

SOTHEBYS  
Form 10-Q  
November 07, 2016

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

FORM 10-Q

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

For the Quarterly Period Ended September 30, 2016  
Commission File Number 1-9750  
(Exact name of registrant as specified in its charter)

Delaware 38-2478409  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

1334 York Avenue 10021  
New York, New York  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code: (212)  
606-7000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (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 Act). Yes  No

As of October 31, 2016, there were 52,967,115 outstanding shares of Common Stock, par value \$0.01 per share, of the registrant.



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## PART I: FINANCIAL INFORMATION

## ITEM 1: FINANCIAL STATEMENTS

## SOTHEBY'S

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(UNAUDITED)

(Thousands of dollars, except per share data)

	Three Months Ended		Nine Months Ended	
	September 30,	September 30,	September 30,	September 30,
	2016	2015	2016	2015
<b>Revenues:</b>				
Agency commissions and fees	\$51,285	\$ 69,222	\$406,114	\$ 507,481
Inventory sales	24,359	53,226	36,434	73,214
Finance	11,138	12,933	40,643	37,590
Other	4,710	2,611	13,497	7,388
Total revenues	91,492	137,992	496,688	625,673
<b>Expenses:</b>				
Agency direct costs	5,142	8,156	45,924	52,725
Cost of inventory sales	29,616	43,678	47,735	72,380
Cost of finance revenues	4,433	4,282	12,980	11,544
Marketing	4,099	3,767	13,520	12,575
Salaries and related	70,471	56,897	213,869	228,009
General and administrative	39,355	38,124	115,940	117,584
Depreciation and amortization	5,426	4,881	16,214	14,444
Voluntary separation incentive programs (net) (see Note 17)	(176 )	—	(714 )	—
CEO separation and transition costs (see Note 18)	—	—	—	4,232
Restructuring charges (net) (see Note 19)	—	(86 )	—	(975 )
Total expenses	158,366	159,699	465,468	512,518
Operating (loss) income	(66,874 )	(21,707 )	31,220	113,155
Interest income	295	479	966	1,238
Interest expense	(7,549 )	(7,438 )	(22,733 )	(25,173 )
Other income (expense)	633	(2,116 )	1,054	(3,830 )
(Loss) income before taxes	(73,495 )	(30,782 )	10,507	85,390
Income tax (benefit) expense	(17,775 )	(10,078 )	3,794	36,635
Equity in earnings of investees	1,220	2,827	1,807	5,953
Net (loss) income	(54,500 )	(17,877 )	8,520	54,708
Less: Net (loss) income attributable to noncontrolling interest	(30 )	17	(90 )	(172 )
Net (loss) income attributable to Sotheby's	\$(54,470)	\$( 17,894 )	\$ 8,610	\$ 54,880
Basic (loss) earnings per share - Sotheby's common shareholders	\$(0.99 )	\$( 0.26 )	\$ 0.15	\$ 0.79
Diluted (loss) earnings per share - Sotheby's common shareholders	\$(0.99 )	\$( 0.26 )	\$ 0.14	\$ 0.79
Weighted average basic shares outstanding	55,013	67,946	58,379	68,789
Weighted average diluted shares outstanding	55,013	67,946	58,975	69,358
Cash dividends declared per common share	\$—	\$ 0.10	\$—	\$ 0.30

See accompanying Notes to Condensed Consolidated Financial Statements

SOTHEBY'S  
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME  
 (UNAUDITED)  
 (Thousands of dollars)

	Three Months Ended		Nine Months Ended	
	September 30,	September 30,	September 30,	September 30,
	2016	2015	2016	2015
Net (loss) income	\$(54,500)	\$ (17,877 )	\$ 8,520	\$ 54,708
Other comprehensive income (loss):				
Foreign currency translation adjustments, net of tax of (\$4,946), (\$1,748), (\$7,691), and (\$1,369)	(4,541 )	(10,708 )	(22,627 )	(12,424 )
Unrealized gains (net) from net investment hedges, net of tax of \$2,817, \$0, \$6,694, \$0	4,323	—	10,096	—
Unrealized gains (losses) from cash flow hedges, net of tax of \$710, (\$4,019), (\$3,550), and (\$4,019)	1,148	(6,420 )	(5,727 )	(6,420 )
Realized losses from cash flow hedges, net of tax of \$119, \$219, \$391, and \$219	192	350	631	350
Net unrecognized gains from defined benefit pension plan, net of tax of \$0, \$0, (\$81), and \$0	—	—	81	—
Amortization of net actuarial losses and prior service costs related to defined benefit pension plan, net of tax of \$0, \$220, \$0, and \$652	—	878	—	2,603
Total other comprehensive income (loss)	1,122	(15,900 )	(17,546 )	(15,891 )
Comprehensive (loss) income	(53,378 )	(33,777 )	(9,026 )	38,817
Less: Comprehensive (loss) income attributable to noncontrolling interest	(30 )	17	(90 )	(172 )
Comprehensive (loss) income attributable to Sotheby's	\$(53,348)	\$ (33,794 )	\$ (8,936)	\$ 38,989

