives Not Designated as Hedging Instruments

(in Millions)	Location of Gain or (Loss) Recognized in Income on Derivatives	Amount of Pre-tax Gain or (Loss) Recognized in Income on Derivatives <sup>(1)</sup>			
		Three Months Ended September 30		Nine Months Ended September 30	
		2016	2015	2016	2015
Foreign exchange contracts	Cost of sales and services	\$ 10.2	\$(7.0 )	\$ 37.6	\$(14.8 )
	Selling, general & administrative <sup>(2)</sup>	—	—	—	(172.1 )
Total		\$ 10.2	\$(7.0 )	\$ 37.6	\$(186.9 )

- 
- (1) Amounts in the columns represent the gain or loss on the derivative instrument offset by the gain or loss on the hedged item.
- (2) Charges represent a loss on the Cheminova acquisition hedge. See Note 3 within these condensed consolidated financial statements for more information.

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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

## Fair-Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Market participants are defined as buyers or sellers in the principle or most advantageous market for the asset or liability that are independent of the reporting entity, knowledgeable and able and willing to transact for the asset or liability.

## Fair-Value Hierarchy

We have categorized our assets and liabilities that are recorded at fair value, based on the priority of the inputs to the valuation technique, into a three-level fair-value hierarchy. The fair-value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure the assets and liabilities fall within different levels of the hierarchy, the categorization is based on the lowest level input that is significant to the fair-value measurement of the instrument.

## Recurring Fair-Value Measurements

The following tables present our fair-value hierarchy for those assets and liabilities measured at fair-value on a recurring basis in the condensed consolidated balance sheets. During the periods presented there were no transfers between fair-value hierarchy levels.

(in Millions)	September 30, 2016	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets</b>				
Derivatives – Commodities:				
Energy contracts <sup>(1)</sup>	\$ 0.2	\$ —	\$ 0.2	\$ —
Other <sup>(2)</sup>	25.8	25.8	—	—
Total assets	\$ 26.0	\$ 25.8	\$ 0.2	\$ —
<b>Liabilities</b>				
Derivatives – Commodities:				
Energy contracts <sup>(1)</sup>	\$ 0.3	\$ —	\$ 0.3	\$ —
Derivatives – Foreign exchange <sup>(1)</sup>	2.8	—	2.8	—
Other <sup>(3)</sup>	30.7	30.3	0.4	—
Total liabilities	\$ 33.8	\$ 30.3	\$ 3.5	\$ —

(1) See the Fair Value of Derivative Instruments table within this Note for classifications on the condensed consolidated balance sheet.

Consists of a deferred compensation arrangement, through which we hold various investment securities, (2) recognized on our balance sheet. Both the asset and liability are recorded at fair value. Asset amounts included in “Other assets” in the condensed consolidated balance sheets.

Consists of a deferred compensation arrangement recognized on our balance sheet. Both the asset and liability are (3) recorded at fair value. Liability amounts due are included in “Other long-term liabilities” in the condensed consolidated balance sheets. Level 2 liabilities represent liability-based awards associated with non-employees.

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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

(in Millions)	December 31, 2015	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Assets					
Derivatives – Commodities:					
Other <sup>(2)</sup>	\$ 25.4	\$ 25.4	\$ —	\$ —	\$ —
Total assets	\$ 25.4	\$ 25.4	\$ —	\$ —	\$ —
Liabilities					
Derivatives – Commodities:					
Energy contracts <sup>(1)</sup>	\$ 2.0	\$ —	\$ 2.0	\$ —	\$ —
Derivatives – Foreign exchange <sup>(1)</sup>	11.4	—	11.4	—	—
Other <sup>(3)</sup>	29.1	29.1	—	—	—
Total liabilities	\$ 42.5	\$ 29.1	\$ 13.4	\$ —	\$ —

(1) See the Fair -Value of Derivative Instruments table within this Note for classification on the condensed consolidated balance sheet.

Consists of a deferred compensation arrangement, through which we hold various investment securities, (2) recognized on our balance sheet. Both the asset and liability are recorded at fair value. Asset amounts included in “Other assets” in the condensed consolidated balance sheets.

Consist of a deferred compensation arrangement recognized on our balance sheet. Both the asset and liability are (3) recorded at fair value. Liability amounts included in “Other long-term liabilities” in the condensed consolidated balance sheets.

## Nonrecurring Fair - Value Measurements

The following table presents our fair value hierarchy for those assets and liabilities measured at fair value on a non-recurring basis in the condensed consolidated balance sheets during the periods ended September 30, 2016 and December 31, 2015.

(in Millions)	September 30, 2016	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Gains (Losses) (Period Ended September 30, 2016)
Assets					

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Impairment of intangibles	\$ 5.9	\$ —	—\$ 5.9	\$ (1.0 )
Total assets	\$ 5.9	\$ —	—\$ 5.9	\$ (1.0 )

(1) We recorded an impairment charge, related to our FMC Agricultural Solutions segment, to write down the carrying value of the generic brand portfolio of approximately \$1.0 million to its fair value.

(in Millions)	December 31, 2015	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Gains (Losses) (Year Ended December 31, 2015)
Assets					
Long-lived assets associated with exit activities <sup>(1)</sup>	\$ 35.4	\$ —	—\$ 35.4	\$ (70.5 )	
Total assets	\$ 35.4	\$ —	—\$ 35.4	\$ (70.5 )	

We recorded charges, within our FMC Health and Nutrition segment, to write down the value of certain long-lived (1) assets of approximately \$70.5 million to salvage value in the case of fixed assets and fair value in the case of indefinite lived intangible assets.

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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

## Note 17: Guarantees, Commitments, and Contingencies

We continue to monitor the conditions that are subject to guarantees and indemnifications to identify whether a liability must be recognized in our financial statements.

## Guarantees and Other Commitments

The following table provides the estimated undiscounted amount of potential future payments for each major group of guarantees at September 30, 2016. These guarantees arise during the ordinary course of business from relationships with customers and nonconsolidated affiliates. Non-performance by the guaranteed party triggers the obligation requiring us to make payments to the beneficiary of the guarantee. Based on our experience these types of guarantees have not had a material effect on our consolidated financial position or on our liquidity. Our expectation is that future payment or performance related to the non-performance of others is considered unlikely.

(in Millions)

## Guarantees:

Guarantees of vendor financing - short-term <sup>(1)</sup>	\$88.0
Guarantees of vendor financing - long-term <sup>(1)</sup>	12.8
Other debt guarantees <sup>(2)</sup>	2.3
Total	\$103.1

Represents guarantees to financial institutions on behalf of certain FMC Agricultural Solutions customers for their seasonal borrowing. This short term amount is recorded on the condensed consolidated balance sheets as  
<sup>(1)</sup>“Guarantees of vendor financing.” The long term amount is recorded on the condensed consolidated balance sheet within "Other long term liabilities."

These guarantees represent support provided to third-party banks for credit extended to various FMC Agricultural Solutions customers and nonconsolidated affiliates. The liability for the guarantees is recorded at an amount that  
<sup>(2)</sup>approximates fair-value (i.e., representing the stand-ready obligation) based on our historical collection experience and a current assessment of credit exposure. We believe the fair-value of these guarantees is immaterial. The majority of these guarantees have an expiration date of less than one year.

Excluded from the chart above, in connection with our property and asset sales and divestitures, we have agreed to indemnify the buyer for certain liabilities, including environmental contamination and taxes that occurred prior to the date of sale or provided guarantees to third parties relating to certain contracts assumed by the buyer. Our indemnification or guarantee obligations with respect to these liabilities may be indefinite as to duration and may or may not be subject to a deductible, minimum claim amount or cap. As such, it is not possible for us to predict the likelihood that a claim will be made or to make a reasonable estimate of the maximum potential loss or range of loss. If triggered, we may be able to recover some of the indemnity payments from third parties. We have not recorded any specific liabilities for these guarantees.

## Contingencies

A detailed discussion related to our outstanding contingencies can be found in Note 18 to our consolidated financial statements included within our 2015 Form 10-K.

