SEI INVESTMENTS CO
Form 10-Q
October 21, 2016

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

FORM 10-Q

(Mark One)*
ý 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
0-10200
(Commission File Number)

SEI INVESTMENTS COMPANY
(Exact name of registrant as specified in its charter)

Pennsylvania	23-1707341
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification Number)

1 Freedom Valley Drive, Oaks, Pennsylvania 19456-1100
(Address of principal executive offices)
(Zip Code)
(610) 676-1000
(Registrant’s telephone number, including area code)
N/A
(Former name, former address and former fiscal year, if changed since last report)

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 ý No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý 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 definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ý	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	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 ý
The number of shares outstanding of the registrant’s common stock as of October 13, 2016 was 159,998,883.

SEI Investments Company

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PART I - FINANCIAL INFORMATION

PART I. FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements.

SEI Investments Company
Consolidated Balance Sheets
(unaudited)
(In thousands, except par value)

	September 30, 2016	December 31, 2015
Assets		
Current Assets:		
Cash and cash equivalents	$ 623,162	$ 679,661
Restricted cash	5,500	5,500
Receivables from investment products	48,783	48,098
Receivables, net of allowance for doubtful accounts of $987 and $649	247,724	223,023
Securities owned	21,320	21,235
Other current assets	30,279	26,207
Total Current Assets	976,768	1,003,724
Property and Equipment, net of accumulated depreciation of $278,675 and $259,501	149,262	143,977
Capitalized Software, net of accumulated amortization of $292,745 and $259,358	290,329	290,522
Investments Available for Sale	93,157	81,294
Investments in Affiliated Funds, at fair value	4,888	4,039
Investment in Unconsolidated Affiliates	39,376	49,580
Deferred Income Taxes	3,722	—
Other Assets, net	16,064	15,492
Total Assets	$ 1,573,566	$ 1,588,628
Liabilities and Equity		
Current Liabilities:		
Accounts payable	$7,008	$4,511
Accrued liabilities	170,753	217,587
Deferred revenue	2,974	2,385
Total Current Liabilities	180,735	224,483
Deferred Income Taxes	65,518	63,028
Other Long-term Liabilities	14,103	11,397
Total Liabilities	260,356	298,908
Commitments and Contingencies		
Shareholders' Equity:		
Common stock, $.01 par value, 750,000 shares authorized; 159,954 and 163,733 shares issued and outstanding	1,600	1,637
Capital in excess of par value	941,370	910,513
Retained earnings	400,778	402,860
Accumulated other comprehensive loss, net	(30,538)	(25,290)
Total Shareholders' Equity	1,313,210	1,289,720
Total Liabilities and Shareholders' Equity	$1,573,566	$1,588,628

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

SEI Investments Company
Consolidated Statements of Operations
(unaudited)
(In thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Revenues:				
Asset management, administration and distribution fees	$271,930	$252,585	$785,642	$756,101
Information processing and software servicing fees	76,443	74,413	224,834	218,765
Transaction-based and trade execution fees	6,268	8,624	22,259	23,945
Total revenues	354,641	335,622	1,032,735	998,811
Expenses:				
Subadvisory, distribution and other asset management costs	42,586	40,230	122,651	119,619
Software royalties and other information processing costs	7,519	8,028	22,944	23,594
Brokerage commissions	4,864	6,460	17,065	17,863
Compensation, benefits and other personnel	103,137	99,461	307,350	292,646
Stock-based compensation	4,066	3,867	12,044	11,476
Consulting, outsourcing and professional fees	43,631	35,963	121,712	108,560
Data processing and computer related	16,581	15,173	48,081	43,100
Facilities, supplies and other costs	17,075	22,477	50,194	56,195
Amortization	11,388	10,837	33,684	31,806
Depreciation	6,576	6,108	19,457	17,946
Total expenses	257,423	248,604	755,182	722,805
Income from operations	97,218	87,018	277,553	276,006
Net gain (loss) from investments	196	(756)	320	(544)
Interest and dividend income	1,026	846	3,142	2,570
Interest expense	(115)	(115)	(416)	(342)
Equity in earnings of unconsolidated affiliates	32,565	33,595	92,042	104,917
Gain on sale of subsidiary	—	—	2,791	2,791
Income before income taxes	130,890	120,588	375,432	385,398
Income taxes	44,186	41,163	130,226	135,122
Net income	86,704	79,425	245,206	250,276
Basic earnings per common share	$0.54	$0.48	$1.51	$1.51
Shares used to compute basic earnings per share	160,916	165,579	161,908	166,142
Diluted earnings per common share	$0.53	$0.47	$1.49	$1.47
Shares used to compute diluted earnings per share	163,925	169,255	165,053	169,977
Dividends declared per common share	$—	$—	$0.26	$0.24

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

SEI Investments Company
Consolidated Statements of Comprehensive Income
(unaudited)
(In thousands)

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2016		2015		2016		2015	
Net income		$86,704		$79,425		$245,206		$250,276
Other comprehensive (loss) gain, net of tax:								
Foreign currency translation adjustments		(3,053)		(6,037)		(5,704)		(10,290)
Unrealized (loss) gain on investments:								
Unrealized (losses) gains during the period, net of income taxes of $94, $200, $(146) and $501	(160)		(734)		190		(1,254)	
Less: reclassification adjustment for losses (gains) realized in net income, net of income taxes of $(52), $(62), $(143) and $(49)	102	(58)	117	(617)	266	456	93	(1,161)
Total other comprehensive loss, net of tax		(3,111)		(6,654)		(5,248)		(11,451)
Comprehensive income		$83,593		$72,771		$239,958		$238,825

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

SEI Investments Company
Consolidated Condensed Statements of Cash Flows
(unaudited)
(In thousands)

	Nine Months Ended September 30,	
	2016	2015
Cash flows from operating activities:		
Net income	$245,206	$250,276
Adjustments to reconcile net income to net cash provided by operating activities (See Note 1)	38,287	24,207
Net cash provided by operating activities	283,493	274,483
Cash flows from investing activities:		
Additions to restricted cash	—	(518)
Additions to property and equipment	(26,656)	(35,719)
Additions to capitalized software	(33,196)	(22,508)
Purchases of marketable securities	(55,162)	(34,040)
Prepayments and maturities of marketable securities	42,625	27,008
Sales of marketable securities	1,225	7,103
Receipt of contingent payment from sale of SEI AK	2,791	2,791
Other investing activities	1,313	(1,000)
Net cash used in investing activities	(67,060)	(56,883)
Cash flows from financing activities:		
Purchase and retirement of common stock	(224,815)	(213,256)
Proceeds from issuance of common stock	35,159	52,349
Tax benefit on stock options exercised	5,941	11,446
Payment of dividends	(84,686)	(80,030)
Net cash used in financing activities	(268,401)	(229,491)
Effect of exchange rate changes on cash and cash equivalents	(4,531)	(7,966)
Net decrease in cash and cash equivalents	(56,499)	(19,857)
Cash and cash equivalents, beginning of period	679,661	667,446
Cash and cash equivalents, end of period	$623,162	$647,589

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

Notes to Consolidated Financial Statements
(all figures are in thousands except share and per share data)

Note 1. Summary of Significant Accounting Policies
Nature of Operations
SEI Investments Company (the Company), a Pennsylvania corporation, provides investment processing, investment management, and investment operations solutions to financial institutions, financial advisors, institutional investors, investment managers and ultra-high-net-worth families in the United States, Canada, the United Kingdom, continental Europe and various other locations throughout the world. Investment processing solutions consist of application and business process outsourcing services, professional services and transaction-based services. Revenues from investment processing solutions are recognized in Information processing and software servicing fees on the accompanying Consolidated Statements of Operations, except for fees earned associated with trade execution services which are recognized in Transaction-based and trade execution fees.
Investment management programs consist of mutual funds, alternative investments and separate accounts. These include a series of money market, equity, fixed-income and alternative investment portfolios, primarily in the form of registered investment companies. The Company serves as the administrator and investment advisor for many of these products. Revenues from investment management programs are recognized in Asset management, administration and distribution fees on the accompanying Consolidated Statements of Operations.
Investment operations solutions offer investment managers support for traditional investment products such as mutual funds, collective investment trusts, exchange-traded funds, and institutional and separate accounts, by providing outsourcing services including fund and investment accounting, administration, reconciliation, investor servicing and client reporting. These solutions also provide support to managers focused on alternative investments who manage hedge funds, funds of hedge funds, private equity funds and real estate funds, across registered, partnership and separate account structures domiciled in the United States and overseas. Revenues from investment operations solutions are recognized in Asset management, administration and distribution fees on the accompanying Consolidated Statements of Operations.
Basis of Presentation
The accompanying Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America. Certain financial information and accompanying note disclosure normally included in the Company's Annual Report on Form 10-K have been condensed or omitted. The interim financial information is unaudited but reflects all adjustments (consisting of only normal recurring adjustments) which are, in the opinion of management, necessary for a fair statement of financial position of the Company as of September 30, 2016, the results of operations for the three and nine months ended September 30, 2016 and 2015, and cash flows for the nine-month periods ended September 30, 2016 and 2015. These interim Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements and the Notes to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2015.
There have been no significant changes in significant accounting policies during the nine months ended September 30, 2016 as compared to the significant accounting policies described in the Company's Annual Report on Form 10-K for the year ended December 31, 2015 with the exception of the adoption of Accounting Standards Update (ASU) No. 2015-02, Consolidation (Topic 810) - Amendments to the Consolidation Analysis (See Note 3) and ASU No. 2015-07, Fair Value Measurement (Topic 820) - Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (See Note 5).
Cash and Cash Equivalents
Cash and cash equivalents includes $347,477 and $448,957 at September 30, 2016 and December 31, 2015, respectively, primarily invested in SEI-sponsored open-ended money market mutual funds. The SEI-sponsored mutual funds are Level 1 assets.
Restricted Cash

Restricted cash includes $5,000 at September 30, 2016 and December 31, 2015 segregated for regulatory purposes related to trade-execution services conducted by SEI Investments (Europe) Limited. Restricted cash also includes $500 at September 30, 2016 and December 31, 2015, respectively, segregated in special reserve accounts for the benefit of customers of the Company’s broker-dealer subsidiary, SEI Investments Distribution Co. (SIDCO), in accordance with certain rules established by the Securities and Exchange Commission for broker-dealers.

Capitalized Software

The Company capitalized $33,196 and $22,508 of software development costs during the nine months ended September 30, 2016 and 2015, respectively. The Company's software development costs primarily relate to the continued development of the SEI Wealth Platform[SM] (the Platform). The Company capitalized $27,387 and $19,344 of software development costs for significant enhancements to the Platform during the nine months ended September 30, 2016 and 2015, respectively. As of September 30, 2016, the net book value of the Platform was $279,621. The Platform has an estimated useful life of 15 years and a weighted average remaining life of 5.7 years. Amortization expense for the Platform was $33,387 and $31,635 during the nine months ended September 30, 2016 and 2015, respectively. The Company also capitalized $5,809 and $3,164 of software development costs during the nine months ended September 30, 2016 and 2015, respectively, related to a new application for the Investment Managers segment.

During the three months ended September 30, 2015, the Company determined that specific functionality within the Platform is no longer in use and wrote off $5,533 of previously capitalized software development costs reported under the Private Banks and Investment Advisors business segments. The expense associated with the write-off is included in Facilities, supplies and other costs on the accompanying Consolidated Statement of Operations.

Earnings per Share

The calculations of basic and diluted earnings per share for the three and nine months ended September 30, 2016 and 2015 are:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net income	$86,704	$ 79,425	$245,206	$ 250,276
Shares used to compute basic earnings per common share	160,916,000	165,579,000	161,908,000	166,142,000
Dilutive effect of stock options	3,009,000	3,676,000	3,145,000	3,835,000
Shares used to compute diluted earnings per common share	163,925,000	169,255,000	165,053,000	169,977,000
Basic earnings per common share	$0.54	$ 0.48	$1.51	$ 1.51
Diluted earnings per common share	$0.53	$ 0.47	$1.49	$ 1.47

During the three months ended September 30, 2016 and 2015, employee stock options to purchase 10,258,000 and 9,938,000 shares of common stock with an average exercise price of $34.11 and $30.02, respectively, were outstanding but not included in the computation of diluted earnings per common share. During the nine months ended September 30, 2016 and 2015, employee stock options to purchase 10,384,000 and 9,999,000 shares of common stock with an average exercise price of $34.07 and $30.02, respectively, were outstanding but not included in the computation of diluted earnings per common share. These options for the three and nine month periods were not included in the computation of diluted earnings per common share because either the performance conditions have not been satisfied or would have been satisfied if the reporting date was the end of the contingency period or the option’s exercise price was greater than the average market price of the Company’s common stock and the effect on diluted earnings per common share would have been anti-dilutive.

Reclassifications

Certain prior year amounts have been reclassified to conform to current year presentation.

Statements of Cash Flows

For purposes of the Consolidated Statements of Cash Flows, the Company considers investment instruments purchased with an original maturity of three months or less to be cash equivalents.