See accompanying Notes to Condensed Consolidated Financial Statements

SOTHEBY'S  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(UNAUDITED)  
(Thousands of dollars)

	September 30, 2016	December 31, 2015	September 30, 2015
<b>A S S E T S</b>			
Current assets:			
Cash and cash equivalents	\$ 405,847	\$ 848,697	\$ 602,051
Restricted cash	6,900	29,568	2,681
Accounts receivable, net of allowance for doubtful accounts of \$7,834, \$8,587, and \$7,790	441,457	875,265	244,319
Notes receivable, net of allowance for credit losses of \$1,302, \$1,458, and \$1,429	72,713	101,441	88,216
Inventory	179,564	215,020	218,273
Income tax receivables	16,790	5,819	34,458
Deferred income taxes (see Note 1)	—	—	17,256
Prepaid expenses and other current assets	65,866	33,929	60,592
Total Current Assets	1,189,137	2,109,739	1,267,846
Notes receivable	601,170	611,899	700,739
Fixed assets, net of accumulated depreciation and amortization of \$209,212, \$203,487, and \$201,367	347,235	354,494	355,286
Goodwill	47,833	13,621	13,749
Intangible assets, net	13,914	324	324
Income tax receivable	872	3,178	2,617
Deferred income taxes (see Note 1)	6,982	7,916	21,623
Other long-term assets (see Notes 1 and 12)	150,538	162,142	133,868
Total assets	\$ 2,357,681	\$ 3,263,313	\$ 2,496,052
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
Current liabilities:			
Client payables	\$ 389,287	\$ 692,606	\$ 253,537
Related party client payables (see Note 24)	882	285,418	—
Accounts payable and accrued liabilities	94,374	88,894	89,500
Accrued salaries and related costs	57,965	103,155	60,375
Current portion of York Property Mortgage, net (see Note 1)	6,546	6,292	6,213
Accrued income taxes	9,887	11,095	24,330
Deferred income taxes (see Note 1)	—	—	359
Other current liabilities	46,403	9,113	11,807
Total current liabilities	605,344	1,196,573	446,121
Credit facility borrowings	553,000	541,500	579,500
Long-term debt, net (see Note 1)	600,485	604,961	606,480
Accrued income taxes	17,519	18,529	17,817
Deferred income taxes	18,399	40,424	1,448
Other long-term liabilities (see Note 12)	47,792	54,622	57,173
Total liabilities	1,842,539	2,456,609	1,708,539
Commitments and contingencies (see Note 10)			
Shareholders' equity:			
Common Stock, \$0.01 par value	703	700	700

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Authorized shares — 200,000,000			
Issued shares — 70,373,836; 70,054,948; and 70,054,948			
Outstanding shares — 55,017,175; 65,791,119; and 66,829,399			
Additional paid-in capital	439,250	435,696	400,105
Treasury stock shares, at cost: 15,356,661; 4,263,829; and 3,225,549	(436,084	) (150,000	) (125,000
Retained earnings	594,845	586,235	604,008
Accumulated other comprehensive loss	(83,750	) (66,204	) (92,657
Total shareholders' equity	514,964	806,427	787,156
Noncontrolling interest	178	277	357
Total equity	515,142	806,704	787,513
Total liabilities and shareholders' equity	\$ 2,357,681	\$ 3,263,313	\$ 2,496,052
See accompanying Notes to Condensed Consolidated Financial Statements			

SOTHEBY'S  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)  
(Thousands of dollars)