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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

## Note 18: Segment Information

(in Millions)	Three Months Ended		Nine Months Ended	
	September 30		September 30	
	2016	2015	2016	2015
Revenue				
FMC Agricultural Solutions	\$558.9	\$577.6	\$1,657.0	\$1,595.6
FMC Health and Nutrition	178.9	195.9	566.3	613.5
FMC Lithium	69.9	57.2	193.5	168.1
Total	\$807.7	\$830.7	\$2,416.8	\$2,377.2
Income from continuing operations before income taxes				
FMC Agricultural Solutions	\$90.1	\$59.4	\$272.8	\$262.6
FMC Health and Nutrition	45.1	47.0	137.3	148.5
FMC Lithium	17.5	1.8	48.9	11.9
Segment operating profit <sup>(a)</sup>	\$152.7	\$108.2	\$459.0	\$423.0
Corporate and other	(18.2 )	(13.6 )	(54.0 )	(46.0 )
Operating profit before the items listed below	\$134.5	\$94.6	\$405.0	\$377.0
Interest expense, net	(20.3 )	(20.2 )	(61.1 )	(58.9 )
Restructuring and other (charges) income <sup>(1)</sup>	(14.4 )	(45.6 )	(39.1 )	(78.2 )
Non-operating pension and postretirement (charges) income <sup>(2)</sup>	(0.2 )	(5.5 )	(2.3 )	(19.9 )
Acquisition-related charges <sup>(3)</sup>	(4.4 )	(43.0 )	(16.8 )	(274.0 )
(Provision) benefit for income taxes	(12.6 )	25.1	(75.5 )	56.4
Discontinued operations, net of income taxes	(3.0 )	(5.0 )	(14.9 )	698.8
Net income (loss) attributable to noncontrolling interests	0.1	(2.8 )	(2.1 )	(8.1 )
Net income (loss) attributable to FMC stockholders	\$79.7	\$(2.4 )	\$193.2	\$693.1

(a) Referred to as Segment Earnings.

(1) See Note 8 of the condensed consolidated financial statements included within this Form 10-Q for details of restructuring and other (charges) income. Below provides the detail the (charges) income by segment:

(in Millions)	Three Months Ended		Nine Months Ended	
	September 30		September 30	
	2016	2015	2016	2015
FMC Agricultural Solutions	\$(8.7 )	\$(24.1)	\$(21.2)	\$(47.2)
FMC Health and Nutrition	(0.7 )	(16.6 )	(4.0 )	(20.6 )
FMC Lithium	—	—	(0.6 )	(0.5 )
Corporate	(5.0 )	(4.9 )	(13.3 )	(9.9 )
Restructuring and other (charges) income	\$(14.4)	\$(45.6)	\$(39.1)	\$(78.2)

(2) Our non-operating pension and postretirement costs are defined as those costs related to interest, expected return on plan assets, amortized actuarial gains and losses and the impacts of any plan curtailments or settlements. These costs are primarily related to changes in pension plan assets and liabilities which are tied to financial market performance and we consider these costs to be outside our operational performance. We exclude these



non-operating pension and postretirement costs from our segments as we believe that removing them provides a better understanding of the underlying profitability of our businesses, increased transparency and clarity in the performance of our retirement plans and enhances period-over-period comparability. We continue to include the service cost and amortization of prior service cost in the operating segments noted above. We believe these elements reflect the current year operating costs to our businesses for the employment benefits provided to active employees. These expenses are included as a component of the line item “Selling, general and administrative expenses” on the condensed consolidated statements of income (loss).

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## FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

(3) Charges relate to the expensing of the inventory fair value step-up resulting from the application of purchase accounting, transaction costs, costs for transitional employees, other acquired employee related costs, integration related legal and professional third-party fees and gains or losses on hedging purchase price associated with the planned or completed acquisitions. Amounts represent the following:

	Three		Nine Months	
	Months		Months	
	Ended		Ended	
	September		September	
	30		30	
(in Millions)	2016	2015	2016	2015
Acquisition-related charges - Cheminova				
Legal and professional fees <sup>(1)</sup>	\$4.4	\$14.2	\$16.8	\$53.8
Inventory fair value amortization <sup>(2)</sup>	—	28.8	—	48.1
(Gain)/loss on hedging purchase price <sup>(1)</sup>	—	—	—	172.1
Acquisition-related charges	\$4.4	\$43.0	\$16.8	\$274.0

(1) On the condensed consolidated statements of income (loss), these charges are included in “Selling, general and administrative expense.” For more information see Note 3.

(2) On the condensed consolidated statements of income (loss), these charges are included in “Costs of sales and services.”

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Item 2 of this report contains certain forward-looking statements that are based on our current views and assumptions regarding future events, future business conditions and the outlook for our company based on currently available information.

Whenever possible, we have identified these forward-looking statements by such words or phrases as "will likely result", "is confident that", "expect", "expects", "should", "could", "may", "will continue to", "believe", "believes", "anticipate", "predicts", "forecasts", "estimates", "projects", "potential", "intends" or similar expressions identifying "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including the negative of those words or phrases. Such forward-looking statements are based on our current views and assumptions regarding future events, future business conditions and the outlook for the company based on currently available information. The

forward-looking statements involve known and

unknown risks, uncertainties and other factors that may cause actual results to be materially different from any results, levels of

activity, performance or achievements expressed or implied by any forward-looking statement. These statements are qualified by reference to the section "Forward-Looking Statements" in Part II of our Annual Report on Form 10-K for the year ended December 31, 2015 (the "2015 10-K") and to similar disclaimers in all other reports and forms filed with the Securities and Exchange Commission ("SEC"). We wish to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made.

We specifically decline to undertake any obligation to publicly revise any forward-looking statements that have been made to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

### APPLICATION OF CRITICAL ACCOUNTING POLICIES

Our consolidated financial statements are prepared in conformity with U.S. generally accepted accounting principles. The preparation of our financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. We have described our accounting policies in Note 1 to our consolidated financial statements included in our 2015 10-K. We have reviewed these accounting policies, identifying those that we believe to be critical to the preparation and understanding of our consolidated financial statements. We have reviewed these critical accounting policies with the Audit Committee of our Board of Directors. Critical accounting policies are central to our presentation of results of operations and financial condition and require management to make estimates and judgments on certain matters. We base our estimates and judgments on historical experience, current conditions and other reasonable factors.

The following is a list of those accounting policies that we have deemed most critical to the presentation and understanding of our results of operations and financial condition. See the "Critical Accounting Policies" section in our 2015 10-K for a detailed description of these policies and their potential effects on our results of operations and financial condition.

- Revenue recognition and trade receivables
- Environmental obligations and related recoveries
- Impairment and valuation of long-lived assets
- Pensions and other postretirement benefits
- Income taxes

### RECENTLY ISSUED AND ADOPTED ACCOUNTING PRONOUNCEMENTS AND REGULATORY ITEMS

See Note 2 to the condensed consolidated financial statements included in this Form 10-Q for a discussion of recently adopted accounting guidance and other new accounting guidance.

## OVERVIEW

We are a diversified chemical company serving agricultural, consumer and industrial markets globally with innovative solutions, applications and market-leading products. We operate in three distinct business segments: FMC Agricultural Solutions, FMC Health and Nutrition and FMC Lithium. Our FMC Agricultural Solutions segment develops, markets and sells all three major classes of crop protection chemicals: insecticides, herbicides and fungicides. These products are used in agriculture to enhance crop yield and quality by controlling a broad spectrum of insects, weeds and disease, as well as in non-agricultural markets for pest control. The FMC Health and Nutrition segment focuses on nutritional ingredients, health excipients, and functional health ingredients. Nutritional ingredients are used to enhance texture, color, structure and physical stability. Health excipients are used for binding, encapsulation and disintegrant applications. Functional health ingredients are used as active ingredients in nutraceutical and pharmaceutical markets. Our FMC Lithium segment manufactures lithium for use in a wide range of lithium products, which are used primarily in energy storage, specialty polymers and chemical synthesis application.

### Third Quarter 2016 Highlights

The following are the more significant developments in our businesses during the three months ended September 30, 2016:

Revenue of \$807.7 million for the three months ended September 30, 2016 decreased \$23 million or three percent versus the same period last year. The decrease in revenue was attributable to FMC Agricultural Solutions and FMC Health and Nutrition which offset an increase in revenue from FMC Lithium. A more detailed review of revenues by segment is discussed under the section titled "Results of Operations". On a regional basis, sales in North America increased 16 percent period over period and sales in Asia increased by nine percent, sales in Latin America decreased 17 percent, and sales in Europe, Middle East and Africa decreased by four percent.

Our gross margin, excluding acquisition-related charges, increased by approximately \$30 million or approximately 12 percent to \$279.5 million versus the prior year's third quarter primarily driven by improved profitability in Agricultural Solutions. Gross margin percent of 35 percent was an increase compared to 30 percent in the prior year. The increase was driven by improved pricing and mix in both Brazil and North America in our Agricultural Solutions business.

Selling, general and administrative expenses, excluding acquisition-related charges and non-operating pension and postretirement charges, decreased by approximately \$4 million or three percent to \$113.2 million.

Research and Development expenses of \$32.2 million decreased \$5 million or 13 percent. A majority of the decrease was due to registration and regulatory timing within Agricultural Solutions.