The following table provides the details of the adjustments to reconcile net income to net cash provided by operating activities for the nine months ended September 30:

	2016	2015
Net income	$245,206	$250,276
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	19,457	17,946
Amortization	33,684	31,806
Equity in earnings of unconsolidated affiliates	(92,042)	(104,917)
Distributions received from unconsolidated affiliate	102,246	116,913
Stock-based compensation	12,044	11,476
Provision for losses on receivables	338	(196)
Deferred income tax expense	(1,521)	(4,942)
Gain from sale of SEI AK	(2,791)	(2,791)
Net (gain) loss from investments	(320)	544
Change in other long-term liabilities	2,706	1,926
Change in other assets	(2,463)	(706)
Write-off of capitalized and purchased software	—	6,055
Other	602	(2,364)
Change in current asset and liabilities		
Decrease (increase) in		
Receivables from investment products	(685)	2,601
Receivables	(25,037)	(23,081)
Other current assets	(4,072)	(11,013)
Increase (decrease) in		
Accounts payable	2,497	(5,950)
Accrued liabilities	(6,945)	(11,808)
Deferred revenue	589	2,708
Total adjustments	38,287	24,207
Net cash provided by operating activities	$283,493	$274,483

New Accounting Pronouncements

On May 28, 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (ASU 2014-09), requiring 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. ASU 2014-09 also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. The updated standard permits the use of either the retrospective or cumulative effect transition method. ASU 2014-09 currently becomes effective for the Company during the first quarter 2018. The Company is currently evaluating the transition method that will be elected and the effect that the updated standard will have on its consolidated financial statements and related disclosures.

In March 2016, the FASB issued ASU No. 2016-08, Principal versus Agent Considerations (Reporting Revenue Gross versus Net) (ASU 2016-08), that amends the principal versus agent guidance in ASU 2014-09. ASU 2016-08 clarifies that the analysis must focus on whether the entity has control of the goods or services before they are transferred to the customer. ASU 2016-08 also provides additional guidance about how to apply the control principle when services are provided and when goods or services are combined with other goods or services. The effective date of the standard for the Company will coincide with ASU 2014-09 during the first quarter 2018. The Company is currently evaluating the effect that the updated standard will have on its consolidated financial statements and related disclosures.

In April 2016, the FASB issued ASU No. 2016-10, Identifying Performance Obligations and Licensing (ASU 2016-10) that amends the revenue guidance in ASU 2014-09 on identifying performance obligations and accounting for licenses of intellectual property. ASU 2016-10 changed the FASB's previous proposals on renewals of right-to-use licenses and contractual restrictions. The effective date of the standard for the Company will coincide with ASU 2014-09 during the first quarter 2018. The Company is currently evaluating the effect that the updated standard will have on its consolidated financial statements and related disclosures.

In January 2016, the FASB issued ASU No. 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities (ASU 2016-01) that will significantly change the income statement impact of equity investments held by an entity, and the recognition of changes in fair value of financial liabilities when the fair value option is elected. ASU 2016-01 becomes effective for the Company during the first quarter 2018. The Company is currently evaluating the effect that the updated standard will have on its consolidated financial statements and related disclosures.

In February 2016, the FASB issued ASU No. 2016-02, Leases (ASU 2016-02) requiring lessees to recognize a right-of-use asset and a lease liability on the balance sheet for all leases with the exception of short-term leases. For lessees, leases will continue to be classified as either operating or finance leases in the income statement. Lessor accounting is similar to the current model but updated to align with certain changes to the lessee model. Lessors will continue to classify leases as operating, direct financing or sales-type leases. The new standard must be adopted using a modified retrospective transition and requires application of the new guidance at the beginning of the earliest comparative period presented. The updated standard is effective for the Company beginning in the first quarter of 2019. Early adoption is permitted. The Company is currently evaluating the transition method that will be elected and the effect that the updated standard will have on its consolidated financial statements and related disclosures.

In March 2016, the FASB issued ASU No. 2016-09, Improvements to Employee Share-Based Payment Accounting (ASU 2016-09) requiring an entity to record all excess tax benefits and tax deficiencies as an income tax benefit or expense in the income statement. ASU 2016-09 will also require an entity to elect an accounting policy to either estimate the number of forfeitures or account for forfeitures when they occur. ASU 2016-09 becomes effective for the Company during the first quarter 2017. The Company is currently evaluating the effect that the updated standard will have on its consolidated financial statements and related disclosures.

Note 2. Investment in Unconsolidated Affiliates

LSV Asset Management

The Company has an investment in LSV Asset Management (LSV), a registered investment advisor that provides investment advisory services primarily to institutions, including pension plans and investment companies. LSV is currently an investment sub-advisor for a limited number of SEI-sponsored mutual funds. The Company accounts for its interest in LSV using the equity method because of its less than 50 percent ownership. The Company’s interest in the net assets of LSV is reflected in Investment in unconsolidated affiliates on the accompanying Consolidated Balance Sheets and its interest in the earnings of LSV is reflected in Equity in earnings of unconsolidated affiliates on the accompanying Consolidated Statements of Operations.

At September 30, 2016, the Company’s total investment in LSV was $39,376. The Company receives partnership distributions from LSV on a quarterly basis. The Company received partnership distributions from LSV of $102,246 and $116,913 in the nine months ended September 30, 2016 and 2015, respectively.

The Company’s proportionate share in the earnings of LSV was $32,565 and $33,595 during the three months ended September 30, 2016 and 2015, respectively. During the nine months ended September 30, 2016 and 2015, the Company’s proportionate share in the earnings of LSV was $92,042 and $106,267, respectively.

The following table contains the condensed financial operations of LSV for the three and nine months ended September 30, 2016 and 2015:

Three Months Ended September 30,		Nine Months Ended September 30,	
2016	2015	2016	2015

Revenues	$103,341	$102,754	$291,819	$326,192
Net income	83,646	85,686	235,893	270,868

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In April 2016, LSV provided an interest in the partnership to select key employees which reduced the ownership percentage of each existing partner on a pro-rata basis. As a result, the Company's total partnership interest in LSV was reduced from approximately 39.2 percent to approximately 38.9 percent.
Guaranty Agreement with LSV Employee Group III
In October 2012, LSV Employee Group III purchased a portion of the partnership interest of three existing LSV employees for $77,700, of which $69,930 was financed through two syndicated term loan facilities contained in a credit agreement with The PrivateBank and Trust Company. The Company provided an unsecured guaranty for $45,000 of the obligations of LSV Employee Group III to the lenders through a guaranty agreement. The lenders have the right to seek payment from the Company in the event of a default by LSV Employee Group III. LSV agreed to provide an unsecured guaranty for $24,930 of the obligations of LSV Employee Group III to the lenders through a separate guaranty agreement.
The Company’s direct interest in LSV was unchanged as a result of this transaction. The Company has determined that LSV Employee Group III is a variable interest entity (VIE); however, the Company is not considered the primary beneficiary because it does not have the power to direct the activities that most significantly impact the economic performance of LSV Employee Group III either directly or through any financial responsibility from the guaranty.
In September 2014, LSV Employee Group III made the final principal payment related to the term loan guaranteed by LSV. As of October 13, 2016, the remaining unpaid principal balance of the term loan guaranteed by the Company was $7,914. LSV Employee Group III has met all financial obligations to date regarding the scheduled repayment of the term loans since origination. The Company, in its capacity as guarantor, currently has no obligation of payment relating to the term loan of LSV Employee Group III and, furthermore, fully expects that LSV Employee Group III will meet all of their future obligations regarding the term loan.

Note 3. Variable Interest Entities – Investment Products
The Company or its affiliates have created numerous investment products for its clients in various types of legal entity structures. The Company serves as the Manager, Administrator and Distributor for these investment products and may also serve as the Trustee for some of the investment products. The Company receives asset management, distribution, administration and custodial fees for these services. Clients are the equity investors and participate in proportion to their ownership percentage in the net income or loss and net capital gains or losses of the products, and, on liquidation, will participate in proportion to their ownership percentage in the remaining net assets of the products after satisfaction of outstanding liabilities.
The Company has adopted the amendments contained in ASU No. 2015-02, Consolidation (Topic 810) - Amendments to the Consolidation Analysis (ASU 2015-02) during the first quarter 2016. ASU 2015-02 amends the current guidance for both the VIE and the voting interest entity (VOE) consolidation models. This guidance rescinds the indefinite deferral of the VIE guidance for investment companies that permitted application of the risks and rewards based approach.
The Company has concluded that it is not the primary beneficiary of the entities and; therefore, is not required to consolidate any of the pooled investment vehicles for which it receives asset management, distribution, administration and custodial fees under the VIE model. The entities either do not meet the definition of a VIE or the Company does not hold a variable interest in the entities. The entities either qualify for the money market scope exception, or are entities in which the Company’s asset management, distribution, administration and custodial fees are commensurate with the services provided and include fair terms and conditions, or are entities that are limited partnerships which have substantive kick-out rights. The Company acts as a fiduciary and does not hold any other interests other than insignificant seed money investments in the pooled investment vehicles. For this reason, the Company also concluded that it is not required to consolidate the pooled investment vehicles under the VOE model.
The Company is a party to expense limitation agreements with certain SEI-sponsored money market funds subject to Rule 2a-7 of the Investment Company Act of 1940 which establish a maximum level of ordinary operating expenses incurred by the fund in any fiscal year including, but not limited to, fees of the administrator or its affiliates. Under the terms of these agreements, the Company waived $9,145 and $12,960 in fees during the three months ended September 30, 2016 and 2015, respectively. During the nine months ended September 30, 2016 and 2015, the

Company waived $31,513 and $36,146, respectively, in fees.

Note 4. Composition of Certain Financial Statement Captions

Receivables

Receivables on the accompanying Consolidated Balance Sheets consist of:

	September 30, 2016	December 31, 2015
Trade receivables	$ 54,729	$ 47,179
Fees earned, not billed	179,494	154,919
Other receivables	14,488	21,574
	248,711	223,672
Less: Allowance for doubtful accounts	(987)	(649)
	$ 247,724	$ 223,023

Fees earned, not billed represents receivables earned but unbilled and results from timing differences between services provided and contractual billing schedules. These billing schedules generally provide for fees to be billed on a quarterly basis. In addition, certain fees earned from investment operations services are calculated based on assets under administration that have a prolonged valuation process which delays billings to clients.

Receivables from investment products on the accompanying Consolidated Balance Sheets primarily represent fees receivable for distribution, investment advisory, and administration services to various regulated investment companies and other investment products sponsored by SEI.

Property and Equipment

Property and Equipment on the accompanying Consolidated Balance Sheets consists of:

	September 30, 2016	December 31, 2015
Buildings	$ 151,937	$ 151,604
Equipment	103,448	86,941
Land	10,030	10,003
Purchased software	128,935	122,433
Furniture and fixtures	17,230	16,143
Leasehold improvements	15,182	15,393
Construction in progress	1,175	961
	427,937	403,478
Less: Accumulated depreciation	(278,675)	(259,501)
Property and Equipment, net	$ 149,262	$ 143,977

The Company recognized $19,457 and $17,946 in depreciation expense related to property and equipment for the nine months ended September 30, 2016 and 2015, respectively.

During the three months ended September 30, 2015, the Company determined that certain purchased software related to the SEI Wealth Platform is no longer in use and wrote off $522 of the software classified as Purchased software reported under the Private Banks business segment. The expense associated with the write-off of the software is included in Facilities, supplies and other costs on the accompanying Consolidated Statement of Operations.

Accrued Liabilities

Accrued liabilities on the accompanying Consolidated Balance Sheets consist of:

	September 30, 2016	December 31, 2015
Accrued employee compensation	$ 56,832	$ 74,687
Accrued consulting, outsourcing and professional fees	24,351	21,575
Accrued sub-advisory, distribution and other asset management fees	34,739	32,674
Accrued brokerage fees	8,613	9,058
Accrued dividend payable	—	42,625
Accrued income taxes	9,390	3,505
Other accrued liabilities	36,828	33,463
Total accrued liabilities	$ 170,753	$ 217,587

Note 5. Fair Value Measurements

The fair value of the Company's financial assets and liabilities, except for the Company's investment funds sponsored by LSV, is determined in accordance with the fair value hierarchy. The fair value of the Company's Level 1 financial assets consist mainly of investments in open-ended mutual funds that are quoted daily. Level 2 financial assets consist of Government National Mortgage Association (GNMA) mortgage-backed securities held by the Company's wholly-owned limited purpose federal thrift subsidiary, SEI Private Trust Company (SPTC), Federal Home Loan Bank (FHLB) and other U.S. government agency short-term notes and investment grade commercial paper held by SIDCO. The financial assets held by SIDCO were purchased as part of a cash management program requiring only short term, top-tier investment grade government and corporate securities. The financial assets held by SPTC are debt securities issued by GNMA and are backed by the full faith and credit of the U.S. government. These securities were purchased for the sole purpose of satisfying applicable regulatory requirements and have maturity dates which range from 2020 to 2041.

The Company has retrospectively adopted ASU No. 2015-07, Fair Value Measurement (Topic 820) - Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (ASU 2015-07) during the first quarter 2016 for all periods presented. The fair value of the Company's investment funds sponsored by LSV is measured using the net asset value per share (NAV) as a practical expedient. The NAVs of the funds are calculated by the funds' independent custodian and are derived from the fair values of the underlying investments as of the reporting date. The funds allow for investor redemptions at the end of each calendar month. In accordance with ASU 2015-07, this investment has not been classified in the fair value hierarchy.

