

BERKSHIRE HATHAWAY INC
Form SC 13G
February 14, 2002

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

Amendment No.: *

Name of Issuer: Berkshire Hathaway, Inc.

Title of Class of Securities: Class B Common Stock

CUSIP Number: 08467020-7

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

All share information contained in this filing, as it pertains to this issuer, is as of December 31, 2001.

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Janus Capital Corporation
EIN #84-0765359

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
a.
b.

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Colorado

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
403,443**

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6. SHARED VOTING POWER
-0-
7. SOLE DISPOSITIVE POWER
403,443**
8. SHARED DISPOSITIVE POWER
-0-
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
403,443**
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
N/A
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
6.7%**
12. TYPE OF REPORTING PERSON
IA, CO

** See Item 4 of this filing

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Thomas H. Bailey
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
a. _____
b.
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
403,443**
6. SHARED VOTING POWER
-0-
7. SOLE DISPOSITIVE POWER
403,443**
8. SHARED DISPOSITIVE POWER
-0-
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
403,443**
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
N/A
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
6.7%**
12. TYPE OF REPORTING PERSON

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IN
** See Item 4 of this filing

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Item 1.

(a). Name of Issuer: Berkshire Hathaway, Inc. ("Berkshire")

(b). Address of Issuer's Principal Executive Offices:

1440 Kiewit Plaza
Omaha, NE 68131

Item 2.

(a)-(c). Name, Principal Business Address, and Citizenship of Persons Filing:

(1) Janus Capital Corporation ("Janus Capital")
100 Fillmore Street
Denver, Colorado 80206-4923
Citizenship: Colorado

(2) Thomas H. Bailey ("Mr. Bailey")
100 Fillmore Street
Denver, Colorado 80206-4923
Citizenship: USA

(d). Title of Class of Securities: Class B Common Stock

(e). CUSIP Number: 08467020-7

Item 3.

Janus Capital is an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.

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Item 4. Ownership

The information in items 1 and 5 through 11 on the cover pages (pp. 2-3) on Schedule 13G is hereby incorporated by reference.

Janus Capital is a registered investment adviser which furnishes investment advice to several investment companies registered under Section 8 of the Investment Company Act of 1940 and individual and institutional clients (collectively referred to herein as "Managed Portfolios"). As a result of its role as investment adviser or sub-adviser to the Managed Portfolios, Janus Capital may be deemed to be the beneficial owner of the shares of Berkshire Class B Common Stock held by such Managed Portfolios. However, Janus Capital does not have the right to receive any dividends from, or the proceeds from the sale of, the securities held in the Managed Portfolios and disclaims any ownership associated with such rights.

Mr. Bailey serves as Chairman, President and Chief Executive Officer of Janus Capital and is filing this joint statement with Janus Capital as a result of his position which may be deemed to enable him to exercise control over Janus Capital. Mr. Bailey does not own of record any shares of Berkshire Class B Common Stock and he has not

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engaged in any transaction in Berkshire Class B Common Stock. However, as a result of his position, Mr. Bailey may be deemed to have the power to exercise or to direct the exercise of such voting and/or dispositive power that Janus Capital may have with respect to Berkshire Class B Common Stock held by the Managed Portfolios. All shares reported herein have been acquired by the Managed Portfolios, and Mr. Bailey specifically disclaims beneficial ownership over any shares of Berkshire Class B Common Stock that he or Janus Capital may be deemed to beneficially own. Furthermore, Mr. Bailey does not have the right to receive any dividends from, or the proceeds from the sale of, the securities held in the Managed Portfolios and disclaims any ownership associated with such rights.

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Item 5. Ownership of Five Percent or Less of a Class

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Janus Capital's Managed Portfolios, set forth in Item 4 above, have the right to receive all dividends from, and the proceeds from the sale of, the securities held in their respective accounts.

The interest of any one such person does not exceed 5% of the class of securities.

These shares were acquired in the ordinary course of business, and not with the purpose of changing or influencing control of the Issuer.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I

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certify that the information set forth in this statement is true, complete and correct.