Adjusted after-tax earnings from continuing operations attributable to FMC stockholders of \$89.7 million increased compared to the prior year amount of \$56.4 million primarily due to improved performance in Agricultural Solutions.

See the disclosure of our Adjusted Earnings Non-GAAP financial measurement below, under the section titled "Results of Operations".

### Other Highlights

In our Agricultural Solutions business, we continue to see the benefits of the Cheminova acquisition, which brought greater scale and regional balance to our business, improved our market access and expanded our product portfolio and technology pipeline. Challenging market conditions specifically in the global crop protection market are expected to continue for the remainder of the year. During the quarter, as discussed above, our Agricultural Solutions business had significantly improved operating results primarily due to improved performance in Brazil which last year was significantly impacted by unfavorable foreign currency.

In Health and Nutrition, global demand for our naturally-derived ingredient product lines continues to be strong and we remain focused on protecting the business's high margins through the implementation of Manufacturing Excellence programs, process technology improvements and product differentiation. However, the Omega-3 business is having challenges due to the overcapacity in the industry. In the fourth quarter of 2016, we will be commissioning our new MCC production facility in Rayong, Thailand, which will facilitate our ability to serve the growing nutrition market in

Asia.

In Lithium, we are seeing the benefits of our strategy to grow our business in the technology-driven specialty end markets, where demand continues to accelerate and pricing trends across our portfolio remain favorable. In May, we announced plans to triple our production capacity of lithium hydroxide to 30,000 metric tons by 2019 in order to meet growing demand from our key customers. In late October, we announced a supply agreement that will source 8,000 metric tons per year of lithium carbonate, beginning in mid-2018. This agreement will help to support our hydroxide expansion.

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## RESULTS OF OPERATIONS

## Overview

The following presents a reconciliation of our segment operating profit to the net income attributable to FMC stockholders as seen through the eyes of our management. For management purposes, we report the operating performance of each of our business segments based on earnings before interest and income taxes excluding corporate expenses, other income (expense), net and corporate special income/(charges).

## SEGMENT RESULTS RECONCILIATION

(in Millions)	Three Months Ended		Nine Months Ended	
	September 30		September 30	
	2016	2015	2016	2015
Revenue				
FMC Agricultural Solutions	\$558.9	\$577.6	\$1,657.0	\$1,595.6
FMC Health and Nutrition	178.9	195.9	566.3	613.5
FMC Lithium	69.9	57.2	193.5	168.1
Total	\$807.7	\$830.7	\$2,416.8	\$2,377.2
Income from continuing operations before income taxes				
FMC Agricultural Solutions	\$90.1	\$59.4	\$272.8	\$262.6
FMC Health and Nutrition	45.1	47.0	137.3	148.5
FMC Lithium	17.5	1.8	48.9	11.9
Segment operating profit	\$152.7	\$108.2	\$459.0	\$423.0
Corporate and other	(18.2 )	(13.6 )	(54.0 )	(46.0 )
Operating profit before the items listed below	\$134.5	\$94.6	\$405.0	\$377.0
Interest expense, net	(20.3 )	(20.2 )	(61.1 )	(58.9 )
Corporate special (charges) income:				
Restructuring and other (charges) income <sup>(1)</sup>	(14.4 )	(45.6 )	(39.1 )	(78.2 )
Non-operating pension and postretirement charges <sup>(2)</sup>	(0.2 )	(5.5 )	(2.3 )	(19.9 )
Acquisition-related charges <sup>(3)</sup>	(4.4 )	(43.0 )	(16.8 )	(274.0 )
(Provision) benefit for income taxes	(12.6 )	25.1	(75.5 )	56.4
Discontinued operations, net of income taxes	(3.0 )	(5.0 )	(14.9 )	698.8
Net income attributable to noncontrolling interests	0.1	(2.8 )	(2.1 )	(8.1 )
Net income (loss) attributable to FMC stockholders	\$79.7	\$(2.4 )	\$193.2	\$693.1

<sup>(1)</sup> See Note 8 for details of restructuring and other (charges) income. Below provides the detail the (charges) income by segment:

(in Millions)	Three Months Ended		Nine Months Ended	
	September 30		September 30	
	2016	2015	2016	2015
FMC Agricultural Solutions	\$(8.7 )	\$(24.1 )	\$(21.2 )	\$(47.2 )
FMC Health and Nutrition	(0.7 )	(16.6 )	(4.0 )	(20.6 )
FMC Lithium	—	—	(0.6 )	(0.5 )
Corporate	(5.0 )	(4.9 )	(13.3 )	(9.9 )
Restructuring and other (charges) income	\$(14.4 )	\$(45.6 )	\$(39.1 )	\$(78.2 )

<sup>(2)</sup> Our non-operating pension and postretirement costs are defined as those costs related to interest, expected return on plan assets, amortized actuarial gains and losses and the impacts of any plan curtailments or settlements. These costs are primarily related to changes in pension plan assets and

liabilities which are tied to financial market performance and we consider these costs to be outside our operational performance. We exclude these non-operating pension and postretirement costs from our segments as we believe that removing them provides a better understanding of the underlying profitability of our businesses, increased transparency and clarity in the performance of our retirement plans and enhances period-over-period comparability. We continue to include the service cost and amortization of prior service cost in the operating segments noted above. We believe these elements reflect the current year operating costs to our businesses for the employment benefits provided to active employees. These expenses are included as a component of the line item "Selling, general and administrative expenses" on the condensed consolidated statements of income (loss).

Charges relate to the expensing of the inventory fair value step-up resulting from the application of purchase accounting, transaction costs, costs for transitional employees, other acquired employee related costs, integration (3) related legal and professional third-party fees and gains or losses on hedging purchase price associated with the planned or completed acquisitions. Amounts represent the following:

(in Millions)	Three Months Ended September 30		Nine Months Ended September 30	
	2016	2015	2016	2015
Acquisition-related charges - Cheminova				
Legal and professional fees <sup>(1)</sup>	\$4.4	\$14.2	\$16.8	\$53.8
Inventory fair value amortization <sup>(2)</sup>	—	28.8	—	48.1
(Gain)/loss on hedging purchase price <sup>(1)</sup>	—	—	—	172.1
Acquisition-related charges <sup>(3)</sup>	\$4.4	\$43.0	\$16.8	\$274.0

On the condensed consolidated statements of income (loss), these charges are included in “Selling, general and (1) administrative expenses.” For more information on the loss on purchase price hedge see Note 3 to the condensed consolidated financial statements included within this Form 10-Q.

(2) On the condensed consolidated statements of income (loss), these charges are included in “Costs of sales and services.”

(3) Acquisition-related charges associated with Cheminova are expected to be completed at the end of 2016.

The following chart, which is provided to assist the readers of our financial statements, depicts certain after-tax charges (gains). These items are excluded by us in the measures we use to evaluate business performance and determine certain performance-based compensation. These after-tax items are discussed in detail within the “Other results of operations” section that follows. Additionally, the chart below discloses our Non-GAAP financial measure “Adjusted after-tax earnings from continuing operations attributable to FMC stockholders” reconciled from the GAAP financial measure “Net income (loss) attributable to FMC stockholders.” We believe that this measure provides useful information about our operating results to investors. We also believe that excluding the effect of restructuring and other income and charges, non-operating pension and postretirement charges, and certain Non-GAAP tax adjustments from operating results and discontinued operations allows management and investors to compare more easily the financial performance of our underlying businesses from period to period. This measure should not be considered as a substitute for net income (loss) or other measures of performance or liquidity reported in accordance with GAAP.

#### ADJUSTED EARNINGS RECONCILIATION

(in Millions)	Three Months Ended September 30		Nine Months Ended September 30	
	2016	2015	2016	2015
Net income (loss) attributable to FMC stockholders (GAAP)	\$79.7	\$(2.4)	\$193.2	\$693.1
Corporate special charges (income), pre-tax	19.0	94.1	58.2	372.1
Income tax expense (benefit) on Corporate special charges (income) <sup>(1)</sup>	(4.6 )	(13.7 )	(16.4 )	(113.8 )
Corporate special charges (income), net of income taxes	\$14.4	\$80.4	\$41.8	\$258.3
Discontinued operations attributable to FMC Stockholders, net of income taxes	3.0	5.0	14.9	(698.8 )
Non-GAAP tax adjustments <sup>(2)</sup>	(7.4 )	(26.6 )	11.1	(23.7 )
Adjusted after-tax earnings from continuing operations attributable to FMC stockholders (Non-GAAP)	\$89.7	\$56.4	\$261.0	\$228.9

(1)



The income tax expense (benefit) on Corporate special charges (income) is determined using the applicable rates in the taxing jurisdictions in which the Corporate special charge or income occurred and includes both current and deferred income tax expense (benefit) based on the nature of the non-GAAP performance measure.