The valuation of the Company's Level 2 financial assets held by SIDCO and SPTC are based upon securities pricing policies and procedures utilized by third-party pricing vendors.

The pricing policies and procedures applied during the nine months ended September 30, 2016 were consistent with those as described in our Annual Report on Form 10-K at December 31, 2015. The Company had no Level 3 financial assets or liabilities at September 30, 2016 or December 31, 2015. There were no transfers of financial assets between levels within the fair value hierarchy during the nine months ended September 30, 2016.

The fair value of certain financial assets and liabilities of the Company was determined using the following inputs:

		Fair Value Measurements at the End of the Reporting Period Using	
Assets	September 30, 2016	Quoted Prices in Active Markets for Identical	Significant Other Observable Inputs (Level 2)

		Assets (Level 1)	
Equity available-for-sale securities	$ 23,576	$23,576	$ —
Fixed-income available-for-sale securities	69,581	—	69,581
Fixed-income securities owned	21,320	—	21,320
Investment funds sponsored by LSV (1)	4,888		
	$ 119,365	$23,576	$ 90,901

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Assets	December 31, 2015	Fair Value Measurements at the End of the Reporting Period Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Equity available-for-sale securities	$ 10,657	$10,657	$ —
Fixed-income available-for-sale securities	70,637	—	70,637
Fixed-income securities owned	21,235	—	21,235
Investment funds sponsored by LSV (1)	4,039		
	$ 106,568	$10,657	$ 91,872

(1) The fair value amounts presented in the tables above are intended to permit reconciliation of the fair value hierarchy to the amounts presented on the accompanying Consolidated Balance Sheets (See Note 6).

Note 6. Marketable Securities

Investments Available for Sale

Investments available for sale classified as non-current assets consist of:

	At September 30, 2016			
	Cost Amount	Gross Unrealized Gains	Gross Unrealized (Losses)	Fair Value
SEI-sponsored mutual funds	$21,268	$ 52	$ (868)	$20,452
Equities and other mutual funds	2,965	159	—	3,124
Debt securities	68,524	1,057	—	69,581
	$92,757	$ 1,268	$ (868)	$93,157

	At December 31, 2015			
	Cost Amount	Gross Unrealized Gains	Gross Unrealized (Losses)	Fair Value
SEI-sponsored mutual funds	$8,474	$ —	$ (742)	$7,732
Equities and other mutual funds	2,857	68	—	2,925
Debt securities	70,308	329	—	70,637
	$81,639	$ 397	$ (742)	$81,294

Net unrealized gains (losses) at September 30, 2016 and December 31, 2015 were $154 (net of income tax expense of $246) and $(302) (net of income tax benefit of $43), respectively. These net unrealized gains and losses are reported as a separate component of Accumulated other comprehensive loss on the accompanying Consolidated Balance Sheets.

There were gross realized gains of $270 and gross realized losses of $679 from available-for-sale securities during the nine months ended September 30, 2016. There were gross realized gains of $394 and gross realized losses of $535 from available-for-sale securities during the nine months ended September 30, 2015. Gains and losses from available-for-sale securities, including amounts reclassified from accumulated comprehensive income, are reflected in Net gain (loss) from investments on the accompanying Consolidated Statements of Operations.

Investments in Affiliated Funds

The Company has an investment in funds sponsored by LSV. The Company records this investment on the accompanying Consolidated Balance Sheets at fair value. Unrealized gains and losses from the change in fair value of these funds are recognized in Net gain (loss) from investments on the accompanying Consolidated Statements of Operations.

The investment primarily consists of U.S. dollar denominated funds that invest primarily in securities of Canadian, Australian and Japanese companies as well as various other global securities. The underlying securities held by the funds are translated into U.S. dollars within the funds. The funds had a fair value of $4,888 and $4,039 at September 30, 2016 and December 31, 2015, respectively. The Company recognized gross realized gains of $468 and $849 during the three and nine months ended September 30, 2016, respectively, from the change in fair value of the funds. During the three and nine months ended September 30, 2015, the Company recognized gross realized losses of $581 and $579, respectively, from the change in fair value of the funds.

Securities Owned

The Company's broker-dealer subsidiary, SIDCO, has investments in U.S. government agency and commercial paper securities with maturity dates less than one year. These investments are reflected as Securities owned on the accompanying Consolidated Balance Sheets. Due to specialized accounting practices applicable to investments by broker-dealers, the securities are reported at fair value and changes in fair value are recorded in current period earnings. The securities had a fair value of $21,320 and $21,235 at September 30, 2016 and December 31, 2015, respectively. There were no material net gains or losses from the change in fair value of the securities during the three and nine months ended September 30, 2016 and 2015.

Note 7. Line of Credit

On June 13, 2016 (the Closing Date), the Company entered into a new five-year $300,000 Credit Agreement (the Credit Facility) with Wells Fargo Bank, National Association (Wells Fargo) and a syndicate of other lenders. The Credit Facility became available on the Closing Date and replaced the former credit facility agreement (the 2012 Credit Facility), also with Wells Fargo, that was scheduled to expire in February 2017. The Credit Facility is scheduled to expire in June 2021, at which time any aggregate principal amount of loans outstanding becomes payable in full. Any borrowings made under the Credit Facility will accrue interest at rates that, at the Company's option, are based on a base rate (the Base Rate) plus a premium that can range from 0.25 percent to 1.00 percent or the London InterBank Offered Rate (LIBOR) plus a premium that can range from 1.25 percent to 2.00 percent depending on the Company's Leverage Ratio (a ratio of consolidated indebtedness to consolidated EBITDA for the four preceding fiscal quarters, all as defined in the related agreement). The Base Rate is defined as the highest of a) the Federal Funds Rate, as published by the Federal Reserve Bank of New York, plus 0.50 percent, b) the prime commercial lending rate of Wells Fargo, c) the applicable LIBOR plus 1.00 percent, or d) 0 percent. The Company also pays quarterly commitment fees based on the unused portion of the Credit Facility. The quarterly fees for the Credit Facility can range from 0.15 percent of the amount of the unused portion to 0.30 percent, depending on the Company's Leverage Ratio. Certain wholly-owned subsidiaries of the Company have guaranteed the obligations of the Company under the agreement.

The aggregate amount of the Credit Facility may be increased by an additional $100,000 under certain conditions set forth in the agreement. The Credit Facility contains covenants that restrict the ability of the Company to engage in mergers, consolidations, asset sales, investments, transactions with affiliates, or to incur liens, as defined in the agreement. In the event of a default under the Credit Facility, the Company would also be restricted from paying dividends on, or repurchasing, its common stock without the approval of the lenders. None of the covenants of the Credit Facility negatively affect the Company's liquidity or capital resources. Upon the occurrence of certain financial or economic events, significant corporate events, or certain other events of default constituting an event of default under the Credit Facility, all loans outstanding may be declared immediately due and payable and all commitments under the agreement may be terminated. The Company had no borrowings under the Credit Facility at September 30, 2016. The Company was in compliance with all covenants of the Credit Facility and 2012 Credit Facility during the nine months ended September 30, 2016.

Note 8. Shareholders' Equity

Stock-Based Compensation

The Company has only non-qualified stock options outstanding under its equity compensation plans. All outstanding stock options have performance-based vesting provisions specific to each option grant that tie the vesting of the applicable stock options to the Company's financial performance. The Company's stock options vest at a rate of 50 percent when a specified diluted earnings per share target is achieved, and the remaining 50 percent when a second, higher specified diluted earnings per share target is achieved. Options do not vest due to the passage of time but solely as a result of achievement of the financial vesting targets. The amount of stock-based compensation expense is based upon management's estimate of when the earnings per share targets may be achieved.

The Company recognized stock-based compensation expense in its Consolidated Financial Statements in the three and nine months ended September 30, 2016 and 2015, respectively, as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Stock-based compensation expense	$4,066	$3,867	$12,044	$11,476
Less: Deferred tax benefit	(1,466)	(1,425)	(4,235)	(4,084)
Stock-based compensation expense, net of tax	$2,600	$2,442	$7,809	$7,392

As of September 30, 2016, there was approximately $45,151 of unrecognized compensation cost remaining, adjusted for estimated forfeitures, related to unvested employee stock options that management expects will vest and is being amortized.

The Company issues new common shares associated with the exercise of stock options. The total intrinsic value of options exercised during the nine months ended September 30, 2016 was $31,793. The total options exercisable as of September 30, 2016 had an intrinsic value of $171,673. The total intrinsic value for options exercisable is calculated as the difference between the market value of the Company's common stock as of September 30, 2016 and the weighted average exercise price of the shares. The market value of the Company's common stock as of September 30, 2016 was $45.61 as reported by the Nasdaq Stock Market, LLC. The weighted average exercise price of the options exercisable as of September 30, 2016 was $21.63. Total options that were outstanding and exercisable as of September 30, 2016 were 17,416,000 and 7,158,000, respectively.

Common Stock Buyback

The Company's Board of Directors, under multiple authorizations, has authorized the repurchase of the Company's common stock on the open market or through private transactions. The Company purchased 5,193,000 shares at a total cost of $227,551 during the nine months ended September 30, 2016. The cost of stock purchases during the period includes the cost of certain transactions that settled in the following quarter. As of September 30, 2016, the Company had approximately $85,575 of authorization remaining for the purchase of common stock under the program.

The Company immediately retires its common stock when purchased. Upon retirement, the Company reduces Capital in excess of par value for the average capital per share outstanding and the remainder is charged against Retained earnings. If the Company reduces its Retained earnings to zero, any subsequent purchases of common stock will be charged entirely to Capital in excess of par value.

Cash Dividend

On May 25, 2016, the Board of Directors declared a cash dividend of $0.26 per share on the Company's common stock, which was paid on June 22, 2016, to shareholders of record on June 14, 2016. Cash dividends declared during the nine months ended September 30, 2016 and 2015 were $42,061 and $39,852, respectively.

Note 9. Accumulated Other Comprehensive Loss

The components of Accumulated other comprehensive loss, net of tax, are as follows:

	Foreign Currency Translation Adjustments	Unrealized Gains (Losses) on Investments	Accumulated Other Comprehensive Loss
Balance, January 1, 2016	$ (24,988)	$ (302)	$ (25,290)
Other comprehensive (loss) gain before reclassifications	(5,704)	190	(5,514)
Amounts reclassified from accumulated other comprehensive income	—	266	266
Net current-period other comprehensive (loss) gain	(5,704)	456	(5,248)
Balance, September 30, 2016	$ (30,692)	$ 154	$ (30,538)

Note 10. Business Segment Information

The Company's reportable business segments are:

Private Banks – provides investment processing and investment management programs to banks and trust institutions, independent wealth advisers and financial advisors worldwide;

Investment Advisors – provides investment management programs to affluent investors through a network of independent registered investment advisors, financial planners and other investment professionals in the United States;

Institutional Investors – provides investment management programs and administrative outsourcing solutions to retirement plan sponsors, hospitals and not-for-profit organizations worldwide;

Investment Managers – provides investment operations outsourcing solutions to fund companies, banking institutions and both traditional and non-traditional investment managers worldwide; and

Investments in New Businesses – focuses on providing investment management programs to ultra-high-net-worth families residing in the United States; developing internet-based investment services and advice solutions; entering new markets; and conducting other research and development activities.
The information in the following tables is derived from the Company's internal financial reporting used for corporate management purposes. There are no inter-segment revenues for the three and nine months ended September 30, 2016 and 2015. Management evaluates Company assets on a consolidated basis during interim periods. The accounting policies of the reportable business segments are the same as those described in Note 1 to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2015.
The following tables highlight certain financial information about each of the Company's business segments for the three months ended September 30, 2016 and 2015.

	Private Banks	Investment Advisors	Institutional Investors	Investment Managers	Investments In New Businesses	Total
	For the Three Months Ended September 30, 2016					
Revenues	$115,952	$ 85,258	$ 76,222	$ 75,672	$ 1,537	$354,641
Expenses	105,523	45,080	36,943	48,588	5,348	241,482
Operating profit (loss)	$10,429	$ 40,178	$ 39,279	$ 27,084	$ (3,811)	$113,159

	Private Banks	Investment Advisors	Institutional Investors	Investment Managers	Investments In New Businesses	Total
	For the Three Months Ended September 30, 2015					
Revenues	$116,280	$ 76,238	$ 74,515	$ 67,162	$ 1,427	$335,622
Expenses	104,217	45,530	36,923	43,899	5,179	235,748
Operating profit (loss)	$12,063	$ 30,708	$ 37,592	$ 23,263	$ (3,752)	$99,874

A reconciliation of the total operating profit reported for the business segments to income from operations in the Consolidated Statements of Operations for the three months ended September 30, 2016 and 2015 is as follows:

	2016	2015
Total operating profit from segments	$113,159	$99,874
Corporate overhead expenses	(15,941)	(12,856)
Income from operations	$97,218	$87,018

The following tables provide additional information for the three months ended September 30, 2016 and 2015 pertaining to our business segments:

	Capital Expenditures (1)		Depreciation	
	2016	2015	2016	2015
Private Banks	$15,018	$12,707	$3,289	$3,141
Investment Advisors	6,744	4,899	940	864
Institutional Investors	1,744	1,955	344	302
Investment Managers	6,210	5,286	1,228	1,039
Investments in New Businesses	379	379	549	572
Total from business segments	$30,095	$25,226	$6,350	$5,918
Corporate overhead	1,111	1,205	226	190
	$31,206	$26,431	$6,576	$6,108

(1) Capital expenditures include additions to property and equipment and capitalized software.