JANUS CAPITAL CORPORATION

By /s/ Heidi J. Walter 2/8/02
Heidi J. Walter, Date
Vice President and Assistant General Counsel

THOMAS H. BAILEY

By /s/ Heidi J. Walter 2/8/02
Heidi J. Walter Date

Under Power of Attorney dated 6/5/00
On file with Schedule 13G
for Powertel, Inc. 6/8/00

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EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including amendments thereto) with respect to the Class B Common Stock of Berkshire Hathaway, Inc. and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned hereby execute this Agreement as of the 8th day of February, 2002.

JANUS CAPITAL CORPORATION

By /s/ Heidi J. Walter
Heidi J. Walter,
Vice President and Assistant General Counsel

THOMAS H. BAILEY

By /s/ Heidi J. Walter
Heidi J. Walter

Under Power of Attorney dated 6/5/00
On file with Schedule 13G
for Powertel, Inc. 6/8/00

op:2px;padding-bottom:2px;">

%

\$
(1
)

\$
2

\$
1

Investment securities (b)

17,550

97

2.20

17,745

95

2.12

(1
)

3

2

Loans held-for-sale, net

1

—

—

111

2

7.15

(2
)

—

(2
)

Finance receivables and loans, net (c) (d)

113,294

1,307

4.59

105,604

1,166

4.38

85

56

141

Investment in operating leases, net (e)

13,232

241

7.25

17,519

302

6.84

(74
)

13

(61
)

Total interest-earning assets

146,607

1,648

4.47

144,646

1,567

4.30

7

74

81

Noninterest-bearing cash and cash equivalents

1,369

1,563

Other assets

9,353

9,665

Allowance for loan losses

(1,103
)

(988
)

Total assets

\$
156,226

\$
154,886

Liabilities

Interest-bearing deposit liabilities

\$
74,166

\$
212

1.14
%

\$
62,791

\$
181

1.14
%

\$
33

\$
(2
)

\$
31

Short-term borrowings

5,194

14

1.07

6,745

13

0.76

(3
)

4

1

Long-term debt (d)

58,425

430

2.93

66,857

410

2.43

(52
)

72

20

Total interest-bearing liabilities

137,785

656

1.89

136,393

604

1.76

(22
)

74

52

Noninterest-bearing deposit liabilities

97

91

Total funding sources

137,882

656

1.89

136,484

604

1.76

Other liabilities

4,674

3,971

Total liabilities

142,556

140,455

Total equity

13,670

14,431

Total liabilities and equity

\$
156,226

\$
154,886

Net financing revenue (f)

\$
992

\$
963

\$
29

\$
—

\$
29

Net interest spread (g)

2.58
%

2.54
%

Net yield on interest-earning assets (h)

2.69
%

2.64
%

- (a) Average balances are calculated using a combination of monthly and daily average methodologies. Excludes equity investments with an average balance of \$589 million and \$1,014 million at September 30, 2016, and 2015, respectively, and related income on equity investments of \$4 million and \$7 million for the three months ended September 30, 2016, and 2015, respectively. Yields on available-for-sale debt securities are based on fair value as opposed to amortized cost.
- (b) Nonperforming finance receivables and loans are included in the average balances. For information on our accounting policies regarding nonperforming status, refer to Note 1 to the Annual Consolidated Financial Statements.
- (c) Includes the effects of derivative financial instruments designated as hedges. Includes gains on sale of \$62 million and \$105 million for the three months ended September 30, 2016, and 2015, respectively. Excluding these gains on sale, the annualized yield would be 5.38% and 4.44% at September 30, 2016, and 2015, respectively.
- (d) Excludes income on equity investments of \$4 million and \$7 million for the three months ended September 30, 2016, and 2015, respectively.
- (e) Net interest spread represents the difference between the rate on total interest-earning assets and the rate on total interest-bearing liabilities.
- (f) Net yield on interest-earning assets represents net financing revenue as a percentage of total interest-earning assets.

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Management's Discussion and Analysis