We exclude the GAAP tax provision, including discrete items, from the Non-GAAP measure of income, and instead include a Non-GAAP tax provision based upon the projected annual Non-GAAP effective tax rate. The GAAP tax provision includes certain discrete tax items including, but not limited to: income tax expenses or benefits that are not related to ongoing business operations in the current year; tax adjustments associated with fluctuations in foreign currency remeasurement of certain foreign operations; certain changes in estimates of tax (2) matters related to prior fiscal years; certain changes in the realizability of deferred tax assets; changes in tax law; and the impact of excluding subsidiary losses that cannot be benefited from the GAAP EAETR and year to date earnings to which it is applied. Management believes excluding these discrete tax items assists investors and securities analysts in understanding the tax provision and the effective tax rate related to ongoing operations thereby providing investors with useful supplemental information about FMC's operational performance. The increase in non-GAAP tax adjustments for the three and nine months ended September 30, 2016 is due to d

increases in currency remeasurement losses associated with statutory operations in our FMC Agricultural Solutions segment in Brazil that significantly impacted GAAP tax expense during the three months ended September 30, 2015. In the discussion below, please refer to our chart titled "Segment Results Reconciliation" within the Results of Operations section. All comparisons are between the periods unless otherwise noted.

#### Segment Results

For management purposes, segment operating profit is defined as segment revenue less operating expenses (segment operating expenses consist of costs of sales and services, selling, general and administrative expenses and research and development expenses). We have excluded the following items from segment operating profit: corporate staff expense, interest income and expense associated with corporate debt facilities and investments, income taxes, gains (or losses) on divestitures of businesses, restructuring and other charges (income), non-operating pension and postretirement charges, investment gains and losses, loss on extinguishment of debt, asset impairments, Last-in, First-out ("LIFO") inventory adjustments, acquisition-related charges, and other income and expense items.

Information about how each of these items relates to our businesses at the segment level and results by segment is discussed in Note 18 of the condensed consolidated financial statements included within this Form 10-Q and in Note 19 of our consolidated financial statements in our 2015 Form 10-K.

#### FMC Agricultural Solutions

(in Millions)	Three Months		Nine Months	
	Ended September 30		Ended September 30	
	2016	2015	2016	2015
Revenue	\$558.9	\$577.6	\$1,657.0	\$1,595.6
Operating Profit	90.1	59.4	272.8	262.6

#### Three months ended September 30, 2016 vs. 2015

Revenue of \$558.9 million decreased approximately three percent versus the prior year quarter primarily due to lower volumes mainly from the continued deliberate action to reduce low margin third party sales in Brazil. Overall, lower volumes reduced revenue by 12 percent comparing the periods while higher pricing and mix offset the lower volumes by eight percent and favorable foreign currency impacted revenue by one percent. Higher pricing and mix was primarily experienced in both Brazil and North America. See below for discussion on revenue by region.

FMC Agricultural Solutions' operating profit of \$90.1 million increased by approximately 52 percent compared to the year-ago quarter. The third quarter is the traditional start of the season for Brazil which had an improved start particularly compared to last year which was significantly impacted by unfavorable currency. Product mix in both North America and Brazil also contributed to the improved results. Foreign currency contributed a 30 percent year over year improvement to operating profit while the higher pricing and product mix described above contributed a 56 percent improvement. As mentioned, last year results were significantly impacted by foreign currency, particularly the Real, as price increases in local currencies were not enough to offset the impact of foreign currency. In U.S. dollar terms, price actions increased operating earnings in Brazil by approximately 30 percent year over year. The lower volumes described above impacted results by 27 percent period over period.

#### Nine months ended September 30, 2016 vs. 2015

Revenue of \$1,657.0 million increased approximately four percent versus the prior year quarter primarily due to a full nine months of revenue from Cheminova. This increase was somewhat offset by lower volumes in 2016 compared to 2015.

FMC Agricultural Solutions' operating profit of \$272.8 million increased by approximately four percent compared to the year-ago quarter.

Refer to the FMC Agricultural Solutions Proforma Financial Results with Cheminova section below for further discussion.

FMC Agricultural Solutions Pro forma Financial Results with Cheminova

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We believe that reviewing our operating results for these interim periods by combining actual and pro forma results for the FMC Agricultural Solutions segment for 2016 and 2015 is more useful in identifying trends in, or reaching conclusions regarding, the overall operating performance of this segment. Our pro forma segment information will include adjustments as if the Cheminova transaction had occurred on January 1, 2015. Our pro forma data will also be adjusted for the effects of acquisition accounting but will not include adjustments for cost related to integration activities, cost savings or synergies that might be achieved by the combined businesses. Pro forma amounts to be presented will not necessarily be indicative of what our results would have been had we operated Cheminova since January 1, 2015, nor our future results.

FMC Agricultural Solutions Pro Forma Financial Results  (in Millions)	Nine Months Ended September 30	
	2016	2015
Revenue		
Revenue, FMC Agricultural Solutions, as reported <sup>(1)</sup>	\$1,657.0	\$1,595.6
Revenue, Cheminova, pro forma <sup>(2)</sup>	—	362.0
Pro Forma Combined, Revenue <sup>(3)</sup>	\$1,657.0	\$1,957.6
Operating Profit		
Operating Profit, FMC Agricultural Solutions, as reported <sup>(1)</sup>	\$272.8	\$262.6
Operating Profit, Cheminova, pro forma <sup>(2)</sup>	—	19.9
Pro Forma Combined, Operating Profit <sup>(3)</sup>	\$272.8	\$282.5

<sup>(1)</sup> As reported amounts are the results of operations of FMC Agricultural Solutions, including the results of the Cheminova acquisition from April 21, 2015 onward.

<sup>(2)</sup> Cheminova pro forma amounts include the historical results of Cheminova, prior to April 21, 2015. These amounts also include adjustments as if the Cheminova transaction had occurred on January 1, 2015, including the effects of acquisition accounting. The pro forma amounts do not include adjustments for expenses related to integration activities, cost savings or synergies that may have been or may be achieved by the combined segment.

<sup>(3)</sup> The pro forma combined amounts are not necessarily indicative of what the results would have been had we acquired Cheminova on January 1, 2015 or indicative of future results. For the three and nine months ended September 30, 2016 and for the three months ended September 30, 2015, pro forma results and actual results are the same.

#### FMC Agricultural Solutions Pro Forma Combined Revenue by Region <sup>(1)</sup>

(in Millions)	Three Months Ended September 30		Nine Months Ended September 30	
	2016	2015	2016	2015
Europe, Middle East and Africa (EMEA) <sup>(2)</sup>	\$90.1	\$85.2	\$457.7	\$515.1
North America <sup>(3)</sup>	73.1	50.2	408.6	456.6
Latin America <sup>(4)</sup>	265.3	322.4	459.4	619.7
Asia <sup>(5)</sup>	130.4	119.8	331.3	366.2
Total	\$558.9	\$577.6	\$1,657.0	\$1,957.6

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- The pro forma combined revenue by region amounts are not necessarily indicative of what the results would have been had we acquired Cheminova on January 1, 2015 or indicative of future results. Explanations below are for
- (1) both the nine month periods unless otherwise noted. For the three and nine months ended September 30, 2016 and for the three months ended September 30, 2015, pro forma revenue and actual revenue are the same. Increase in the three months ended September 30, 2016 was due to higher volumes in Eastern Europe and the U.K. as well as synergies from the Cheminova acquisition as we continue to transition to direct market access. These increases were somewhat offset by declines of Northwest Europe due to challenging economic conditions. The
  - (2) nine months ended September 30, 2016 decline was driven by cold weather in Central and Western Europe partially offset by Central/Eastern Europe demand growth as well as transition to direct market access across the region and synergies from the Cheminova acquisition. Increase in the three months ended September 30, 2016 due to higher sales volume resulting from new products for
  - (3) winter and spring wheat and increased demand for pre-emergent herbicides. The nine months ended September 30, 2016 decline was driven by elevated channel inventory levels and lower demand due to the deterioration in farm incomes. Lower sales volumes in Brazil more than offset growth in other regions. Market weakness, continued product rationalization, and the decision to allow channel inventory levels to decline contributed to the lower volume in
  - (4) Brazil. While foreign exchange rates have been more stable, grower financials continue to be impacted by a lack of credit availability. In Latin America outside of Brazil, product rationalization in Argentina and drought conditions in Colombia impacted revenue impacted the nine months ended September 30, 2016 offset by the increases in the three months ended September 30, 2016 discussed above. Increase for the three months ended September 20, 2016 was due to increased sales volumes across all regions. Improved weather conditions in Australia and a return to a more normal Monsoon season in India and Southeast
  - (5) Asia were the primary drivers for the increase. Decline in the nine months ended September 30, 2016 was driven by poor weather in India and parts of South East Asia and lower demand and planned product rationalization. The declines were partially offset by the increases discussed for the three months ended September 30, 2016 above.