	Amortization	
	2016	2015
Private Banks	$7,972	$7,604
Investment Advisors	2,626	2,512
Institutional Investors	425	383
Investment Managers	275	255
Investments in New Businesses	40	26
Total from business segments	$11,338	$10,780
Corporate overhead	50	57
	$11,388	$10,837

The following tables highlight certain financial information about each of the Company’s business segments for the nine months ended September 30, 2016 and 2015.

	Private Banks	Investment Advisors	Institutional Investors	Investment Managers	Investments In New Businesses	Total
	For the Nine Months Ended September 30, 2016					
Revenues	$344,149	$ 243,820	$ 223,793	$ 216,528	$ 4,445	$1,032,735
Expenses	312,126	134,575	108,875	140,831	15,935	712,342
Operating profit (loss)	$32,023	$ 109,245	$ 114,918	$ 75,697	$ (11,490)	$320,393
Gain on sale of subsidiary	2,791	—	—	—	—	2,791
Segment profit (loss)	$34,814	$ 109,245	$ 114,918	$ 75,697	$ (11,490)	$323,184

	Private Banks	Investment Advisors	Institutional Investors	Investment Managers	Investments In New Businesses	Total
	For the Nine Months Ended September 30, 2015					
Revenues	$342,826	$ 228,006	$ 224,043	$ 199,809	$ 4,127	$998,811
Expenses	308,200	125,446	108,662	126,663	14,848	683,819
Operating profit (loss)	$34,626	$ 102,560	$ 115,381	$ 73,146	$ (10,721)	$314,992
Gain on sale of subsidiary	2,791	—	—	—	—	2,791
Segment profit (loss)	$37,417	$ 102,560	$ 115,381	$ 73,146	$ (10,721)	$317,783

A reconciliation of the total operating profit reported for the business segments to income from operations in the Consolidated Statements of Operations for the nine months ended September 30, 2016 and 2015 is as follows:

	2016	2015
Total operating profit from segments	$320,393	$314,992
Corporate overhead expenses	(42,840)	(38,986)
Income from operations	$277,553	$276,006

The following tables provide additional information for the nine months ended September 30, 2016 and 2015 pertaining to our business segments:

	Capital Expenditures		Depreciation	
	2016	2015	2016	2015
Private Banks	$32,184	$31,317	$9,669	$9,214
Investment Advisors	12,863	11,060	2,880	2,527
Institutional Investors	3,236	3,970	1,017	903
Investment Managers	9,275	9,128	3,590	3,029
Investments in New Businesses	594	662	1,644	1,706
Total from business segments	$58,152	$56,137	$18,800	$17,379
Corporate Overhead	1,700	2,090	657	567
	$59,852	$58,227	$19,457	$17,946

	Amortization	
	2016	2015
Private Banks	$23,452	$22,300
Investment Advisors	7,764	7,371
Institutional Investors	1,249	1,133
Investment Managers	816	755
Investments in New Businesses	106	76
Total from business segments	$33,387	$31,635
Corporate Overhead	297	171
	$33,684	$31,806

Note 11. Income Taxes

The gross liability for unrecognized tax benefits at September 30, 2016 and December 31, 2015 was $16,028 and $14,517, respectively, exclusive of interest and penalties, of which $14,054 and $12,898 would affect the effective tax rate if the Company were to recognize the tax benefit.

The Company classifies interest and penalties on unrecognized tax benefits as income tax expense. As of September 30, 2016 and December 31, 2015, the combined amount of accrued interest and penalties related to tax positions taken on tax returns was $1,411 and $1,391, respectively.

	September 30, 2016	December 31, 2015
Gross liability for unrecognized tax benefits, exclusive of interest and penalties	$ 16,028	$ 14,517
Interest and penalties on unrecognized benefits	1,411	1,391
Total gross uncertain tax positions	$ 17,439	$ 15,908
Amount included in Current liabilities	$ 3,336	$ 4,511
Amount included in Other long-term liabilities	14,103	11,397
	$ 17,439	$ 15,908

The Company’s effective tax rate was 33.8 percent and 34.1 percent for the three months ended September 30, 2016 and 2015, respectively. For the nine months ended September 30, 2016 and 2015, the Company's tax rate was 34.7 percent and 35.1 percent, respectively.

The Company files income tax returns in the United States on a consolidated basis and in many U.S. state and foreign jurisdictions. The Company is subject to examination of income tax returns by the Internal Revenue Service (IRS) and other domestic and foreign tax authorities. The Company is no longer subject to U.S. federal income tax examination for years before 2012 and is no longer subject to state, local or foreign income tax examinations by authorities for years before 2008.

The Company estimates it will recognize $3,336 of gross unrecognized tax benefits which is expected to be paid within one year due to the expiration of the statute of limitations and resolution of income tax audits and is netted against the current payable account. These unrecognized tax benefits are related to tax positions taken on certain federal, state, and foreign tax returns. However, the timing of the resolution of income tax examinations is highly uncertain, and the amounts ultimately paid, if any, upon resolution of the issues raised by the taxing authorities may differ materially from the amounts accrued for each year. While it is reasonably possible that some issues under examination could be resolved in the next twelve months, based upon the current facts and circumstances, the Company cannot reasonably estimate the timing of such resolution or the total range of potential changes as it relates to the current unrecognized tax benefits that are recorded as part of the Company's financial statements.

Note 12. Commitments and Contingencies

In the normal course of business, the Company is party to various claims and legal proceedings.

SEI has been named in six lawsuits filed in Louisiana. Five lawsuits were filed in the 19th Judicial District Court for the Parish of East Baton Rouge. One of the five actions purports to set forth claims on behalf of a class and also names SPTC as a defendant. Two of the other actions also name SPTC as a defendant. All five actions name various defendants in addition to SEI, and, in all five actions, the plaintiffs purport to bring a cause of action against SEI and/or SPTC under the Louisiana Securities Act. Two of the five actions include claims for violations of the Louisiana Racketeering Act and possibly conspiracy. In addition, another group of plaintiffs filed a lawsuit in the 23rd Judicial District Court for the Parish of Ascension against SEI and SPTC and other defendants, asserting claims of negligence, breach of contract, breach of fiduciary duty, violations of the uniform fiduciaries law, negligent misrepresentation, detrimental reliance, violations of the Louisiana Securities Act and Louisiana Racketeering Act, and conspiracy. The underlying allegations in all actions relate to the purported role of SPTC in providing back-office services to Stanford Trust Company. The petitions allege that SEI and SPTC aided and abetted or otherwise participated in the sale of "certificates of deposit" issued by Stanford International Bank.

The case filed in Ascension Parish was removed to federal court and transferred by the Judicial Panel on Multidistrict Litigation to the United States District Court for the Northern District of Texas. The schedule for responding to that petition has not yet been established.

The plaintiffs in two of the cases filed in East Baton Rouge have granted SEI and SPTC an indefinite extension to respond to the petitions.

In a third East Baton Rouge action, brought as a class action, SEI and SPTC filed exceptions, which the Court granted in part, dismissing the claims under the Louisiana Unfair Trade Practices Act. Plaintiffs then filed a motion for class certification, and SEI and SPTC also filed a motion for summary judgment. The Court deferred the motion for summary judgment, stating that the motion would not be set for hearing until after the hearing on class certification. After the Court held a hearing on class certification, it certified a class composed of persons who purchased or renewed any Stanford International Bank certificates of deposit (SIB CDs) in Louisiana between January 1, 2007 and February 13, 2009 or any person for whom the Stanford Trust Company purchased SIB CDs in Louisiana between January 1, 2007 and February 13, 2009. SEI and SPTC filed motions for appeal from the class certification judgments. On February 1, 2013, plaintiffs filed a motion for Leave to File a First Amended and Restated Class Action Petition in which they asked the Court to allow them to amend the petition and add claims against certain of SEI's insurance carriers. On February 5, 2013, the Court granted two of the motions for appeal and the motion for leave to amend. On February 28, 2013, SEI responded to the First Amended and Restated Class Action Petition by seeking dismissal of the action. On March 11, 2013, the newly-added insurance carrier defendants removed the case to the Middle District of Louisiana. SEI notified the Judicial Panel on Multidistrict Litigation (MDL) of this case as a potential tag-along action. Plaintiffs filed a motion to remand the action to state court. On March 25, 2013, SEI filed a motion requesting that the federal court decline to adopt the state court's order regarding class certification, which the court dismissed without prejudice to renew upon a determination of the jurisdictional issue. On August 7, 2013, the MDL Panel transferred the matter against SEI to the Northern District of Texas. On October 1, 2014, SEI filed a renewed motion to dismiss in the Northern District of Texas, and on October 6, 2014, the District Court denied plaintiffs' motion to remand. On June 17, 2015, the Court denied the motion to dismiss, and on June 24, 2015 set a briefing schedule for SEI and SPTC's motion challenging the Louisiana court's decision to certify a class, which motion was filed on July 15, 2015. SEI and SPTC filed their answer on July 1, 2015, and this case is now pending in the Northern District of Texas. On July 15, 2015, SEI and SPTC also filed motions seeking reconsideration of the District Court's June 17 denial of the motion to dismiss or, in the alternative, seeking leave to pursue an interlocutory appeal of certain elements of the denial, as well as a motion seeking partial judgment on the pleadings pursuant to Federal Rule of Civil Procedure 12(c) with respect to claims brought under Section 712(D) of the Louisiana Securities Law. On September 22, 2015, the District Court granted SEI and SPTC’s motion for reconsideration of the June 17 denial of the motion to dismiss and dismissed plaintiffs’ claims under Section 714(A) of the Louisiana Securities Law, but declined to dismiss, or certify for interlocutory appeal, plaintiffs’ claims under Section 714(B) of the Louisiana Securities Law. On November 4, 2015, the District Court granted SEI and SPTC's motion to dismiss plaintiffs' claims under Section 712(D) of the Louisiana Securities Law. Consequently, the only claims of plaintiffs still pending before the District Court are plaintiffs' claims for secondary liability against SEI and SPTC under Section 714(B) of the Louisiana Securities Law. On May 2, 2016, the District Court certified the class as being "all persons for whom Stanford Trust Company purchased or renewed Stanford Investment Bank Limited certificates of deposit in Louisiana between January 1, 2007 and February 13, 2009". SEI has asked the Court to clarify the class definition because the one remaining claim in the action - secondary liability under the Louisiana Securities Law -requires proof that Stanford Trust Company sold or offered to sell securities.

In the two other cases filed in East Baton Rouge, brought by the same counsel who filed the class action, virtually all of the litigation to date has involved motions practice and appellate litigation regarding the existence of federal subjection matter jurisdiction under the federal Securities Litigation Uniform Standards Act (SLUSA). After the matter was removed to the United States District Court for the Northern District of Texas, that court dismissed the action under SLUSA. The Court of Appeals for the Fifth Circuit reversed that order, and the Supreme Court of the United States affirmed the Court of Appeals judgment on February 26, 2014. The matter was remanded to state court and no material activity has taken place since that date.

While the outcome of this litigation is uncertain given its early phase, SEI and SPTC believe that they have valid defenses to plaintiffs' claims and intend to defend the lawsuits vigorously. Because of the uncertainty of the make-up of the classes, the specific theories of liability that may survive a motion for summary judgment or other dispositive motion, the lack of discovery regarding damages, causation, mitigation and other aspects that may ultimately bear upon loss, the Company is not reasonably able to provide an estimate of loss, if any, with respect to the foregoing lawsuits.

A lawsuit entitled Steven Curd and Rebel Curd v. SEI Investments Management Corporation was filed against SIMC in the United States District Court for the Eastern District of Pennsylvania on December 11, 2013. On August 28, 2014, the Court granted SIMC’s motion to dismiss the initial complaint in the lawsuit, but also granted plaintiffs leave to amend the complaint.