	Nine Months Ended	
	September 30, 2016	September 30, 2015
Operating Activities:		
Net income attributable to Sotheby's	\$8,610	\$ 54,880
Adjustments to reconcile net income attributable to Sotheby's to net cash used by operating activities:		
Depreciation and amortization	16,214	14,444
Deferred income tax (benefit) expense	(16,944 )	13,834
Share-based payments	10,048	23,357
Net pension (benefit) cost	(5,025 )	1,183
Inventory writedowns and bad debt provisions	11,712	15,482
Amortization of debt discount and issuance costs (see Note 1)	1,205	2,743
Excess tax benefits from share-based payments	—	(1,056 )
Equity in earnings of investees	(1,807 )	(5,953 )
Other	563	(129 )
Changes in assets and liabilities:		
Accounts receivable	441,122	626,705
Client payables	(284,180 )	(714,904 )
Related party client payables (see Note 24)	(284,536 )	—
Inventory	20,620	(16,287 )
Changes in other operating assets and liabilities (see Note 13)	(17,452 )	(110,951 )
Net cash used by operating activities	(99,850 )	(96,652 )
Investing Activities:		
Funding of notes receivable	(216,601 )	(289,038 )
Collections of notes receivable	232,027	231,936
Capital expenditures	(16,475 )	(6,790 )
Acquisitions, net of cash acquired (see Notes 6 and 7)	(51,844 )	—
Settlement of net investment hedges (see Note 20)	(3,308 )	—
Funding of investments	(2,200 )	(30,725 )
Distributions from investees	1,925	3,515
Proceeds from the sale of equity investment	250	225
Decrease in restricted cash	26,771	28,119
Net cash used by investing activities	(29,455 )	(62,758 )
Financing Activities:		
Debt issuance and other borrowing costs	(155 )	(9,614 )
Proceeds from credit facility borrowings	102,500	172,500
Repayments of credit facility borrowings	(91,000 )	(38,000 )
Proceeds from refinancing of York Property Mortgage	—	325,000
Repayments of York Property Mortgage	(5,428 )	(221,645 )
Increase in restricted cash related to York Property Mortgage (see Note 8)	(3,601 )	—
Repurchases of Common Stock	(286,084 )	(100,000 )
Purchase of forward contract indexed to Sotheby's common stock	—	(25,000 )
Dividends paid	(1,743 )	(23,163 )



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Excess tax benefits from share-based payments	—	1,056
Funding of employee tax obligations upon the vesting of share-based payments	(5,779 )	(8,925 )
Net cash (used) provided by financing activities	(291,290 )	72,209 )
Effect of exchange rate changes on cash and cash equivalents	(22,255 )	(4,577 )
Decrease in cash and cash equivalents	(442,850 )	(91,778 )
Cash and cash equivalents at beginning of period	848,697	693,829
Cash and cash equivalents at end of period	\$405,847	\$ 602,051

Supplemental information on non-cash investing and financing activities:

See Note 5 for information regarding non-cash transfers between Accounts Receivable (net) and Notes Receivable (net).

See accompanying Notes to Condensed Consolidated Financial Statements

SOTHEBY'S  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

1. Basis of Presentation

**Accounting Principles**—The unaudited Condensed Consolidated Financial Statements included herein have been prepared by the management of Sotheby's (or the "Company") in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted from this report, as is permitted by such rules and regulations. In the opinion of management, the unaudited Condensed Consolidated Financial Statements reflect all adjustments of a normal recurring nature that are necessary for a fair presentation of the results for the interim periods presented. Interim results are not necessarily indicative of results for a full year (see Note 2). Management urges you to read these Condensed Consolidated Financial Statements in conjunction with the information included in Sotheby's 2015 Form 10-K filed with the SEC on February 26, 2016.

**Principles of Consolidation**—The unaudited Condensed Consolidated Financial Statements include the accounts of Sotheby's wholly-owned subsidiaries and Sotheby's (Beijing) Auction Co., Ltd. ("Sotheby's Beijing"), a joint venture formed in 2012 in which Sotheby's has a controlling 80% ownership interest. The net (loss) income attributable to the minority owner of Sotheby's Beijing is reported as "Net (Loss) Income Attributable to Noncontrolling Interest" in the Condensed Consolidated Statements of Operations and the non-controlling 20% ownership interest is reported as "Noncontrolling Interest" within the Equity section of the Condensed Consolidated Balance Sheets. Intercompany transactions and balances among Sotheby's subsidiaries have been eliminated.