#### Pro Forma Combined Results - Nine months ended September 30, 2016 vs. 2015

Pro Forma combined revenue of \$1,657.0 million decreased approximately 15 percent versus the prior year period. Volume contributed a 16 percent decline while foreign currency impacted revenue negatively by approximately two percent. These declines were partially offset by pricing and mix which impacted revenues by three percent. The actions we took to eliminate certain product sales as previously described were the main reason for the volume decline. These actions reduced by approximately \$110 million compared to the pro forma revenue in the nine months of 2015.

Pro forma combined operating profit of \$272.8 million decreased approximately three percent compared to the year-ago period. Lower volumes contributed to a 27 percent decline in operating profit while unfavorable foreign currency impacts contributed approximately one percent. Lower costs positively impacted operating profit by 11 percent. Favorable pricing and mix improved operating profits by 14 percent which was predominantly experienced in both Brazil and North America.

#### Outlook

For 2016, full-year segment revenue is expected to be approximately \$2.2 billion to \$2.4 billion and full-year segment earnings are expected to be in the range of \$390 million to \$410 million.

#### Certain Regulatory Issues

A detailed discussion related to regulatory issues impacting FMC Agricultural Solutions can be found in Part II, Item 7 of our 2015 Form 10-K. There have been no material changes related to regulatory issues impacting FMC Agricultural Solutions from the information reported in our 2015 10-K.

## FMC Health and Nutrition

(in Millions)	Three Months		Nine Months	
	Ended		Ended	
	September 30		September 30	
	2016	2015	2016	2015
Revenue	\$178.9	\$195.9	\$566.3	\$613.5
Operating Profit	45.1	47.0	137.3	148.5

## Three months ended September 30, 2016 vs. 2015

Revenue of \$178.9 million decreased approximately nine percent versus the prior-year quarter. Lower volumes drove seven percent of the revenue decline while lower pricing and product mix contributed two percent of the revenue decline. The

volume impacts were experienced in both Health Excipients and Omega-3. Health Excipients was impacted due to the shifting of orders by customers into the fourth quarter. Omega-3 had volume declines compared to prior year. Segment operating profit of \$45.1 million decreased approximately four percent versus the year ago quarter. The lower sales volume noted above impacted segment operating profit by nine percent. Lower operating costs positively impacted results by 13 percent while unfavorable mix and price worsened segment operating profit by eight percent.

#### Nine months ended September 30, 2016 vs. 2015

Revenue of \$566.3 million decreased approximately eight percent versus the prior-year period. Lower volumes were the primary driver contributing to six percent of the revenue decline primarily due to Omega-3. Unfavorable foreign currency and pricing each contributed a one percent decrease to revenue.

Segment operating profit of \$137.3 million decreased approximately eight percent versus the year ago period. The lower sales volume noted above impacted segment operating profit negatively by nine percent. Unfavorable pricing and mix decreased segment operating profit by two percent while operating costs positively impacted results by three percent.

#### Outlook

Segment revenue for the full year of 2016 is anticipated to be approximately \$740 million to \$760 million, while full-year segment earnings are expected to be between \$190 million and \$194 million.

#### FMC Lithium

(in Millions)	Three Months Ended September 30		Nine Months Ended September 30	
	2016	2015	2016	2015
	Revenue	\$69.9	\$57.2	\$193.5
Operating Profit	17.5	1.8	48.9	11.9

#### Three months ended September 30, 2016 vs. 2015

Revenue of \$69.9 million increased by approximately 22 percent versus the prior-year quarter. Higher volumes contributed two percent to the revenue increase while higher pricing impacted revenue favorably by 20 percent. Prices were higher across virtually all products, with the largest benefits coming from primary segments and from hydroxide. Demand trends across specialty end markets remain strong.

Segment operating profit of \$17.5 million increased \$15.7 million versus the year ago quarter. The favorable pricing noted above impacted results by approximately \$11.6 million. Lower operating costs impacted results by approximately \$1.7 million, driven by manufacturing efficiencies, savings associated with the natural gas pipeline installed in 2015, and lower raw material and energy prices. Favorable foreign currency impacts increased operating profit by approximately \$2.1 million while higher volumes added \$0.3 million to the increase.

#### Nine months ended September 30, 2016 vs. 2015

Revenue of \$193.5 million increased by approximately 15 percent versus the prior-year nine month period. Higher volumes, primarily in specialty products, contributed four percent to the revenue increase while higher pricing, mostly in primary segments and in hydroxide, improved revenue by eleven percent.

Segment operating profit of \$48.9 million increased \$37.0 million versus the prior-year nine month period. Higher volumes and higher prices impacted results by approximately \$3.9 million and \$19.1 million, respectively, while lower operating costs impacted results by approximately \$11.7 million. Favorable foreign currency impacts increased operating profit by approximately \$2.3 million due to the Argentine peso devaluation late in 2015.

Outlook

Due to the strong results in the third quarter and continued improvement in the forecast for the business, segment earnings are now expected to be between \$65 and \$69 million for the full year of 2016, an increase of 190 percent over 2015 at the mid-point of the range and \$5 million higher than the previous range.

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## Other Results of Operations

## Corporate and other

Corporate and other expenses are included as a component of the line item "Selling, general and administrative expenses" except for LIFO related charges that are included as a component of "Cost of sales and services" on the condensed consolidated statements of income (loss).

## Three months ended September 30, 2016 vs. 2015

Corporate and other expenses of \$18.2 million in the third quarter of 2016 increased by \$4.6 million from \$13.6 million in the same period in 2015. The increase was primarily driven by \$5 million of higher incentive compensation due to improved business performance.

## Nine months ended September 30, 2016 vs. 2015

Corporate and other expenses of \$54.0 million in the first three quarters of 2016 increased by \$8.0 million from \$46.0 million in the same period in 2015. The increase was driven by the higher incentive compensation discussed above as well as costs associated with the relocation of our Corporate headquarters which totaled approximately \$2.2 million.

## Interest expense, net

## Three months ended September 30, 2016 vs. 2015

Interest expense, net for the third quarter of 2016 of \$20.3 million remained flat as compared to the third quarter of 2015 of \$20.2 million.

## Nine months ended September 30, 2016 vs. 2015

Interest expense, net for the first three quarters of 2016 was \$61.1 million as compared to the first three quarters of 2015 of \$58.9 million. The increase was primarily due to additional debt taken on in the second quarter of 2015 associated with the acquisition of Cheminova, principally the unsecured Term Loan facility, and therefore was included for all nine months of 2016 compared to only six months in 2015.

## Corporate special charges (income)

## Restructuring and other charges (income)

	Three Months Ended September 30		Nine Months Ended September 30	
(in Millions)	2016	2015	2016	2015
Restructuring charges and asset disposals	\$6.5	\$69.3	\$18.8	\$81.5
Other charges (income), net	7.9	(23.7)	20.3	(3.3)
Total restructuring and other charges	\$14.4	\$45.6	\$39.1	\$78.2

## Three months ended September 30, 2016 vs. 2015

Restructuring and asset disposal charges in 2016 of \$6.5 million were primarily associated with the Cheminova restructuring plan that was implemented as part of the integration of Cheminova into our existing FMC Agricultural Solutions segment. Other charges (income), net in 2016 of \$7.9 million were primarily related to \$8.1 million of environmental related charges. See Note 8 within the condensed consolidated financial statements included in this Form 10-Q for more information.

Restructuring and asset disposal charges in 2015 of \$69.3 million were primarily associated with the Cheminova restructuring and of this amounts \$40.1 million was associated with impairment charges related to Consagro, our Brazilian generics subsidiary which was sold in 2015. Other charges (income), net in 2015 of \$(23.7) million were primarily related to the gain on sale of our remaining ownership interest in a Belgian-based pesticide distribution company, Belchim Crop Protection N.V. ("Belchim").



The liabilities associated with the restructuring charges listed above are also included within Note 8 to the condensed consolidated financial statements included in this Form 10-Q. We believe the restructuring plans implemented are on schedule and the benefits and savings either have been or will be achieved.