On October 2, 2014, plaintiffs filed an amended complaint. In the amended complaint, SEI Investments Global Funds Services (SGFS) was added as a defendant. The plaintiffs bring the case as a shareholder derivative action against SIMC and SGFS on behalf of certain SEI funds. The claims are based on Section 36(b) of the Investment Company Act of 1940, as amended, which allows shareholders of a mutual fund to sue the investment adviser of the fund or its affiliates for an alleged breach of fiduciary duty with respect to compensation received by the adviser or its affiliates. The plaintiffs have brought the suit against SIMC and SGFS with respect to five specific SEI Funds: the High Yield Bond, Tax-Managed Large Cap, and Tax-Managed Small/Mid Cap Funds, each of which is a series of the SEI Institutional Managed Trust, the Intermediate Term Municipal Fund, which is a series of the SEI Tax Exempt Trust, and the International Equity Fund, which is a series of the SEI Institutional International Trust (the SEI Funds). The plaintiffs seek: (1) damages for the SEI Funds in the amount of the alleged “excessive” fees earned by SIMC and SGFS beginning from the one year period prior to the filing of the lawsuit, plus interest, costs, and fees; (2) orders declaring that SIMC and SGFS allegedly violated Section 36(b) and enjoining SIMC and SGFS from further alleged violations; and (3) rescission of SIMC’s and SGFS’s contracts with the funds, and restitution of all allegedly excessive fees paid beginning from the one year period prior to the filing of the lawsuit, plus interest, costs, and fees. On November 24, 2014, SIMC and SGFS filed a motion to dismiss the amended complaint. On July 13, 2015, the Court denied the motion to dismiss with respect to SIMC, and granted the motion to dismiss with respect to SGFS. On September 18, 2015, plaintiffs filed a second amended complaint reinstating SGFS as a defendant in the case. The parties are currently engaged in discovery, which is expected to be completed in early 2017. While the outcome of this litigation is uncertain given its early phase, SIMC and SGFS believe that they have valid defenses to plaintiffs' claims and intend to defend the lawsuit vigorously, and SIMC and SGFS are not reasonably able to provide an estimate of the ultimate loss, if any, with respect to this lawsuit.

On November 26, 2014, a Writ of Summons was issued to two of our subsidiaries, SEI Investments - Global Fund Services Limited (GFSL) and SEI Investments - Trustee & Custodial Services (Ireland) Limited (T&C), to appear before the Court of First Instance Antwerp, Belgium. The plaintiffs in this case allege that through their initial investments in collective investment funds domiciled in Netherlands and subsequent transfer of claim rights to a Belgium domiciled partnership, they are beneficial owners of a portfolio of life settlement policies (the Portfolio) which lapsed due to a failure to make premium payments. The plaintiffs seek to recover jointly and severally from nine defendants including GFSL and T&C, damages of approximately $84 million. GFSL and T&C’s involvement in

the litigation appears to arise out of their historical provision of administration and custody services, respectively, to the Strategic Life Settlement Fund PLC, who, together with its managers, appear to be the principal defendants in this claim. On December 4, 2015, the Belgium Court dismissed plaintiff's claims for a lack of jurisdiction. On December 22, 2015, the plaintiffs appealed the dismissal.
While the outcome of this action is uncertain given its early phase and the lack of specific theories of liability asserted against GFSL and T&C, each of GFSL and T&C believe that they have valid defenses to plaintiffs' claims and intend to defend the lawsuit vigorously, and GFSL and T&C are not reasonably able to provide an estimate of the ultimate loss, if any, with respect to this lawsuit.

Note 13. Sale of SEI Asset Korea

On July 31, 2012, the Company, MetLife International Holdings, Inc. (MetLife) and International Finance Corporation (IFC) entered into a definitive agreement with Baring Asset Management Limited (Barings) to sell all ownership interest in SEI Asset Korea (SEI AK). SEI AK was located in South Korea and provided domestic equity and fixed-income investment management services to financial institutions and pension funds.

On March 28, 2013, all conditions subject to closing the transaction were satisfied and all ownership interests in SEI AK were transferred to Barings. Under the terms of the agreement, a portion of the purchase price was paid upon closing with up to an additional $11,220 payable to the Company as a contingent purchase price with respect to three one-year periods ending on December 31, 2013, 2014, and 2015 depending upon whether SEI AK achieves specified revenue measures during such periods. The Company recognized pre-tax gains of $2,791, or $0.01 diluted earnings per share, during the nine months ended September 30, 2016 and 2015 representing the final annual payments under the terms of the agreement. The Company's gains from the sale of SEI AK are included in Gain on sale of subsidiary on the accompanying Consolidated Statement of Operations.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.
(In thousands, except asset balances and per share data)
This discussion reviews and analyzes the consolidated financial condition at September 30, 2016 and 2015, the consolidated results of operations for the three and nine months ended September 30, 2016 and 2015 and other key factors that may affect future performance. This discussion should be read in conjunction with the Consolidated Financial Statements, the Notes to the Consolidated Financial Statements and the Annual Report on Form 10-K for the year ended December 31, 2015.

Overview
Consolidated Summary
We are a leading global provider of investment processing, investment management and investment operations solutions. We help corporations, financial institutions, financial advisors and ultra-high-net-worth families create and manage wealth by providing comprehensive, innovative, investment and investment-business solutions. Investment processing fees are earned as monthly fees for contracted services, including computer processing services, software licenses and investment operations services, as well as transaction-based fees for providing securities valuation and trade-execution. Investment operations and investment management fees are earned as a percentage of average assets under management or administration. As of September 30, 2016, through our subsidiaries and partnerships in which we have a significant interest, we manage or administer $751.3 billion in mutual fund and pooled or separately managed assets, including $280.9 billion in assets under management and $470.4 billion in client assets under administration. Our affiliate, LSV Asset Management (LSV), manages $83.9 billion of assets which are included as assets under management.
Our Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2016 and 2015 were:

	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Percent Change	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015	Percent Change
Revenues	$354,641	$335,622	6 %	$1,032,735	$998,811	3 %
Expenses	257,423	248,604	4 %	755,182	722,805	4 %
Income from operations	97,218	87,018	12 %	277,553	276,006	1 %
Net gain (loss) from investments	196	(756)	NM	320	(544)	NM
Interest income, net of interest expense	911	731	25 %	2,726	2,228	22 %
Equity in earnings from unconsolidated affiliates	32,565	33,595	(3)%	92,042	104,917	(12)%
Gain on sale of subsidiary	—	—	— %	2,791	2,791	— %
Income before income taxes	130,890	120,588	9 %	375,432	385,398	(3)%
Income taxes	44,186	41,163	7 %	130,226	135,122	(4)%
Net income	86,704	79,425	9 %	245,206	250,276	(2)%
Diluted earnings per common share	$0.53	$0.47	13 %	$1.49	$1.47	1 %

The following items had a significant impact on our financial results for the three and nine months ended September 30, 2016 and 2015:

- Revenue growth was primarily driven by higher Asset management, administration and distribution fees from improved cash flows from new and existing clients and market appreciation. Our average assets under management, excluding LSV, increased $14.2 billion, or eight percent, to $188.3 billion in the first nine months of 2016 as compared to $174.1 billion during the first nine months of 2015. Our average assets under administration increased $38.4 billion, or ten percent, to $431.3 billion in the first nine months of 2016 as compared to $392.9 billion during the first nine months of 2015.
- Information processing and software servicing fees in our Private Banks segment increased $6.0 million in the first nine months of 2016 compared to the prior year period primarily due to increased assets from new and existing clients processed on the SEI Wealth Platform.

- We recorded $1.6 million in non-recurring revenues in our Private Banks segment due to a contract buyout from an investment processing bank client.
- Our proportionate share in the earnings of LSV decreased to $92.0 million in the first nine months of 2016 as compared to $106.3 million in the first nine months of 2015 primarily due to a reduction in performance fees.

- We capitalized $27.4 million in the first nine months of 2016 for the SEI Wealth Platform as compared to $19.3 million in the first nine months of 2015. Amortization expense related to the Platform increased to $33.4 million during the first nine months of 2016 as compared to $31.6 million during the first nine months of 2015 due to continued enhancements to the Platform.
- As we continue the development of new elements of the Platform, our expenses related to maintenance, enhancements and support have increased. These costs are primarily recognized in personnel and consulting costs and are not eligible for capitalization. These increased costs primarily impacted the Private Banks and Investment Advisors business segments. We expect these costs to continue to increase through the remainder of 2016 and into 2017.
- We also capitalized $5.8 million in the first nine months of 2016 for a new application being developed for the Investment Managers segment. This new offering includes components that leverage upon the current infrastructure and add significant enhancements designed to aggregate, transact and process data.
- We wrote off approximately $6.0 million, or $0.02 diluted earnings per share, of previously capitalized software development costs and purchased software related to the SEI Wealth Platform during the third quarter 2015. The expense associated with this write-off impacted the Private Banks and Investment Advisors business segments and is included in Facilities, supplies and other costs on the accompanying Consolidated Statement of Operations (See Notes 1 and 4 to the Consolidated Financial Statements for more information).
- Our operating expenses, primarily personnel costs, in our Investment Advisors and Investment Managers segments increased. These expenses primarily consist of operational and marketing costs and are mainly related to servicing existing clients and acquiring new clients. Additionally, sales compensation expense in our Investment Managers segments increased due to new business activity. These operating expenses are included in Compensation, benefits and other personnel costs on the accompanying Consolidated Statements of Operations.
- The strengthening of the U.S. dollar against the British pound during 2016 negatively impacted our revenues and operating income of our Private Banks and Institutional Investors segments. A prolonged period of a strengthening U.S. dollar against the British pound could have a further negative impact to our revenues and operating profits of these segments.
- We recorded our final pre-tax gains of $2.8 million, or $.01 diluted earnings per share, from the sale of SEI Asset Korea (SEI AK) in the first nine months of 2016 and 2015. The gains from the sale are included in Gain on sale of subsidiary on the accompanying Consolidated Statement of Operations (See Note 13 to the Consolidated Financial Statements for more information).
- Our effective tax rate was 34.7 percent during the first nine months of 2016 as compared to 35.1 percent during the first nine months of 2015.
- We continued our stock repurchase program during 2016 and purchased 5.2 million shares for $227.6 million in the nine month period.

Ending Asset Balances
(In millions)
This table presents ending assets of our clients, or of our clients' customers, for which we provide management or administrative services through our subsidiaries and partnerships in which we have a significant interest.

	As of September 30, 2016	2015	Percent Change
Private Banks:			
Equity and fixed-income programs	$18,668	$18,243	2 %
Collective trust fund programs	3	3	— %
Liquidity funds	4,034	5,469	(26)%
Total assets under management	$22,705	$23,715	(4)%
Client proprietary assets under administration	19,269	16,896	14 %
Total assets	$41,974	$40,611	3 %
Investment Advisors:			
Equity and fixed-income programs	52,594	43,988	20 %
Collective trust fund programs	5	9	(44)%
Liquidity funds	2,539	4,677	(46)%
Total assets under management	$55,138	$48,674	13 %
Institutional Investors:			
Equity and fixed-income programs	78,701	70,818	11 %
Collective trust fund programs	90	96	(6)%
Liquidity funds	2,612	2,655	(2)%
Total assets under management	$81,403	$73,569	11 %
Investment Managers:			
Equity and fixed-income programs	79	59	34 %
Collective trust fund programs	35,962	19,863	81 %
Liquidity funds	812	848	(4)%
Total assets under management	$36,853	$20,770	77 %
Client proprietary assets under administration (A)	451,204	376,133	20 %
Total assets	$488,057	$396,903	23 %
Investments in New Businesses:			
Equity and fixed-income programs	850	752	13 %
Liquidity funds	53	51	4 %
Total assets under management	$903	$803	12 %
LSV:			
Equity and fixed-income programs	$83,863	$76,958	9 %
Total:			
Equity and fixed-income programs (B)	234,755	210,818	11 %
Collective trust fund programs	36,060	19,971	81 %
Liquidity funds	10,050	13,700	(27)%
Total assets under management	$280,865	$244,489	15 %
Client proprietary assets under administration (C)	470,473	393,029	20 %
Total assets under management and administration	$751,338	$637,518	18 %

(A) Client assets under administration in the Investment Managers segment include $48.3 billion of assets that require limited services and therefore are at fee levels below our normal full service assets (as of September 30, 2016).

(B) Equity and fixed-income programs include $4.7 billion of assets invested in asset allocation funds at September 30, 2016.

(C)

In addition to the numbers presented, SEI also administers an additional $11.1 billion in Funds of Funds assets (as of September 30, 2016) on which SEI does not earn an administration fee.

Average Asset Balances
(In millions)
This table presents average asset balances of our clients, or of clients' customers, for which we provide management or administrative services through our subsidiaries and partnerships in which we have a significant interest.