Ally Financial Inc. • Form 10-Q

Nine months ended September 30, (\$ in millions)	2016			2015			(Decrease) increase due to			
	Average balance (a)	Interest income/expense	Yield/rate	Average balance (a)	Interest income/expense	Yield/rate	Volume	Yield/rate	Total	
Assets										
Interest-bearing cash and cash equivalents	\$2,700	\$ 10	0.49 %	\$4,025	\$ 6	0.20 %	\$(2)	\$ 6	\$ 4	
Federal funds sold and securities purchased under resale agreements	1	—	—	3	—	—	—	—	—	
Investment securities (b)	17,325	289	2.23	16,916	264	2.09	6	19	25	
Loans held-for-sale, net	12	—	—	1,177	40	4.54	(40)	—	(40)	
Finance receivables and loans, net (c) (d)	112,332	3,807	4.53	102,161	3,358	4.39	334	115	449	
Investment in operating leases, net (e)	14,412	767	7.11	18,474	873	6.32	(192)	86	(106)	
Total interest-earning assets	146,782	4,873	4.43	142,756	4,541	4.25	106	226	332	
Noninterest-bearing cash and cash equivalents	1,515			1,574						
Other assets	9,468			9,577						
Allowance for loan losses	(1,084)			(970)						
Total assets	\$156,681			\$152,937						
Liabilities										
Interest-bearing deposit liabilities	\$71,286	\$ 608	1.14 %	\$61,142	\$ 530	1.16 %	\$88	\$(10)	\$78	
Short-term borrowings	5,445	39	0.96	6,362	36	0.76	(5)	8	3	
Long-term debt (d)	61,318	1,308	2.85	66,078	1,258	2.55	(91)	141	50	
Total interest-bearing liabilities	138,049	1,955	1.89	133,582	1,824	1.83	(8)	139	131	
Noninterest-bearing deposit liabilities	94			82						
Total funding sources	138,143	1,955	1.89	133,664	1,824	1.82				
Other liabilities	4,873			4,352						
Total liabilities	143,016			138,016						
Total equity	13,665			14,921						
Total liabilities and equity	\$156,681			\$152,937						
Net financing revenue (f)		\$2,918			\$2,717		\$114	\$ 87	\$201	
Net interest spread (g)			2.54 %			2.42 %				
Net yield on interest-earning assets (h)			2.66 %			2.54 %				

(a) Average balances are calculated using a combination of monthly and daily average methodologies.

(b) Excludes equity investments with an average balance of \$652 million and \$967 million at September 30, 2016, and 2015, respectively, and related income on equity investments of \$13 million and \$19 million for the nine months ended September 30, 2016, and 2015, respectively. Yields on available-for-sale debt securities are based on fair value as opposed to amortized cost. Yields on held-to-maturity debt securities are based on amortized cost.

- Nonperforming finance receivables and loans are included in the average balances. For information on our
- (c) accounting policies regarding nonperforming status, refer to Note 1 to the Annual Consolidated Financial Statements.
 - (d) Includes the effects of derivative financial instruments designated as hedges.
Includes gains on sale of \$203 million and \$282 million for the nine months ended September 30, 2016, and 2015,
 - (e) respectively. Excluding these gains on sale, the annualized yield would be 5.23% and 4.27% at September 30, 2016, and 2015, respectively.
 - (f) Excludes income on equity investments of \$13 million and \$19 million for the nine months ended September 30, 2016, and 2015, respectively.
 - (g) Net interest spread represents the difference between the rate on total interest-earning assets and the rate on total interest-bearing liabilities.
 - (h) Net yield on interest-earning assets represents net financing revenue as a percentage of total interest-earning assets.

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Management's Discussion and Analysis
Ally Financial Inc. • Form 10-Q

Recently Issued Accounting Standards

Refer to Note 1 to the Condensed Consolidated Financial Statements.

Forward-looking Statements

The foregoing Management's Discussion and Analysis of Financial Condition and Results of Operations and other portions of this Form 10-Q contain various forward-looking statements within the meaning of applicable federal securities laws.

The words "expect," "anticipate," "estimate," "forecast," "initiative," "objective," "plan," "goal," "project," "outlook," "prioritization," "intend," "evaluate," "pursue," "seek," "may," "would," "could," "should," "believe," "potential," "continue," or the negative of these words or similar expressions are intended to identify forward-looking statements. All statements herein, other than statements of historical fact, including without limitation statements about future events and financial performance, are forward-looking statements that involve certain risks and uncertainties.