#### Non-operating pension and postretirement charges

The charge for the three months ended September 30, 2016 was \$0.2 million compared to \$5.5 million for the three months ended September 30, 2015. The decrease in charges was primarily due to the change in rate as well as the method we use to estimate the interest cost components of our net periodic benefit cost as described in our 2015 Form 10-K. See Note 14 to the condensed consolidated financial statements included in this Form 10-Q for more information. These expenses are included as a component of the line item "Selling, general and administrative expenses" on the condensed consolidated statements of income (loss).

#### Acquisition-related charges

A detailed description of the acquisition-related charges is included in Note 18 to the condensed consolidated financial statements included within this Form 10-Q.

#### Nine months ended September 30, 2016 vs. 2015

##### Restructuring and other charges (income)

Restructuring and asset disposal charges in 2016 of \$18.8 million were primarily associated with the Cheminova restructuring that was implemented as part of the integration of Cheminova into our existing FMC Agricultural Solutions segment. Other charges (income), net in 2016 of \$20.3 million primarily consisted of \$17.1 million of environmental related charges as well as \$4.2 million of charges associated with currency devaluation within Argentina as a result of deliberate actions by the government of that country.

Restructuring and asset disposal charges in 2015 of \$81.5 million were primarily associated with the Cheminova restructuring. Other charges (income), net in 2015 of \$(3.3) million were primarily comprised of a \$15.0 million payment for the acquisition of all global rights to a pre-development novel, proprietary broadleaf herbicide. This acquisition is considered as in-process research and development and in accordance with GAAP, the amounts paid were expensed as incurred since they were acquired outside of a business combination. Offsetting this charge was income of \$26.6 million from sale of our remaining ownership interest in Belchim.

##### Non-operating pension and postretirement charges

The charge for the nine months ended September 30, 2016 was \$2.3 million compared to \$19.9 million for the nine months ended September 30, 2015. The decrease in charges was primarily due to the change in rate as well as the method we use to estimate the interest cost components of our net periodic benefit cost as described in our 2015 Form 10-K. Additionally, the nine months ended September 30, 2015 included a \$4.8 million curtailment loss associated with the disposal of the FMC Alkali Chemicals division.

##### Acquisition-related charges

A detailed description of the acquisition-related charges is included in Note 18 to the condensed consolidated financial statements included within this Form 10-Q.

#### Provision for income taxes

A significant amount of our earnings is generated by our foreign subsidiaries (e.g. Denmark, Ireland, and Hong Kong), which tax earnings at lower rates than the United States federal statutory rate. Our future effective tax rates may be materially impacted by numerous items including: a future change in the composition of earnings from foreign and domestic tax jurisdictions, as earnings in foreign jurisdictions are typically taxed at more favorable rates than the United States federal statutory rate; accounting for uncertain tax positions; business combinations; expiration of statute of limitations or settlement of tax audits; changes in valuation allowance and changes in tax law; and the potential decision to repatriate certain future foreign earnings on which United States taxes have not been previously accrued.

#### Three months ended September 30, 2016 vs. 2015

Provision for income taxes was \$12.6 million resulting in an effective tax rate of 13.2 percent compared to an income tax benefit of \$25.1 million resulting in an effective tax rate of 127.4 percent for the three months ended September 30,

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2016 and 2015, respectively. Additional detail explaining the change in the GAAP effective tax rate is presented in Note 15 to the condensed consolidated financial statements included within this Form 10-Q. Below is a table that adjusts our income and taxes for the effect of corporate special charges and certain tax adjustments. We believe showing this reconciliation of our GAAP to Non-GAAP effective tax rate provides investors with useful supplemental information about our tax rate on the core underlying business.

(in Millions)	Three Months Ended September 30					
	2016		2015			
	Income Tax (Expense) (Benefit)	Provision	Effective Tax Rate	Income Tax (Expense) (Benefit)	Provision	Effective Tax Rate
GAAP - Continuing operations	\$95.2	\$ 12.6	13.2 %	\$(19.7)	\$(25.1)	127.4 %
Corporate special charges	19.0	4.6		94.1	13.7	
Tax adjustments <sup>(1)</sup>		7.4			26.6	
Non-GAAP - Continuing operations	\$114.2	\$ 24.6	21.5 %	\$74.4	\$ 15.2	20.4 %

(1) Refer to footnote 2 of the Adjusted Earnings Reconciliation of this Form 10-Q for an explanation of Tax adjustments.

The primary drivers for the increase in the third quarter effective tax rate for 2016 compared to 2015 are provided in the table above. Excluding the items in the table above, the change in the effective tax rate was insignificant.

Nine months ended September 30, 2016 vs. 2015

Provision for income taxes was \$75.5 million resulting in an effective tax rate of 26.4 percent compared to an income tax benefit of \$56.4 million resulting in an effective tax rate of 104.4 percent for the nine months ended September 30, 2016 and 2015, respectively. Below is a table that adjusts our income and taxes for the effect of corporate special charges and certain tax adjustments.

(in Millions)	Nine Months Ended September 30					
	2016		2015			
	Income Tax (Expense) (Benefit)	Provision	Effective Tax Rate	Income Tax (Expense) (Benefit)	Provision	Effective Tax Rate
GAAP - Continuing operations	\$285.7	\$ 75.5	26.4 %	\$(54.0)	\$(56.4)	104.4 %
Corporate special charges	58.2	16.4		372.1	113.8	
Tax adjustments <sup>(1)</sup>		(11.1)			23.7	
Non-GAAP - Continuing operations	\$343.9	\$ 80.8	23.5 %	\$318.1	\$ 81.1	25.5 %

The primary drivers for the fluctuations in the year-to-date effective tax rate for 2016 compared to 2015 are provided in the table above. Excluding the items in the table above, the decrease in the effective tax rate from 2015 to 2016 was primarily due to a shift in earnings mix as it relates to domestic versus foreign income earned during the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015. Foreign profits are generally taxed at lower rates compared to domestic income.

Discontinued operations, net of income taxes

Our discontinued operations represent our discontinued FMC Alkali Chemicals up through the date of sale of that business on April 1, 2015 as well as adjustments to retained liabilities from other previously discontinued operations. The primary liabilities retained include environmental liabilities, other postretirement benefit liabilities, self-insurance, long-term obligations related to legal proceedings and historical restructuring activities.

Three months ended September 30, 2016 vs. 2015

Discontinued operations, net of income taxes represented a loss of \$3.0 million for the three months ended September 30, 2016, compared to a loss of \$5.0 million for the three months ended September 30, 2015.



Nine months ended September 30, 2016 vs. 2015

Discontinued operations, net of income taxes represented a loss of \$14.9 million for the nine months ended September 30, 2016, compared to a gain of \$698.8 million for the nine months ended September 30, 2015. The change was driven by the divestiture of our FMC Alkali Chemicals division in the nine months ended September 30, 2015 which resulted in an after tax gain of \$698 million in 2015.

Net income (loss) attributable to FMC stockholders

Three months ended September 30, 2016 vs. 2015

Net income attributable to FMC stockholders increased to \$79.7 million from a loss of \$2.4 million in the prior-year quarter. The increase was primarily due to an overall increase in operating results for Agricultural Solutions. The 2015 results were significantly impacted by acquisition and integration related charges associated with Cheminova.

Nine months ended September 30, 2016 vs. 2015

Net income attributable to FMC stockholders decreased to \$193.2 million from \$693.1 million. The decrease was primarily due to the gain from the sale of our FMC Alkali Chemicals division as described above in the nine months ended September 30, 2015.

## LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents at September 30, 2016 and December 31, 2015, were \$130.7 million and \$78.6 million, respectively. Of the cash and cash equivalents balance at September 30, 2016, \$99.4 million were held by our foreign subsidiaries. Our intent is to reinvest permanently the earnings of our foreign subsidiaries and therefore we have not recorded taxes that would be payable if we repatriated these earnings.

At September 30, 2016, we had total debt of \$1,976.5 million as compared to \$2,148.9 million at December 31, 2015. Total debt included \$1,913.3 million and \$2,036.3 million of long-term debt (excluding current portions of \$2.4 million and \$1.5 million) at September 30, 2016 and December 31, 2015, respectively. As of September 30, 2016, we were in compliance with all of our debt covenants. During 2016, the maximum leverage ratio will step down in accordance with the provisions of the Credit Facility and the Term Loan Facility. Additionally, we will take a variety of steps, if necessary, to ensure compliance with the maximum leverage ratio at the applicable measurement dates. See Note 9 in the condensed consolidated financial statements included in this Form 10-Q for further details.

Short-term debt, which consists of borrowings under our commercial paper program as well as short-term foreign borrowings, decreased from \$112.6 million at December 31, 2015 to \$63.2 million at September 30, 2016.