	Three Months Ended September 30,		Percent Change	Nine Months Ended September 30,		Percent Change
	2016	2015		2016	2015	
Private Banks:						
Equity and fixed-income programs	$18,650	$19,080	(2)%	$18,266	$19,274	(5)%
Collective trust fund programs	3	6	(50)%	3	9	(67)%
Liquidity funds	4,386	5,443	(19)%	5,055	5,485	(8)%
Total assets under management	$23,039	$24,529	(6)%	$23,324	$24,768	(6)%
Client proprietary assets under administration	19,039	17,504	9 %	18,241	17,610	4 %
Total assets	$42,078	$42,033	— %	$41,565	$42,378	(2)%
Investment Advisors:						
Equity and fixed-income programs	51,924	45,992	13 %	48,627	45,943	6 %
Collective trust fund programs	5	9	(44)%	6	9	(33)%
Liquidity funds	2,694	3,523	(24)%	3,921	3,138	25 %
Total assets under management	$54,623	$49,524	10 %	$52,554	$49,090	7 %
Institutional Investors:						
Equity and fixed-income programs	77,583	73,568	5 %	74,782	74,251	1 %
Collective trust fund programs	90	93	(3)%	95	94	1 %
Liquidity funds	2,751	2,843	(3)%	2,818	3,073	(8)%
Total assets under management	$80,424	$76,504	5 %	$77,695	$77,418	— %
Investment Managers:						
Equity and fixed-income programs	73	24	NM	70	25	NM
Collective trust fund programs	35,257	20,449	72 %	33,021	20,981	57 %
Liquidity funds	874	978	(11)%	802	1,018	(21)%
Total assets under management	$36,204	$21,451	69 %	$33,893	$22,024	54 %
Client proprietary assets under administration	436,459	380,247	15 %	413,039	375,267	10 %
Total assets	$472,663	$401,698	18 %	$446,932	$397,291	12 %
Investments in New Businesses:						
Equity and fixed-income programs	845	776	9 %	804	772	4 %
Liquidity funds	44	49	(10)%	44	75	(41)%
Total assets under management	$889	$825	8 %	$848	$847	— %
LSV:						
Equity and fixed-income programs	$83,373	$80,656	3 %	$79,268	$83,835	(5)%
Total:						
Equity and fixed-income programs	232,448	220,096	6 %	221,817	224,100	(1)%
Collective trust fund programs	35,355	20,557	72 %	33,125	21,093	57 %
Liquidity funds	10,749	12,836	(16)%	12,640	12,789	(1)%
Total assets under management	$278,552	$253,489	10 %	$267,582	$257,982	4 %
Client proprietary assets under administration	455,498	397,751	15 %	431,280	392,877	10 %
Total assets under management and administration	$734,050	$651,240	13 %	$698,862	$650,859	7 %

In the preceding tables, assets under management are total assets of our clients or their customers invested in our equity and fixed-income investment programs, collective trust fund programs, and liquidity funds for which we provide asset management services. Assets under management and administration also include total assets of our clients or their customers for which we provide administrative services, including client proprietary fund balances for which we provide administration and/or distribution services. The assets presented in the preceding tables do not include assets processed on the SEI Wealth Platform and are not included in the accompanying Consolidated Balance Sheets because we do not own them.

Business Segments

Revenues, Expenses and Operating Profit (Loss) for our business segments for the three and nine months ended September 30, 2016 compared to the three and nine months ended September 30, 2015 were as follows:

	Three Months Ended September 30, 2016	2015	Percent Change	Nine Months Ended September 30, 2016	2015	Percent Change
Private Banks:						
Revenues	$115,952	$116,280	— %	$344,149	$342,826	— %
Expenses	105,523	104,217	1 %	312,126	308,200	1 %
Operating Profit	$10,429	$12,063	(14)%	$32,023	$34,626	(8)%
Gain on sale of subsidiary	—	—	— %	2,791	2,791	— %
Segment Profit	$10,429	$12,063	(14)%	$34,814	$37,417	(7)%
Operating Margin (A)	9 %	10 %		9 %	10 %	
Investment Advisors:						
Revenues	$85,258	$76,238	12 %	$243,820	$228,006	7 %
Expenses	45,080	45,530	(1)%	134,575	125,446	7 %
Operating Profit	$40,178	$30,708	31 %	$109,245	$102,560	7 %
Operating Margin	47 %	40 %		45 %	45 %	
Institutional Investors:						
Revenues	$76,222	$74,515	2 %	$223,793	$224,043	— %
Expenses	36,943	36,923	— %	108,875	108,662	— %
Operating Profit	$39,279	$37,592	4 %	$114,918	$115,381	— %
Operating Margin	52 %	50 %		51 %	51 %	
Investment Managers:						
Revenues	$75,672	$67,162	13 %	$216,528	$199,809	8 %
Expenses	48,588	43,899	11 %	140,831	126,663	11 %
Operating Profit	$27,084	$23,263	16 %	$75,697	$73,146	3 %
Operating Margin	36 %	35 %		35 %	37 %	
Investments in New Businesses:						
Revenues	$1,537	$1,427	8 %	$4,445	$4,127	8 %
Expenses	5,348	5,179	3 %	15,935	14,848	7 %
Operating Loss	$(3,811)	$(3,752)	NM	$(11,490)	$(10,721)	NM

(A) Percentages determined exclusive of gain from sale of subsidiary.

For additional information pertaining to our business segments, see Note 10 to the Consolidated Financial Statements.

Private Banks

	Three Months Ended September 30, 2016	2015	Percent Change	Nine Months Ended September 30, 2016	2015	Percent Change
Revenues:						
Information processing and software servicing fees	$75,945	$73,931	3 %	$223,374	$217,373	3 %
Asset management, administration & distribution fees	34,356	34,735	(1)%	101,001	104,535	(3)%
Transaction-based and trade execution fees	5,651	7,614	(26)%	19,774	20,918	(5)%
Total revenues	$115,952	$116,280	— %	$344,149	$342,826	— %

Revenues decreased slightly in the three month period and increased slightly in the nine month period ended September 30, 2016 and were primarily affected by:

- Increased recurring investment processing fees from the growth in new and existing client assets processed on the SEI Wealth Platform;
- Non-recurring contract buyout fees of $1.6 million from an investment processing client; partially offset by
- Decreased investment management fees from existing international clients due to lower average assets under management from market volatility;
- Lower recurring investment processing fees earned on our mutual fund trading solution due to price reductions; and
- The negative impact from foreign currency exchange rate fluctuations between the U.S. dollar and the British pound.

Operating margins decreased to nine percent compared to ten percent in the three and nine month periods. Operating income decreased by $1.6 million, or 14 percent, in the three month period and decreased by $2.6 million, or eight percent, in the nine month period and was primarily affected by:

- Increased non-capitalized costs, mainly personnel and consulting costs, related to maintenance and enhancements to the SEI Wealth Platform;
- Increased amortization expense related to the SEI Wealth Platform; and
- The net negative impact from foreign currency exchange rate fluctuations between the U.S. dollar and the British pound on our foreign operations; partially offset by
- The write-off of approximately $3.6 million of previously capitalized software development costs and purchased software related to the SEI Wealth Platform in the third quarter 2015; and
- Decreased direct expenses associated with decreased investment management fees from existing international clients

Investment Advisors

	Three Months Ended September 30, 2016	2015	Percent Change	Nine Months Ended September 30, 2016	2015	Percent Change
Revenues:						
Investment management fees-SEI fund programs	$63,914	$58,862	9 %	$185,272	$177,463	4 %
Separately managed account fees	17,078	14,012	22 %	47,153	40,404	17 %
Other fees	4,266	3,364	27 %	11,395	10,139	12 %
Total revenues (a)	$85,258	$76,238	12 %	$243,820	$228,006	7 %

(a) All amounts are reflected in Asset management, administration and distribution fees except for $186 and $327 in the three months ended September 30, 2016 and 2015, respectively, and $727 and $742 in the nine months ended September 30, 2016 and 2015, respectively, which are reflected in Transaction-based and trade execution fees.

Revenues increased $9.0 million, or 12 percent, in the three month period and increased $15.8 million, or seven percent, in the nine month period ended September 30, 2016 and were primarily affected by:

- Increased investment management fees and separately managed account program fees due to higher assets under management caused by market appreciation and an increase in net cash flows from new and existing advisors.

Operating margin increased to 47 percent compared to 40 percent in the three month period and remained at 45 percent in the nine month period. Operating income increased $9.5 million, or 31 percent, in the three month period and increased $6.7 million, or seven percent, in the nine month period and was primarily affected by:

- An increase in revenues;
- The write-off of approximately $2.4 million of previously capitalized software development costs related to the SEI Wealth Platform in the third quarter 2015; and
- Decreased sales compensation expense; partially offset by
- Increased direct expenses associated with increased assets in our investment management programs;
- Increased personnel costs for marketing to and servicing new advisors;
- Increased non-capitalized costs, mainly personnel and consulting costs, related to maintenance, enhancements and client migrations to the SEI Wealth Platform; and
- Increased amortization expense related to the SEI Wealth Platform.

Institutional Investors

Revenues increased $1.7 million, or two percent, in the three month period and decreased slightly in the nine month period ended September 30, 2016 and were primarily affected by:

- Client losses and the negative impact from foreign currency exchange rate fluctuations between the U.S. dollar and the British pound; partially offset by
- Increased investment management fees from existing clients due to higher assets under management caused by market appreciation; and
- Asset funding from new sales of our retirement and not-for-profit solutions.

Operating margins increased to 52 percent compared to 50 percent in the three month period and remained at 51 percent in the nine month period. Operating income increased $1.7 million, or four percent, in the three month period and decreased slightly in the nine month period and was primarily affected by:

- Increased direct expenses associated with investment management fees;
- The net negative impact from foreign currency exchange rate fluctuations between the U.S. dollar and the British pound on our foreign operations; and
- A decrease in revenues; partially offset by
- Decreased personnel compensation expenses.

Investment Managers

Revenues increased $8.5 million, or 13 percent, in the three month period and increased $16.7 million, or eight percent, in the nine month period ended September 30, 2016 and were primarily affected by:

- Positive cash flows from new and existing clients; partially offset by
- Client losses and fund closures.

Operating margin increased to 36 percent compared to 35 percent in the three month period and decreased to 35 percent compared to 37 percent in the nine month period. Operating income increased $3.8 million, or 16 percent, in the three month period and increased $2.6 million, or three percent, in the nine month period and was primarily affected by:

- An increase in revenues; partially offset by
- Increased personnel expenses, technology and other operational costs to service new and existing clients; and
- Increased non-capitalized investment spending, mainly consulting costs.

Other

Corporate overhead expenses

Corporate overhead expenses primarily consist of general and administrative expenses and other costs not directly attributable to a reportable business segment. Corporate overhead expenses were $15.9 million and $12.9 million in the three months ended September 30, 2016 and 2015, respectively, and $42.8 million and $39.0 million in the nine months ended September 30, 2016 and 2015, respectively. The increase in corporate overhead expenses in the three and nine month periods is primarily due to costs associated with ongoing litigation and regulatory activity.

Other income and expense

Other income and expense items on the accompanying Consolidated Statements of Operations consists of:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net gain (loss) from investments	$196	$(756)	$320	$(544)
Interest and dividend income	1,026	846	3,142	2,570
Interest expense	(115)	(115)	(416)	(342)
Equity in earnings of unconsolidated affiliates	32,565	33,595	92,042	104,917
Gain on sale of subsidiary	—	—	2,791	2,791
Total other income and expense items, net	$33,672	$33,570	$97,879	$109,392

Equity in earnings of unconsolidated affiliates

Equity in earnings of unconsolidated affiliates primarily includes our less than 50 percent ownership in LSV. Our proportionate share in the earnings of LSV was $32.6 million in third quarter 2016 as compared to $33.6 million in third quarter 2015, a decrease of three percent. In the nine months ended September 30, 2016, our proportionate share in the earnings of LSV was $92.0 million as compared to $106.3 million in the nine months ended September 30, 2015, a decrease of 13 percent. The decrease in earnings was primarily due to a reduction in performance fees earned by LSV. LSV's average assets under management decreased $4.5 billion to $79.3 billion during the nine months ended September 30, 2016 as compared to $83.8 billion during the nine months ended September 30, 2015, a decline of five percent.

In April 2016, LSV provided an interest in the partnership to select key employees which reduced the ownership percentage of each existing partner on a pro-rata basis. As a result, our total partnership interest in LSV was reduced from approximately 39.2 percent to approximately 38.9 percent.

Gain on sale of subsidiary

We recorded gains of $2.8 million during the nine months ended September 30, 2016 and 2015 from the sale of our ownership interests in SEI AK. These gains are included in Gain on sale of subsidiary on the accompanying Consolidated Statement of Operations (See Note 13 to the Consolidated Financial Statements for more information).

Income Taxes

Our effective tax rate was 33.8 percent and 34.1 percent for the three months ended September 30, 2016 and 2015, respectively. For the nine months ended September 30, 2016 and 2015, our effective tax rate was 34.7 percent and 35.1 percent, respectively.

Fair Value Measurements

The fair value of our financial assets and liabilities, except for the investment funds sponsored by LSV, is determined in accordance with the fair value hierarchy. The fair value of the investment funds sponsored by LSV is measured using the net asset value per share (NAV) as a practical expedient. The fair value of all other financial assets are determined using Level 1 or Level 2 inputs and consist mainly of investments in equity or fixed-income mutual funds that are quoted daily and Government National Mortgage Association (GNMA) and other U.S. government agency securities that are single issuer pools that are valued based on current market data of similar assets. We did not have any financial liabilities at September 30, 2016 or December 31, 2015 (See Note 5 to the Notes to Consolidated Financial Statements).

Regulatory Matters

Like many firms operating within the financial services industry, we are experiencing a difficult regulatory environment across our markets. Our current scale and reach as a provider to the financial services industry, the introduction and implementation of new solutions for our financial services industry clients, the increased regulatory oversight of the financial services industry generally, new laws and regulations affecting the financial services industry and ever-changing regulatory interpretations of existing laws and regulations, and a greater propensity of regulators to pursue enforcement actions and other sanctions against regulated entities, have made this an increasingly challenging and costly regulatory environment in which to operate.