Equity investments through which Sotheby's exercises significant influence over the investee, but does not control, are accounted for using the equity method. Under the equity method, Sotheby's share of investee earnings is recorded within Equity in Earnings of Investees in the Condensed Consolidated Statements of Operations. Sotheby's interest in the net assets of its investees is recorded within Equity Method Investments on the Condensed Consolidated Balance Sheets. Sotheby's equity method investees include Acquavella Modern Art, a partnership through which a collection of fine art is being sold, and RM Sotheby's (formerly RM Auctions), an auction house for investment-quality automobiles. Sotheby's acquired a 25% ownership interest in RM Auctions on February 18, 2015 for \$30.7 million. For the three months ended September 30, 2016 and 2015, Sotheby's results include \$0.5 million and \$2.3 million, respectively, of equity earnings related to RM Sotheby's. For nine months ended September 30, 2016 and 2015, Sotheby's results include \$0.5 million and \$4 million, respectively, of equity earnings related to RM Sotheby's.

**Estimates and Assumptions**—The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Adoption of Recently Issued Accounting Standards**—In November 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-17, Balance Sheet Classification of Deferred Taxes, which requires entities to present deferred tax assets and liabilities as non-current in a classified balance sheet, instead of separating them into current and non-current amounts. ASU 2015-17 is effective for financial statements issued for annual periods beginning after December 15, 2016, with adoption permitted in any intervening interim or annual period. Sotheby's early adopted ASU 2015-17 as of December 31, 2015 on a prospective basis. Accordingly, prior period information presented in this report has not been adjusted to reflect the updated presentation of deferred tax assets and liabilities.

In April 2015, the FASB issued ASU 2015-03, Simplifying the Presentation of Debt Issuance Costs, and in August 2015 issued ASU 2015-15, Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements. These standards require unamortized debt issuance costs to be included as a direct deduction from the related debt liability on the balance sheet, but permit companies to continue to record unamortized debt issuance costs related to revolving credit facility arrangements as assets. Under previous guidance, all unamortized debt issuance costs were reported as assets on the balance sheet. Sotheby's adopted and applied ASU 2015-03 on a retrospective basis on its January 1, 2016 effective date. As permitted by ASU 2015-15, Sotheby's will continue to present debt issuance costs related to revolving credit facility arrangements as an asset on its balance sheet, regardless of whether there are any outstanding borrowings under the arrangement. The following tables summarize the effect of adopting ASU 2015-03 on Sotheby's previously issued financial statements (in thousands of dollars):

		As of December 31, 2015		
		As	ASU	As
Condensed Consolidated Balance Sheets:	Previously	2015-03		Adjusted
	Reported	Adjustments		
Other long-term assets (see Note 12)	\$172,958	\$ (10,816 )		\$162,142
York Property Mortgage, current	\$7,302	\$ (1,010 )		\$6,292
Long-term debt, net	\$614,767	\$ (9,806 )		\$604,961
		As of September 30, 2015		
		As	ASU	As
Condensed Consolidated Balance Sheets:	Previously	2015-03		Adjusted
	Reported	Adjustments		
Other long-term assets (see Note 12)	\$145,040	\$ (11,172 )		\$133,868
York Property Mortgage, current	\$7,223	\$ (1,010 )		\$6,213
Long-term debt, net	\$616,642	\$ (10,162 )		\$606,480
		Nine Months Ended September 30, 2015		
		As	ASU	As
Condensed Consolidated Statements of Cash Flows:	Previously	2015-03		Adjusted
	Reported	Adjustments		
Operating Activities:				
Adjustments to reconcile net income attributable to Sotheby's to net cash used by operating activities:				
Amortization of debt discount and issuance costs	\$1,782	\$ 961		\$2,743
Changes in assets and liabilities:				
Other operating assets and liabilities (see Note 13)	\$(109,990)	\$ (961 )		\$(110,951)
Net cash used by operating activities	\$(96,652 )	\$ —		\$(96,652 )

## 2. Seasonality of Business

The global art auction market has two principal selling seasons, which generally occur in the second and fourth quarters of the year. In the aggregate, second and fourth quarter Net Auction Sales<sup>1</sup> represented 78% and 79% of total Net Auction Sales in 2015 and 2014, respectively, with auction commission revenues comprising approximately 75% and 81%, respectively, of Sotheby's total revenues in those years. Accordingly, Sotheby's financial results are seasonal, with peak revenues and operating income generally occurring in the second and fourth quarters. Consequently, first and third quarter results have historically reflected lower revenues when compared to the second and fourth quarters and, typically, a net loss due to the fixed nature of many of Sotheby's operating expenses.