Our commercial paper program allows us to borrow at rates generally more favorable than those available under our credit facility. We have used proceeds from the commercial paper program for general corporate purposes. At September 30, 2016, we had no borrowings under the commercial paper program and the average effective interest rate on these borrowings during the period was 0.65%.

## Statement of Cash Flows

Cash provided (required) by operating activities of continuing operations was \$411.0 million and \$(246.8) million for the nine months ended September 30, 2016 and 2015, respectively.

The table below presents the components of net cash provided (required) by operating activities of continuing operations.

(in Millions)	Nine Months Ended September 30	
	2016	2015
Income (loss) from continuing operations before equity in (earnings) loss of affiliates, interest income and expense and income taxes	\$346.4	\$4.9
Corporate special charges and depreciation and amortization <sup>(1)</sup>	160.1	464.3
Operating income before depreciation and amortization (Non-GAAP)	\$506.5	\$469.2
Change in trade receivables, net <sup>(2)</sup>	236.1	315.5
Change in inventories <sup>(3)</sup>	(30.9 )	(8.0 )
Change in accounts payable <sup>(4)</sup>	(15.0 )	(201.1 )
Change in accrued customer rebates <sup>(5)</sup>	160.0	112.3
Change in advance payments from customers <sup>(6)</sup>	(244.9 )	(186.2 )
Change in all other operating assets and liabilities <sup>(7)</sup>	8.4	16.1
Cash basis operating income (Non-GAAP)	\$620.2	\$517.8
Restructuring and other spending <sup>(8)</sup>	(16.1 )	(22.3 )
Environmental spending, continuing, net recoveries <sup>(9)</sup>	(19.8 )	(18.6 )
Pension and other postretirement benefit contributions <sup>(10)</sup>	(42.6 )	(71.0 )
Net interest payments	(61.5 )	(61.9 )
Tax payments, net of refunds	(51.9 )	(270.6 )
Excess tax benefits from share-based compensation	(0.5 )	(1.6 )
Payments associated with the Cheminova purchase price hedges <sup>(11)</sup>	—	(264.8 )
Acquisition legal and professional fees <sup>(12)</sup>	(16.8 )	(53.8 )
Cash provided (required) by operating activities of continuing operations	\$411.0	\$(246.8)

(1) Represents the sum of corporate special charges and depreciation and amortization.



The change in cash flows related to trade receivables in 2016 was primarily driven by timing of collections.  
(2) Collection timing is more pronounced in our FMC Agricultural Solutions business where sales, particularly in Brazil, have terms significantly longer than the

rest of our businesses. Additionally, timing of collection is impacted as amounts for both periods include carry-over balances remaining to be collected in Latin America, where collection periods are measured in months rather than weeks. During the nine months ended September 30, 2016, we collected over \$500 million of receivables in Brazil, reducing the outstanding receivable balance by over \$200 million. A significant proportion of the collections in Brazil are coming from those accounts that were past due at the start of the year, improving the quality of the remaining receivable balance.

- (3) Inventory changes and the seasonal nature of the business within the different hemispheres are adjusted accordingly to take into consideration the change in market conditions primarily in Agricultural Solutions. The significant reduction of accounts payable in 2015 was due to timing of payments including inventory reduction
- (4) activities across the company, particularly as we integrated Cheminova as well as proactively adjusting inventory levels in light of current market conditions. These events did not repeat in 2016. These rebates are associated with our FMC Agricultural Solutions segment in North America and Brazil and
- (5) generally settle in the fourth quarter of each year. The changes year over year are primarily associated with the mix in sales eligible for rebates and incentives in 2016 compared to 2015 and timing of rebate payments.
- (6) The advance payments from customers represent advances from our FMC Agricultural Solutions segment customers.
- (7) Changes in all periods presented primarily represent timing of payments associated with all other operating assets and liabilities, including guarantees issued to vendors under our vendor finance program.
- (8) See Note 8 in our consolidated financial statements included in this Form 10-Q for further details. Included in the period presented are environmental charges for environmental remediation at our operating sites of
- (9) \$17.1 million and \$8.3 million, respectively. The amounts in 2016 will be spent in future years. The amounts represent environmental remediation spending at our operating sites which were recorded against pre-existing reserves, net of recoveries.
- (10) There were \$35 million in voluntary contributions to our U.S. defined benefit plans in 2016 and \$65.0 million included in 2015.
- (11) The nine months of 2015 was primarily impacted by the payments of \$264.8 million for the Cheminova purchase price hedges.
- (12) Represents payments for legal and professional fees associated with the Cheminova acquisition. See also Note 3 to the financial statements including in the Form 10-Q for more information.

Cash provided (required) by operating activities of discontinued operations was \$(23.2) million and \$(63.7) million for the nine months ended September 30, 2016 and 2015, respectively.

Cash required by operating activities of discontinued operation is directly related to environmental, other postretirement benefit liabilities, self-insurance, long-term obligations related to legal proceedings and historical restructuring activities. Amounts in 2015 included divestiture costs associated with the sale of our FMC Alkali Chemicals business as well as related operating activities.

Cash required by investing activities of continuing operations was \$(101.2) million and \$(1,281.7) million for the nine months ended September 30, 2016 and 2015, respectively.

The reduction in cash required in spending during the nine months ended September 30, 2016, as compared to the same period in 2015 was due to the Cheminova acquisition on April 21, 2015 for an aggregate purchase price of \$1.2 billion, excluding assumed net debt and hedged-related costs totaling \$0.6 billion.

Cash provided by investing activities of discontinued operations was \$4.0 million and \$1,634.3 million for the nine months ended September 30, 2016 and September 30, 2015.

Cash provided by investing activities of discontinued operations in 2015 is directly associated with the sale of our FMC Alkali Chemicals business which was completed on April 1, 2015.

Cash provided (required) by financing activities was \$(240.4) million and \$28.0 million for the nine months ended September 30, 2016 and 2015, respectively.

The change period over period in financing activities is primarily due to the the repayment of our long term debt of \$75.0 million under our previously announced senior unsecured Term Loan facility. The increased borrowings in 2015 was primarily to fund the Cheminova A/S acquisition.

Other potential liquidity needs

Our cash needs outside of the Cheminova acquisition and related integration expenses for 2016 include operating cash requirements, capital expenditures, scheduled mandatory payments of long-term debt, dividend payments, share repurchases, contributions to our pension plans, environmental and asset retirement obligation spending and restructuring. We plan to meet our liquidity needs through available cash, cash generated from operations, commercial paper issuances and borrowings under our committed revolving credit facility. At September 30, 2016, our remaining borrowing capacity under our credit facility was \$1,383.3 million (which includes borrowings under our commercial paper program).

Projected 2016 capital expenditures as well as expenditures related to contract manufacturers are expected to be lower than 2015 levels. This includes expected spending for Cheminova subsequent to the acquisition.

Projected 2016 spending includes approximately \$50 million to \$55 million of net environmental remediation spending. This spending does not include expected spending on capital projects relating to environmental control facilities or expected spending for environmental compliance costs, which we will include as a component of costs of sales and services to the condensed

consolidated statements of income (loss) since these amounts are not covered by established reserves. Capital spending to expand, maintain or replace equipment at our production facilities may trigger requirements for upgrading our environmental controls, which may increase our spending for environmental controls over the foregoing projections.

In order to reduce future funding volatility in our U.S. qualified defined benefit pension plan, we have made voluntary cash contributions through September 30, 2016 and 2015 of \$35 million and \$65 million, respectively. These contributions are in excess of the minimum requirements. We do not expect to make any further contributions to our U.S. defined benefit pension plan during 2016.

For the nine months ended September 30, 2016 and 2015, we paid \$66.4 million and \$64.3 million, respectively, in dividends declared. On October 20, 2016, we paid dividends totaling \$22.2 million to our shareholders of record as of September 30, 2016. This amount is included in "Accrued and other liabilities" on the condensed consolidated balance sheet as of September 30, 2016.

During the nine months ended September 30, 2016, no shares were repurchased under the publicly announced repurchase program. At September 30, 2016, \$250.0 million remained unused under our Board-authorized repurchase program. This repurchase program does not include a specific timetable or price targets and may be suspended or terminated at any time. Shares may be purchased through open market or privately negotiated transactions at the discretion of management based on its evaluation of market conditions and other factors. We also reacquire shares from time to time from employees in connection with the vesting, exercise and forfeiture of awards under our equity compensation plans.

#### Commitments and Contingencies

See Note 17 to the condensed consolidated financial statements included in this Form 10-Q.

#### Contractual Commitments

Information related to our contractual commitments at December 31, 2015 can be found in a table included within Part II, Item 7 of our 2015 Form 10-K. There have been no significant changes to our contractual commitments during the nine months ended September 30, 2016.