SEI and some of our regulated subsidiaries have undergone or been scheduled to undergo a range of periodic or thematic reviews, examinations or investigations by numerous regulatory authorities around the world, including the Office of the Comptroller of the Currency, the Securities and Exchange Commission, the Financial Industry Regulatory Authority, the Financial Conduct Authority of the United Kingdom (FCA), the Central Bank of Ireland and others. These regulatory activities typically result in the identification of matters or practices to be addressed by us or our subsidiaries and, in certain circumstances, the regulatory authorities require remediation activities or pursue enforcement proceedings against us or our subsidiaries. As described under the caption “Regulatory Considerations” in our Annual Report on Form 10-K, the range of possible sanctions that are available to regulatory authorities include limitations on our ability to engage in business for specified periods of time, the revocation of registration, censures and fines. The direct and indirect costs of responding to these regulatory activities and of complying with new or modified regulations, as well as the potential financial costs and potential reputational impact against us of any enforcement proceedings that might result, is uncertain but could have a material adverse impact on our operating results or financial position.

Foreign Currency Exchange Rates

We transact business in the local currencies of various foreign countries, principally the United Kingdom, Canada and Ireland. The total of all of our foreign operations in these countries accounted for approximately 13 percent of our total consolidated revenues for the nine months ended September 30, 2016. Also, most of our foreign operations match local currency revenues with local currency costs. We translate sales and other results denominated in foreign currency into U.S. dollars for our consolidated financial statements. During periods of a strengthening dollar, our reported international sales and earnings could be reduced because foreign currencies may translate into fewer U.S. dollars. A fluctuation of currency exchange rates may expose us to gains and losses on non-U.S. currency transactions and a potential devaluation of the local currencies relative to the U.S. dollar which may impair our revenue growth and operating profits and also prolong sales cycles with potential customers. We currently do not engage in any foreign currency hedging strategies. The percentages of our total consolidated revenues and expenses during the nine months ended September 30, 2016 transacted in British pound, Canadian dollar and Euro currencies were as follows:

	Nine Months Ended September 30, 2016
British pound	
Total revenues	7%
Total expenses	6%
Canadian dollar	
Total revenues	5%
Total expenses	5%
Euro	
Total revenues	1%
Total expenses	2%

United Kingdom European Union Membership Referendum

The results of the United Kingdom’s referendum regarding their membership in the European Union (E.U.) (referred to as Brexit) announced in late June 2016 caused significant volatility in global stock markets and currency exchange rates that resulted in the strengthening of the U.S. dollar against foreign currencies in which we conduct business. Our foreign subsidiary located in the United Kingdom, SEI Investments (Europe) Limited (SIEL), accounted for approximately seven percent of our total consolidated revenues for the nine months ended September 30, 2016. The majority of our operations in the United Kingdom match local currency revenues with local currency costs.

Liquidity and Capital Resources

	Nine Months Ended September 30,	
	2016	2015
Net cash provided by operating activities	$283,493	$274,483
Net cash used in investing activities	(67,060)	(56,883)
Net cash used in financing activities	(268,401)	(229,491)
Effect of exchange rate changes on cash and cash equivalents	(4,531)	(7,966)
Net decrease in cash and cash equivalents	(56,499)	(19,857)
Cash and cash equivalents, beginning of period	679,661	667,446
Cash and cash equivalents, end of period	$623,162	$647,589

Cash requirements and liquidity needs are primarily funded through our cash flow from operations and our capacity for additional borrowing. At September 30, 2016, our unused sources of liquidity consisted of cash and cash equivalents and the amount available under our credit facility.

In June 2016, we replaced our credit facility with a new five-year credit facility agreement which provides for borrowings of up to $300 million (See Note 7 to the Consolidated Financial Statements). The new credit facility is a senior unsecured revolving line of credit with Wells Fargo Bank, National Association, and a syndicate of other lenders and is scheduled to expire in June 2021. The availability of the credit facility is subject to compliance with certain covenants set forth in the agreement. The credit facility contains covenants which restrict our ability to engage in mergers, consolidations, asset sales, investments, transactions with affiliates, or to incur liens, as defined in the agreement. In the event of a default under the credit facility, we would also be restricted from paying dividends on, or repurchasing, our common stock. Currently, our ability to borrow from the credit facility is not limited by any covenant of the agreement. We currently have no borrowings under our credit facility.

The majority of our excess cash reserves are primarily placed in accounts located in the United States that invest entirely in SEI-sponsored money market mutual funds denominated in the U.S. dollar. We also utilize demand deposit accounts or money market accounts at several well-established financial institutions located in the United States. Accounts used to manage these excess cash reserves do not impose any restrictions or limitations that would prevent us from being able to access such cash amounts immediately. As of October 13, 2016, the amount of cash and cash equivalents considered free and immediately accessible for other general corporate purposes was $343.5 million.

Our cash and cash equivalents include accounts managed by our subsidiaries that are used in their operations or to cover specific business and regulatory requirements. The availability of this cash for other purposes beyond the operations of these subsidiaries may be limited. Also, some of our foreign subsidiaries may have excess cash reserves which are considered to be undistributed earnings and indefinitely reinvested. Upon distribution of these earnings, in the form of dividends or otherwise, we would be immediately subject to both U.S. and foreign withholding taxes which would reduce the amount we would ultimately realize. In addition to the foreign withholding taxes, the negative impact resulting from unfavorable exchange rate fluctuations on the cash balances held by our foreign subsidiaries would also reduce the amount realized. We do not include accounts of our foreign subsidiaries in our calculation of free and immediately accessible cash for other general corporate purposes.

Cash flows from operations increased $9.0 million in the first nine months of 2016 compared to the first nine months of 2015. Our cash flows from operations was negatively impacted due to the decrease in our net income and the impact from our unconsolidated affiliate, LSV. The net change in our working capital accounts favorably impacted our cash flows from operations.

Cash flows used in investing activities increased $10.2 million in the first nine months of 2016 compared to the first nine months of 2015. Net cash used in investing activities includes:

- Purchases, sales and maturities of marketable securities. Our purchases, sales and maturities of marketable securities in the first nine months of 2016 and 2015 were as follows:

	Nine Months Ended September 30,	
	2016	2015
Purchases	$(55,162)	$(34,040)
Sales and maturities	43,850	34,111
Net investing activities from marketable securities	$(11,312)	$71

- The capitalization of costs incurred in developing computer software. We capitalized $27.4 million of software development costs in the first nine months of 2016 as compared to $19.3 million in the first nine months of 2015 for significant enhancements for the expanded functionality of the SEI Wealth Platform. Additionally, we also capitalized $5.8 million and $3.2 million of software development costs in the first nine months of 2016 and 2015, respectively, for a new application for the Investment Managers segment.
- Capital expenditures. Our capital expenditures in the first nine months of 2016 were $26.7 million as compared to $35.7 million in the first nine months of 2015. Our expenditures in 2016 and 2015 primarily include purchased software and equipment for our data center operations. Our expenditures in 2015 also include approximately $8.4 million to relocate our London operations to a new facility.

Cash flows used in financing activities increased $38.9 million in the first nine months of 2016 compared to the first nine months of 2015. Net cash used in financing activities includes:

- The repurchase of our common stock. Our Board of Directors has authorized the repurchase of our common stock through multiple authorizations. Currently, there is no expiration date for our common stock repurchase program. We had total capital outlays of $224.8 million during the first nine months of 2016 and $213.3 million during the first nine months of 2015 for the repurchase of our common stock.
- Proceeds from the issuance of our common stock. We received $35.2 million in proceeds from the issuance of our common stock during the first nine months of 2016 as compared to $52.3 million during the first nine months of 2015. The decrease in proceeds is primarily attributable to a lower level of stock option exercise activity.
- Dividend payments. Cash dividends paid were $84.7 million in the first nine months of 2016 as compared to $80.0 million in the first nine months of 2015.

We believe our operating cash flow, available borrowing capacity, and existing cash and cash equivalents should provide adequate funds for ongoing operations; continued investment in new products and equipment; our common stock repurchase program and future dividend payments.

Off Balance Sheet Arrangement

On October 1, 2012, we provided an unsecured guaranty of the obligations of LSV Employee Group III to The PrivateBank and Trust Company and certain other lenders. We entered into this agreement in order to facilitate the acquisition of certain partnership interests of LSV by LSV Employee Group III. Additional information pertaining to the agreement is presented in Note 2 to the Consolidated Financial Statements.

Forward-Looking Information and Risk Factors

The Private Securities Litigation Reform Act of 1995 provides a “safe harbor” for forward-looking statements. Certain information contained in this discussion is or may be considered forward-looking. Forward-looking statements relate to future operations, strategies, financial results or other developments. Forward-looking statements are based upon estimates and assumptions that involve certain risks and uncertainties, many of which are beyond our control or are subject to change. Although we believe our assumptions are reasonable, they could be inaccurate. Our actual future revenues and income could differ materially from our expected results. We have no obligation to publicly update or revise any forward-looking statements.

Among the risks and uncertainties which may affect our future operations, strategies, financial results or other developments are those risks described in our latest Annual Report on Form 10-K in Part I, Item 1A. These risks include the following:

- changes in capital markets that may affect our revenues and earnings;
- product development risk;
- risk of failure by a third-party service provider;

- data and cyber security risks;
- operational risks associated with the processing of investment transactions;
- systems and technology risks;
- poor investment performance of our mutual funds and other investment products;
- the affect on our earnings and cashflows from the performance of LSV Asset Management;
- third party pricing services for the valuation of securities invested in our investment products;
- the affect of extensive governmental regulation;
- litigation and regulatory examinations and investigations;
- consolidation within our target markets, including consolidations between banks and other financial institutions;
- third party approval of our investment products with advisors affiliated with independent broker-dealers or other networks;
- financial and non-financial covenants which may restrict our ability to manage liquidity needs;
- changes in, or interpretation of, accounting principles or tax rules and regulations;
- fluctuations in foreign currency exchange rates;
- fluctuations in interest rates affecting the value of our fixed-income investment securities; and
- retention of executive officers and senior management personnel.

Our principal, regulated wholly-owned subsidiaries are SEI Investments Distribution Co., or SIDCO, SEI Investments Management Corporation, or SIMC, SEI Private Trust Company, or SPTC, SEI Trust Company, or STC, and SEI Investments (Europe) Limited, or SIEL. SIDCO is a broker-dealer registered with the SEC under the Securities and Exchange Act of 1934 and is a member of the Financial Industry Regulatory Authority, Inc. (FINRA). SIMC is an investment advisor registered with the SEC under the Investment Advisers Act of 1940 and with the Commodity Futures Trading Commission (CFTC) under the Commodity Futures Exchange Act. SPTC is a limited purpose federal thrift chartered and regulated by the Office of the Comptroller of the Currency. STC is a Pennsylvania trust company, regulated by the Pennsylvania Department of Banking and Securities. SIEL is an investment manager and financial institution subject to regulation by the Financial Conduct Authority of the United Kingdom. In addition, various SEI subsidiaries are subject to the jurisdiction of regulatory authorities in Canada, the Republic of Ireland and other foreign countries. The Company has a minority ownership interest in LSV, which is also an investment advisor registered with the SEC.

The Company, its regulated subsidiaries, their regulated services and solutions and their customers are all subject to extensive legislation, regulation and supervision that recently has been subject to, and continues to experience, significant change and increased regulatory activity. These changes and regulatory activities could have a material adverse affect on us and our clients.

The various governmental agencies and self-regulatory authorities that regulate or supervise the Company and various of its subsidiaries have broad administrative powers. In the event of a failure to comply with laws, regulations and requirements of these agencies and authorities, the possible sanctions that may be imposed include the suspension of individual employees, limitations on our ability to engage in business for specified periods of time, the revocation of applicable registration as a broker-dealer, investment advisor or other regulated entity, and, as the case may be, censures and fines. Additionally, certain securities and banking laws applicable to us and our subsidiaries provide for certain private rights of action that could give rise to civil litigation. Any litigation could have significant financial and non-financial consequences including monetary judgments and the requirement to take action or limit activities that could ultimately affect our business.

Governmental scrutiny from regulators, legislative bodies and law enforcement agencies with respect to matters relating to our regulated subsidiaries and their activities, services and solutions, our business practices, our past actions and other matters has increased dramatically in the past several years. Responding to these examinations, investigations, actions and lawsuits, regardless of the ultimate outcome of the proceeding, is time consuming and expensive and can divert the time and effort of our senior management from our business. Penalties and fines sought by regulatory authorities have increased substantially over the last several years, and certain regulators have been more likely in recent years to commence enforcement actions or to advance or support legislation targeted at the financial services industry. Governmental scrutiny and legal and enforcement proceedings can also have a negative impact on our reputation and on the morale and performance of our employees, which could adversely affect our businesses and results of operations.

We are subject to the USA PATRIOT Act of 2001, which contains anti-money laundering and financial transparency laws and requires implementation of regulations applicable to financial services companies, including standards for verifying client identification and monitoring client transactions and detecting and reporting suspicious activities. Anti-money laundering laws outside the United States contain similar requirements. We offer investment and banking solutions that also are subject to regulation by the federal and state securities and banking authorities, as well as foreign regulatory authorities, where applicable. Existing or future regulations that affect these solutions could lead to a reduction in sales of these solutions or require modifications of these solutions.