<sup>1</sup> Net Auction Sales represents the hammer (sale) price of property sold at auction.



### 3. (Loss) Earnings Per Share

Basic (loss) earnings per share—Basic (loss) earnings per share attributable to Sotheby's common shareholders is computed under the two-class method using the weighted average number of common shares outstanding during the period. The two-class method requires that the amount of net income attributable to participating securities be deducted from consolidated net income in the computation of basic earnings per share. In periods with a net loss, the net loss attributable to participating securities is not deducted from consolidated net loss in the computation of basic loss per share as the impact would be anti-dilutive. Sotheby's participating securities include unvested restricted stock units and unvested restricted stock shares held by employees, both of which have non-forfeitable rights to dividends. See Note 16 for information on Sotheby's share-based payment programs.

Diluted (loss) earnings per share—Diluted (loss) earnings per share attributable to Sotheby's common shareholders is computed in a similar manner to basic earnings per share under the two-class method, using the weighted average number of common shares outstanding during the period and, if dilutive, the weighted average number of potential common shares outstanding during the period. Sotheby's potential common shares include unvested performance share units held by employees, incremental common shares issuable upon the exercise of employee stock options, and deferred stock units held by members of the Board of Directors. See Note 16 for information on Sotheby's share-based payment programs.

For the three months ended September 30, 2016 and 2015, 2.5 million and 2.1 million potential common shares related to share-based payment awards were excluded from the computation of diluted loss per share because their inclusion in the computation would be anti-dilutive in a loss period. For the nine months ended September 30, 2016 and 2015, 1.1 million and 1 million potential common shares related to unvested performance share units were excluded from the computation of diluted earnings per share because the financial performance or stock price targets inherent in such awards were not achieved as of the balance sheet date.

The table below summarizes the computation of basic and diluted (loss) earnings per share for the three and nine months ended September 30, 2016 and 2015 (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
<b>Basic:</b>				
Numerator:				
Net (loss) income attributable to Sotheby's	\$(54,470)	\$(17,894)	\$8,610	\$54,880
Less: Net income attributable to participating securities	—	—	115	414
Net (loss) income attributable to Sotheby's common shareholders	\$(54,470)	\$(17,894)	\$8,495	\$54,466
Denominator:				
Weighted average basic shares outstanding	55,013	67,946	58,379	68,789
Basic (loss) earnings per share - Sotheby's common shareholders	\$(0.99 )	\$(0.26 )	\$0.15	\$0.79
<b>Diluted:</b>				
Numerator:				
Net (loss) income attributable to Sotheby's	\$(54,470)	\$(17,894)	\$8,610	\$54,880
Less: Net income attributable to participating securities	—	—	115	414
Net (loss) income attributable to Sotheby's common shareholders	\$(54,470)	\$(17,894)	\$8,495	\$54,466
Denominator:				
Weighted average common shares outstanding	55,013	67,946	58,379	68,789
Weighted average effect of Sotheby's dilutive potential common shares:				
Performance share units	—	—	433	386
Deferred stock units	—	—	150	163
Stock options	—	—	13	20
Weighted average dilutive potential common shares outstanding	—	—	596	569
Weighted average diluted shares outstanding	55,013	67,946	58,975	69,358
Diluted (loss) earnings per share - Sotheby's common shareholders	\$(0.99 )	\$(0.26 )	\$0.14	\$0.79

The decrease in weighted average basic and diluted shares outstanding between the two reporting periods is due to Common Stock repurchases executed during the twelve month period ended September 30, 2016. See Note 15 for additional information on Sotheby's share repurchase program.