While these statements represent our current judgment on what the future may hold, and we believe these judgments are reasonable, these statements are not guarantees of any events or financial results, and Ally's actual results may differ materially. You should not place undue reliance on any forward-looking statement and should consider all uncertainties and risks described in the most recent reports on Securities and Exchange Commission (SEC) Forms 10-K and 10-Q for Ally, or discussed in this report, including those under Item 1A, Risk Factors, as well as those provided in any subsequent SEC filings. Forward-looking statements apply only as of the date they are made, and Ally undertakes no obligation to update any forward-looking statement to reflect events or circumstances that arise after the date the forward-looking statement are made. Such factors include, among others, the following: maintaining the mutually beneficial relationship between Ally and GM, and Ally and Chrysler, and our ability to further diversify our business; our ability to maintain relationships with automotive dealers; the significant regulation and restrictions that we are subject to as a BHC and a FHC; the potential for deterioration in the residual value of off-lease vehicles; disruptions in the market in which we fund our operations, with resulting negative impact on our liquidity; changes in our accounting assumptions that may require or that result from changes in the accounting rules or their application, which could result in an impact on earnings; changes in our credit ratings; changes in economic conditions, currency exchange rates or political stability in the markets in which we operate; and changes in the existing or the adoption of new laws, regulations, policies or other activities of governments, agencies and similar organizations (including as a result of the Dodd-Frank Act and Basel III).

Use of the term "loans" describes products associated with direct and indirect lending activities of Ally's operations. The specific products include retail installment sales contracts, lines of credit, leases or other financing products. The term "originate" refers to Ally's purchase, acquisition or direct origination of various "loan" products.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Refer to the Market Risk Management section of Item 2, Management's Discussion and Analysis.

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Controls and Procedures

Ally Financial Inc. • Form 10-Q

Item 4. Controls and Procedures

We maintain disclosure controls and procedures, as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act), designed to ensure that information required to be disclosed in reports filed under the Exchange Act is recorded, processed, summarized, and reported within the specified time periods. Our disclosure controls and procedures are also designed to ensure that information required to be disclosed in the reports we file and submit under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer), to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, our Principal Executive Officer and Principal Financial Officer evaluated, with the participation of our management, the effectiveness of our disclosure controls and procedures and concluded that our disclosure controls and procedures were effective.

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) that occurred during our most recent fiscal quarter that materially affected, or were reasonably likely to materially affect, our internal control over financial reporting.

Our management, including our Principal Executive Officer and Principal Financial Officer, does not expect that our disclosure controls or our internal controls will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within Ally have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with associated policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

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PART II — OTHER INFORMATION

Ally Financial Inc. • Form 10-Q

Item 1. Legal Proceedings

Refer to Note 26 to the Condensed Consolidated Financial Statements (incorporated herein by reference) for a discussion related to our legal proceedings.

Item 1A. Risk Factors

There have been no material changes to the Risk Factors described in our Annual Consolidated Financial Statements.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

We did not have any unregistered sales of equity securities during the three months ended September 30, 2016.

Purchases of Equity Securities by the Issuer

The following table presents repurchases of our common stock, by month, for the three months ended September 30, 2016.

Three months ended September 30, 2016	Total number of shares repurchased (a)	Weighted-average price paid per share (a) (b) (in dollars)	Total number of shares repurchased as part of publicly announced program (a) (c)	Maximum approximate dollar value of shares that may yet be repurchased under the program (a) (b) (c) (\$ in millions)
July 2016	202,242	\$ 17.83	202,242	\$ 696
August 2016	5,184,524	19.09	5,184,524	597
September 2016	2,910,887	19.42	2,910,887	541
Total	8,297,653	19.18	8,297,653	

(a) Includes shares of common stock withheld to cover income taxes owed by participants in our share-based incentive plans.

(b) Excludes brokerage commissions.

(c) On July 19, 2016, we announced a common stock repurchase program of up to \$700 million. The program commenced in the third quarter of 2016 and will expire on June 30, 2017.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

The exhibits listed on the accompanying Index of Exhibits are filed as a part of this report. This Index is incorporated herein by reference.

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Signatures

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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, this 2nd day of November, 2016.

Ally Financial Inc.
(Registrant)

/S/ CHRISTOPHER A. HALMY
Christopher A. Halmy
Chief Financial Officer

/S/ DAVID J. DEBRUNNER
David J. DeBrunner
Vice President, Chief Accounting Officer, and
Corporate Controller

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INDEX OF EXHIBITS

Exhibit	Description	Method of Filing
12	Computation of Ratio of Earnings to Fixed Charges	Filed herewith.
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a)	Filed herewith.
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a)	Filed herewith.
32	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350	Filed herewith.
101	Interactive Data File	Filed herewith.
112		