Compliance with existing and future regulations and responding to and complying with recent increased regulatory activity affecting broker-dealers, investment advisors, investment companies, financial institutions and their service providers could have a significant impact on us. We periodically undergo regulatory examinations and respond to regulatory inquiries and document requests. In addition, recent legislative activity in the United States (including the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and attendant rule making activities) and in other jurisdictions (including the European Union, the United Kingdom and the Republic of Ireland) have made and continue to make, extensive changes to the laws regulating financial services firms. As a result of these examinations, inquiries and requests, as a result of increased civil litigation activity, and as a result of these new laws and regulations, we engage legal counsel, review our compliance procedures, solution and service offerings, and business operations, and make changes as we deem necessary. These additional activities and required changes may result in increased expense or may reduce revenues.

Our bank clients are subject to supervision by federal and state banking authorities concerning the manner in which such clients purchase and receive our products and services. Our plan sponsor clients and our subsidiaries providing services to those clients are subject to supervision by the Department of Labor and compliance with employee benefit regulations. Investment advisor and broker-dealer clients are regulated by the SEC, state securities authorities, or FINRA. Existing or future regulations applicable to our clients may affect our clients' purchase of our products and services.

In addition, see the discussion of governmental regulations in Item 1A "Risk Factors" in our latest Annual Report on Form 10-K for a description of the risks that proposed regulatory changes may present for our business.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Information required by this item is set forth under the captions "Our revenues and earnings are affected by changes in capital markets" and "Changes in interest rates may affect the value of our fixed-income investment securities" in Item 1A "Risk Factors" and under the caption "Sensitivity of our revenues and earnings to capital market fluctuations" in Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the year ended December 31, 2015. There have been no material changes to this information as it is disclosed in our Annual Report on Form 10-K for 2015.

Item 4. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by this report are effective in ensuring that information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Act is accumulated and communicated to the issuer's management including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. A controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls systems are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

(b) Change in Internal Control over Financial Reporting

No change in our internal control over financial reporting occurred during the quarter ended September 30, 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

SEI has been named in six lawsuits filed in Louisiana. Five lawsuits were filed in the 19th Judicial District Court for the Parish of East Baton Rouge. One of the five actions purports to set forth claims on behalf of a class and also names SPTC as a defendant. Two of the other actions also name SPTC as a defendant. All five actions name various defendants in addition to SEI, and, in all five actions, the plaintiffs purport to bring a cause of action against SEI and/or SPTC under the Louisiana Securities Act. Two of the five actions include claims for violations of the Louisiana Racketeering Act and possibly conspiracy. In addition, another group of plaintiffs filed a lawsuit in the 23rd Judicial District Court for the Parish of Ascension against SEI and SPTC and other defendants, asserting claims of negligence, breach of contract, breach of fiduciary duty, violations of the uniform fiduciaries law, negligent misrepresentation, detrimental reliance, violations of the Louisiana Securities Act and Louisiana Racketeering Act, and conspiracy. The underlying allegations in all actions relate to the purported role of SPTC in providing back-office services to Stanford Trust Company. The petitions allege that SEI and SPTC aided and abetted or otherwise participated in the sale of “certificates of deposit” issued by Stanford International Bank.

The case filed in Ascension Parish was removed to federal court and transferred by the Judicial Panel on Multidistrict Litigation to the United States District Court for the Northern District of Texas. The schedule for responding to that petition has not yet been established.

The plaintiffs in two of the cases filed in East Baton Rouge have granted SEI and SPTC an indefinite extension to respond to the petitions.

In a third East Baton Rouge action, brought as a class action, SEI and SPTC filed exceptions, which the Court granted in part, dismissing the claims under the Louisiana Unfair Trade Practices Act. Plaintiffs then filed a motion for class certification, and SEI and SPTC also filed a motion for summary judgment. The Court deferred the motion for summary judgment, stating that the motion would not be set for hearing until after the hearing on class certification. After the Court held a hearing on class certification, it certified a class composed of persons who purchased or renewed any Stanford International Bank certificates of deposit (SIB CDs) in Louisiana between January 1, 2007 and February 13, 2009 or any person for whom the Stanford Trust Company purchased SIB CDs in Louisiana between January 1, 2007 and February 13, 2009. SEI and SPTC filed motions for appeal from the class certification judgments. On February 1, 2013, plaintiffs filed a motion for Leave to File a First Amended and Restated Class Action Petition in which they asked the Court to allow them to amend the petition and add claims against certain of SEI's insurance carriers. On February 5, 2013, the Court granted two of the motions for appeal and the motion for leave to amend. On February 28, 2013, SEI responded to the First Amended and Restated Class Action Petition by seeking dismissal of the action. On March 11, 2013, the newly-added insurance carrier defendants removed the case to the Middle District of Louisiana. SEI notified the Judicial Panel on Multidistrict Litigation (MDL) of this case as a potential tag-along action. Plaintiffs filed a motion to remand the action to state court. On March 25, 2013, SEI filed a motion requesting that the federal court decline to adopt the state court's order regarding class certification, which the court dismissed without prejudice to renew upon a determination of the jurisdictional issue. On August 7, 2013, the MDL Panel transferred the matter against SEI to the Northern District of Texas. On October 1, 2014, SEI filed a renewed motion to dismiss in the Northern District of Texas, and on October 6, 2014, the District Court denied plaintiffs’ motion to remand. On June 17, 2015, the Court denied the motion to dismiss, and on June 24, 2015 set a briefing schedule for SEI and SPTC’s motion challenging the Louisiana court’s decision to certify a class, which motion was filed on July 15, 2015. SEI and SPTC filed their answer on July 1, 2015, and this case is now pending in the Northern District of Texas. On July 15, 2015, SEI and SPTC also filed motions seeking reconsideration of the District Court’s June 17 denial of the motion to dismiss or, in the alternative, seeking leave to pursue an interlocutory appeal of certain elements of the denial, as well as a motion seeking partial judgment on the pleadings pursuant to Federal Rule of Civil Procedure 12(c) with respect to claims brought under Section 712(D) of the Louisiana Securities Law. On September 22, 2015, the District Court granted SEI and SPTC’s motion for reconsideration of the June 17 denial of the motion to dismiss and dismissed plaintiffs’ claims under Section 714(A) of the Louisiana Securities Law, but declined to dismiss, or certify for interlocutory appeal, plaintiffs’ claims under Section 714(B) of the Louisiana Securities Law. On

November 4, 2015, the District Court granted SEI and SPTC's motion to dismiss plaintiffs' claims under Section 712(D) of the Louisiana Securities Law. Consequently, the only claims of plaintiffs still pending before the District Court are plaintiffs' claims for secondary liability against SEI and SPTC under Section 714(B) of the Louisiana Securities Law. On May 2, 2016, the District Court certified the class as being "all persons for whom Stanford Trust Company purchased or renewed Stanford Investment Bank Limited certificates of deposit in Louisiana between January 1, 2007 and February 13, 2009". SEI has asked the Court to clarify the class definition because the one remaining claim in the action - secondary liability under the Louisiana Securities Law -requires proof that Stanford Trust Company sold or offered to sell securities.

In the two other cases filed in East Baton Rouge, brought by the same counsel who filed the class action, virtually all of the litigation to date has involved motions practice and appellate litigation regarding the existence of federal subjection matter jurisdiction under the federal Securities Litigation Uniform Standards Act (SLUSA). After the matter was removed to the United States District Court for the Northern District of Texas, that court dismissed the action under SLUSA. The Court of Appeals for the Fifth Circuit reversed that order, and the Supreme Court of the United States affirmed the Court of Appeals judgment on February 26, 2014. The matter was remanded to state court and no material activity has taken place since that date.

While the outcome of this litigation is uncertain given its early phase, SEI and SPTC believe that they have valid defenses to plaintiffs' claims and intend to defend the lawsuits vigorously. Because of the uncertainty of the make-up of the classes, the specific theories of liability that may survive a motion for summary judgment or other dispositive motion, the lack of discovery regarding damages, causation, mitigation and other aspects that may ultimately bear upon loss, the Company is not reasonably able to provide an estimate of loss, if any, with respect to the foregoing lawsuits.

A lawsuit entitled Steven Curd and Rebel Curd v. SEI Investments Management Corporation was filed against SIMC in the United States District Court for the Eastern District of Pennsylvania on December 11, 2013. On August 28, 2014, the Court granted SIMC’s motion to dismiss the initial complaint in the lawsuit, but also granted plaintiffs leave to amend the complaint.

On October 2, 2014, plaintiffs filed an amended complaint. In the amended complaint, SEI Investments Global Funds Services (SGFS) was added as a defendant. The plaintiffs bring the case as a shareholder derivative action against SIMC and SGFS on behalf of certain SEI funds. The claims are based on Section 36(b) of the Investment Company Act of 1940, as amended, which allows shareholders of a mutual fund to sue the investment adviser of the fund or its affiliates for an alleged breach of fiduciary duty with respect to compensation received by the adviser or its affiliates. The plaintiffs have brought the suit against SIMC and SGFS with respect to five specific SEI Funds: the High Yield Bond, Tax-Managed Large Cap, and Tax-Managed Small/Mid Cap Funds, each of which is a series of the SEI Institutional Managed Trust, the Intermediate Term Municipal Fund, which is a series of the SEI Tax Exempt Trust, and the International Equity Fund, which is a series of the SEI Institutional International Trust (the SEI Funds). The plaintiffs seek: (1) damages for the SEI Funds in the amount of the alleged “excessive” fees earned by SIMC and SGFS beginning from the one year period prior to the filing of the lawsuit, plus interest, costs, and fees; (2) orders declaring that SIMC and SGFS allegedly violated Section 36(b) and enjoining SIMC and SGFS from further alleged violations; and (3) rescission of SIMC’s and SGFS’s contracts with the funds, and restitution of all allegedly excessive fees paid beginning from the one year period prior to the filing of the lawsuit, plus interest, costs, and fees. On November 24, 2014, SIMC and SGFS filed a motion to dismiss the amended complaint. On July 13, 2015, the Court denied the motion to dismiss with respect to SIMC, and granted the motion to dismiss with respect to SGFS. On September 18, 2015, plaintiffs filed a second amended complaint reinstating SGFS as a defendant in the case. The parties are currently engaged in discovery, which is expected to be completed in early 2017. While the outcome of this litigation is uncertain given its early phase, SIMC and SGFS believe that they have valid defenses to plaintiffs' claims and intend to defend the lawsuit vigorously, and SIMC and SGFS are not reasonably able to provide an estimate of the ultimate loss, if any, with respect to this lawsuit.

On November 26, 2014, a Writ of Summons was issued to two of our subsidiaries, SEI Investments - Global Fund Services Limited (GFSL) and SEI Investments - Trustee & Custodial Services (Ireland) Limited (T&C), to appear before the Court of First Instance Antwerp, Belgium. The plaintiffs in this case allege that through their initial investments in collective investment funds domiciled in Netherlands and subsequent transfer of claim rights to a Belgium domiciled partnership, they are beneficial owners of a portfolio of life settlement policies (the Portfolio) which lapsed due to a failure to make premium payments. The plaintiffs seek to recover jointly and severally from nine defendants including GFSL and T&C, damages of approximately $84 million. GFSL and T&C’s involvement in the litigation appears to arise out of their historical provision of administration and custody services, respectively, to the Strategic Life Settlement Fund PLC, who, together with its managers, appear to be the principal defendants in this claim. On December 4, 2015, the Belgium Court dismissed plaintiff's claims for a lack of jurisdiction. On December 22, 2015, the plaintiffs appealed the dismissal.

While the outcome of this action is uncertain given its early phase and the lack of specific theories of liability asserted against GFSL and T&C, each of GFSL and T&C believe that they have valid defenses to plaintiffs' claims and intend to defend the lawsuit vigorously, and GFSL and T&C are not reasonably able to provide an estimate of the ultimate loss, if any, with respect to this lawsuit.

Item 1A. Risk Factors.

Information regarding risk factors appears in Part I – Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2015. There have been no material changes in our risk factors from those disclosed in our Annual Report on Form 10-K for 2015.

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

(e) Our Board of Directors has authorized the repurchase of up to $3.078 billion worth of our common stock through multiple authorizations. Currently, there is no expiration date for our common stock repurchase program.
Information regarding the repurchase of common stock during the three months ended September 30, 2016 is as follows:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program
July 2016	75,000	$ 45.47	75,000	$ 155,598,000
August 2016	656,000	46.12	656,000	125,369,000
September 2016	875,000	45.48	875,000	85,575,000
Total	1,606,000	45.74	1,606,000	

Item 6. Exhibits.

The following is a list of exhibits filed as part of the Form 10-Q.

31.1	Rule 13a-15(e)/15d-15(e) Certification of Chief Executive Officer.
31.2	Rule 13a-15(e)/15d-15(e) Certification of Chief Financial Officer.
32	Section 1350 Certifications.
99.1	Press release dated October 20, 2016 of SEI Investments Company related to the Company's financial and operating results for the third quarter ended September 30, 2016.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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.

		SEI INVESTMENTS COMPANY	
Date:	October 21, 2016	By:	/s/ Dennis J. McGonigle Dennis J. McGonigle Chief Financial Officer