#### 4. Segment Reporting

Sotheby's is a global art business whose operations are organized under two segments—the Agency segment and the Finance segment, which does business as and is referred to in this report as Sotheby's Financial Services (or "SFS"). The Agency segment earns commissions by matching buyers and sellers of authenticated fine art, decorative art, jewelry, wine, and collectibles (collectively, "art" or "works of art" or "artwork" or "property") through the auction or private sale process. To a much lesser extent, Agency segment activities also include the sale of artworks that are principally acquired as a consequence of the auction process, as well as the activities of RM Sotheby's, an equity investee that operates as an auction house for investment-quality automobiles. Sotheby's Financial Services earns interest income through art-related financing activities by making loans that are secured by works of art (see Note 5). On January 11, 2016, Sotheby's acquired certain entities comprising the business of Art Agency, Partners ("AAP"), a firm that provides a range of art-related services to art collectors. The purpose of this acquisition is to grow Sotheby's auction and private sale revenues (which are reflected within the Agency segment) by enhancing its relationships with art collectors and improving its position in the fine art market, particularly in Impressionist, Modern and Contemporary Art. Also, as a result of this acquisition, Sotheby's has added a new revenue stream by integrating AAP's art advisory business, which is classified within All Other for segment reporting purposes. See Note 6 for additional information related to the acquisition of AAP.

The table below presents Sotheby's revenues and (loss) income before taxes by segment for the three and nine months ended September 30, 2016 and 2015 (in thousands of dollars):

Three Months Ended September 30, 2016	Agency	SFS	All Other	Reconciling items (a)	Total
Revenues	\$74,095	\$13,150	\$6,259	\$(2,012)	\$91,492
Segment (loss) income before taxes	\$(77,455)	(c)\$7,087	\$(1,907)	(c)\$ (1,220)	(b)\$ (73,495)
Three Months Ended September 30, 2015					
Revenues	\$120,752	\$16,246	\$4,307	\$(3,313)	\$137,992
Segment (loss) income before taxes	\$(40,988)	\$10,366	\$2,667	\$(2,827)	(b)\$ (30,782)
Nine Months Ended September 30, 2016					
Revenues	\$436,928	\$46,182	\$19,117	\$(5,539)	\$496,688
Segment (loss) income before taxes	\$(17,031)	(c)\$28,027	\$1,318	(c)\$ (1,807)	(b)\$10,507
Nine Months Ended September 30, 2015					
Revenues	\$574,844	\$48,542	\$13,239	\$(10,952)	\$625,673
Segment income before taxes	\$65,639	\$31,356	\$8,081	\$(19,686)	(b)\$85,390

The reconciling items related to Revenues consist principally of amounts charged by SFS to the Agency segment, (a) including interest and facility fees related to certain loans made to Agency segment clients, as well as fees charged for term loan collateral sold at auction or privately through the Agency segment.

(b) The reconciling items related to segment income before taxes are detailed in the table below.

The (loss) income before taxes in the Agency segment for the three and nine months ended September 30, 2016 includes \$11.8 million and \$14.7 million, respectively, of compensation expense related to the earn-out (c) arrangement with the former principals of AAP. The (loss) income before taxes in the All Other segment for the three and nine months ended September 30, 2016 includes \$5.4 million and \$6.9 million, respectively, of compensation expense related to the earn-out arrangement with the former principals of AAP. See Note 6.

The table below presents a reconciliation of segment (loss) income before taxes to consolidated (loss) income before taxes for the three and nine months ended September 30, 2016 and 2015 (in thousands of dollars):

	Three Months Ended		Nine Months Ended	
	September 30, 2016	2015	September 30, 2016	2015
Agency	\$(77,455)	\$(40,988)	\$(17,031)	\$65,639
SFS	7,087	10,366	28,027	31,356
All Other	(1,907 )	2,667	1,318	8,081
Segment (loss) income before taxes	(72,275 )	(27,955 )	12,314	105,076
Reconciling items:				
CEO separation and transition costs (see Note 18)	—	—	—	(4,232 )
Leadership transition severance costs (a)	—	—	—	(9,501 )
Equity in earnings of investees (b):				
RM Sotheby's	(478 )	(2,294 )	(528 )	(3,989 )
Acquavella Modern Art	(742 )	(533 )	(1,279 )	(1,964 )
Total equity in earnings of investees	(1,220 )	(2,827 )	(1,807 )	(5,953 )
(Loss) income before taxes	\$(73,495)	\$(30,782)	\$10,507	\$85,390

In the second quarter of 2015, in conjunction with its leadership transition, Sotheby's incurred severance costs of (a) \$9.5 million associated with the termination of the employment of certain Executive Officers, including its former Chief Operating Officer.