#### Climate Change

A detailed discussion related to climate change can be found in Part II, Item 7 of our 2015 Form 10-K.

#### Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

#### Fair-Value Measurements

See Note 16 to the condensed consolidated financial statements in this Form 10-Q for additional discussion surrounding our fair value measurements.

#### DERIVATIVE FINANCIAL INSTRUMENTS AND MARKET RISKS

Our earnings, cash flows, and financial position are exposed to market risks relating to fluctuations in commodity prices, interest rates and foreign currency exchange rates. Our policy is to minimize exposure to our cash flow over time caused by changes in commodity, interest and currency exchange rates. To accomplish this, we have implemented a controlled program of risk management consisting of appropriate derivative contracts entered into with major financial institutions.

The analysis below presents the sensitivity of the market value of our financial instruments to selected changes in market rates and prices. The range of changes chosen reflects our view of changes that are reasonably possible over a one-year period. Market-value estimates are based on the present value of projected future cash flows considering the market rates and prices chosen.

At September 30, 2016, our financial instrument position was a net liability of \$2.9 million compared to a net asset of \$13.4 million at December 31, 2015. The change in the net financial instrument position was primarily due to change in exchange rates.

Since our risk management programs are generally highly effective, the potential loss in value for each risk management portfolio described below would be largely offset by changes in the value of the underlying exposure.

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### Commodity Price Risk

Energy costs are diversified among electricity and natural gas. We attempt to mitigate our exposure to increasing energy costs by hedging the cost of future deliveries of natural gas and electricity. To analyze the effect of changing energy prices, we have performed a sensitivity analysis in which we assume an instantaneous 10 percent change in energy market prices from their levels at September 30, 2016 and December 31, 2015, with all other variables (including interest rates) held constant.

(in Millions)	Net Asset / (Liability) Position on Consolidated Balance Sheets	Hedged energy exposure vs. Energy market pricing	
		10% Increase	10% Decrease
Net asset/(liability) position at September 30, 2016	\$(0.1)	\$0.5	\$(0.8)
Net asset/(liability) position at December 31, 2015	\$(2.0)	\$(1.1)	\$(2.9)

Our FMC Agricultural Solutions segment enters into contracts with certain customers in Brazil to exchange our products for future physical delivery of soybeans. To mitigate the price risk associated with these barter contracts, we enter into offsetting derivatives to hedge our exposure. As of September 30, 2016 and December 31, 2015 our net financial instrument position was zero.

### Foreign Currency Exchange Rate Risk

The primary currencies for which we have exchange rate exposure are the U.S. dollar versus the euro, the U.S. dollar versus the Chinese yuan, the U.S. dollar versus the Brazilian real and the U.S. dollar versus the Argentine peso. Foreign currency debt and foreign exchange forward contracts are used in countries where we do business, thereby reducing our net asset exposure. Foreign exchange forward contracts are also used to hedge firm and highly anticipated foreign currency cash flows.

To analyze the effects of changing foreign currency rates, we have performed a sensitivity analysis in which we assume an instantaneous 10 percent change in the foreign currency exchange rates from their levels at September 30, 2016 and December 31, 2015, with all other variables (including interest rates) held constant.

(in Millions)	Net Asset / (Liability) Position on Consolidated Balance Sheets	Hedged Currency vs. Functional Currency	
		10% Strengthening	10% Weakening
Net asset/(liability) position at September 30, 2016	\$(2.8)	\$29.1	\$(39.3)
Net asset/(liability) position at December 31, 2015	\$(11.4)	\$24.4	\$(47.2)

### Interest Rate Risk

One of the strategies that we can use to manage interest rate exposure is to enter into interest rate swap agreements. In these agreements, we agree to exchange, at specified intervals, the difference between fixed and variable interest amounts calculated on an agreed-upon notional principal amount. As of September 30, 2016 and December 31, 2015, we had no interest rate swap agreements.

Our debt portfolio, at September 30, 2016, is composed of 61 percent fixed-rate debt and 39 percent variable-rate debt. The variable-rate component of our debt portfolio principally consists of borrowings under our Term Loan Facility, Credit Facility, commercial paper program, variable-rate industrial and pollution control revenue bonds, and amounts outstanding under foreign subsidiary credit lines. Changes in interest rates affect different portions of our variable-rate

debt portfolio in different ways.

Based on the variable-rate debt in our debt portfolio at September 30, 2016, a one percentage point increase in interest rates then in effect would have increased gross interest expense by \$5.9 million and a one percentage point decrease in interest rates then in effect would have decreased gross interest expense by \$(3.8) million for the three and nine months of September 30, 2016.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The information required by this item is provided in “Derivative Financial Instruments and Market Risks,” under ITEM 2 - Management’s Discussion and Analysis of Financial Condition and Results of Operations.

**ITEM 4. CONTROLS AND PROCEDURES**

(a) Evaluation of disclosure controls and procedures. Based on management’s evaluation (with the participation of the Company’s Chief Executive Officer and Chief Financial Officer), the Chief Executive Officer and Chief Financial Officer have concluded that, as of September 30, 2016, the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) are effective to provide reasonable assurance that information required to be disclosed by the Company in reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms and is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Change in Internal Controls. There have been no changes in internal control over financial reporting that occurred during the quarter ended September 30, 2016, that materially affected or are reasonably likely to materially affect, our internal control over financial reporting.



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders  
FMC Corporation:

We have reviewed the condensed consolidated balance sheet of FMC Corporation and subsidiaries as of September 30, 2016, the related condensed consolidated statements of income (loss) and comprehensive income (loss), for the three-month and nine-month periods ended September 30, 2016 and 2015, and the related condensed consolidated statements of cash flows for the nine-month periods ended September 30, 2016 and 2015. These condensed consolidated financial statements are the responsibility of the Company's management. We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion. Based on our reviews, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles. We have previously audited, in accordance with standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of FMC Corporation and subsidiaries as of December 31, 2015, and the related consolidated statements of income, comprehensive income, cash flows, and changes in equity for the year then ended (not presented herein); and in our report dated February 26, 2016, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2015, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ KPMG LLP  
Philadelphia, Pennsylvania  
November 3, 2016

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Other matters. For additional discussion of developments in the legal proceedings disclosed in Part I, Item 3 of our 2015 Form 10-K, see Note 17 to the condensed consolidated financial statements included within this Form 10-Q.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this Form 10-Q, you should carefully consider the factors discussed in Part 1, Item 1A "Risk Factors" of our 2015 Form 10-K. The risks described in our Form 10-K are not the only risks that we face. Additional risks not presently known to us or that we do not currently consider significant may also have an adverse effect on us. If any of the risks actually occur, our business, results of operations, cash flows or financial condition could suffer.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS  
ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Publicly Announced Program	
			Total Dollar Amount of Shares Purchased	Maximum Dollar Value of Shares that May Yet be Purchased
July 1-31, 2016	9,028	48.98	—	250,000,000
August 1-31, 2016	—	—	—	250,000,000
September 1-30, 2016	—	—	—	250,000,000
Total Q3	9,028	48.98	—	250,000,000

During the three and nine months ended September 30, 2016, we did not repurchase any shares under the publicly announced repurchase program. At September 30, 2016, \$250.0 million remained unused under our Board-authorized repurchase program. This repurchase program does not include a specific timetable or price targets and may be suspended or terminated at any time. Shares may be purchased through open market or privately negotiated transactions at the discretion of management based on its evaluation of market conditions and other factors. We also reacquire shares from time to time from employees in connection with the vesting, exercise and forfeiture of awards under our equity compensation plans.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

12 Statements of Computation of Ratios of Earnings to Fixed Charges

15 Awareness Letter of KPMG LLP

31.1 Chief Executive Officer Certification

31.2 Chief Financial Officer Certification

32.1 CEO Certification of Quarterly Report

32.2 CFO Certification of Quarterly Report

101 Interactive Data File

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FMC CORPORATION  
(Registrant)

By: /S/ PAUL  
W.  
GRAVES  
Paul W.  
Graves  
Executive  
Vice  
President  
and  
Chief  
Financial  
Officer

Date: November 3, 2016

INDEX OF EXHIBITS FILED WITH THE  
FORM 10-Q OF FMC CORPORATION  
FOR THE QUARTER ENDED SEPTEMBER 30, 2016

Exhibit No.	Exhibit Description
12	Statements of Computation of Ratios of Earnings to Fixed Charges
15	Awareness Letter of KPMG LLP
31.1	Chief Executive Officer Certification
31.2	Chief Financial Officer Certification
32.1	CEO Certification of Quarterly Report
32.2	CFO Certification of Quarterly Report
101	Interactive Data File

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