For segment reporting purposes, Sotheby's share of earnings related to its equity investees is included as part of segment (loss) income before taxes. However, such earnings are reported separately below (loss) income before (b) taxes in the Condensed Consolidated Statements of Operations. For the periods presented above, Agency segment results include equity earnings related to RM Sotheby's and All Other includes equity earnings related to Acquavella Modern Art.

The table below presents Sotheby's assets by segment, as well as a reconciliation of segment assets to consolidated assets as of September 30, 2016, December 31, 2015, and September 30, 2015 (in thousands of dollars):

	September 30, December 31, September 30,		
	2016	2015	2015
Agency	\$ 1,608,803	\$ 2,499,441	\$ 1,602,995
SFS	683,331	721,781	790,914
All Other	40,903	25,178	26,189
Total segment assets	2,333,037	3,246,400	2,420,098
Unallocated amounts:			
Deferred tax assets and income tax receivable	24,644	16,913	75,954
Consolidated assets	\$ 2,357,681	\$ 3,263,313	\$ 2,496,052

In April 2015, the FASB issued ASU 2015-03, Simplifying the Presentation of Debt Issuance Costs, and in August 2015 issued ASU 2015-15, Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements. These standards require unamortized debt issuance costs to be included as a direct deduction from the related debt liability on the balance sheet, but permit companies to continue to record unamortized debt issuance costs related to revolving credit facility arrangements as assets. Under previous guidance, all unamortized debt issuance costs were reported as assets on the balance sheet. Sotheby's adopted and applied ASU 2015-03 on a retrospective basis on its January 1, 2016 effective date. As permitted by ASU 2015-15, Sotheby's will continue to present debt issuance costs related to revolving credit facility arrangements as an asset on its balance sheet, regardless of whether there are any outstanding borrowings under the arrangement. Prior period balances of Agency segment assets presented in the table above, which previously included unamortized debt issuance costs related to long-term debt, have been adjusted to conform to the current period presentation. See Note 1 for additional information on the effects of the retrospective adoption of ASU 2015-03.





## 5. Receivables

Accounts Receivable (Net)—Through its Agency segment, Sotheby's accepts property on consignment and matches sellers, also known as consignors, to buyers through the auction or private sale process. Following an auction or private sale, Sotheby's invoices the buyer for the purchase price of the property (including any commissions owed by the buyer), collects payment from the buyer, and remits to the consignor the net sale proceeds after deducting its commissions, expenses and applicable taxes and royalties.

Under Sotheby's standard auction payment terms, payments from buyers are due no more than 30 days from the sale date and payments to consignors are due 35 days from the sale date. For private sales, payment from the buyer is typically due on the sale date, with the net sale proceeds being due to the consignor shortly thereafter. Extended payment terms are sometimes provided to an auction or private sale buyer. For auctions, the extent to which extended payment terms are provided to buyers can vary considerably from selling season to selling season. Extended payment terms typically extend the payment due date to a date that is no longer than one year from the sale date. In limited circumstances, the payment due date may be extended to a date that is beyond one year from the sale date. When providing extended payment terms, Sotheby's attempts to match the timing of cash receipt from the buyer with the timing of payment to the consignor, but is not always successful in doing so. All extended payment term arrangements are approved by management under Sotheby's internal corporate governance policy.

In the limited circumstances when the payment due date is extended to a date that is beyond one year from the sale date, if the consignor does not provide Sotheby's matched payment terms (i.e., Sotheby's pays the consignor prior to receiving payment from the buyer), the receivable balance is reclassified from Accounts Receivable to Notes Receivable in the Condensed Consolidated Balance Sheets. As of September 30, 2016, December 31, 2015, and September 30, 2015, Notes Receivable within the Agency segment included \$10.2 million, \$24.3 million, and \$21.8 million, respectively, of such balances that have been reclassified from Accounts Receivable.

Under the standard terms and conditions of its auction and private sales, Sotheby's is not obligated to pay the consignor for property that has not been paid for by the buyer. If a buyer defaults on payment, the sale may be cancelled, and the property will be returned to the consignor. Alternatively, the consignor may reoffer the property at a future Sotheby's auction or negotiate a private sale with Sotheby's acting as its agent. In certain instances and subject to management approval under Sotheby's internal corporate governance policy, the consignor may be paid the net sale proceeds before payment is collected from the buyer and/or the buyer may be allowed to take possession of the property before making payment. In situations when the buyer takes possession of the property before making payment, Sotheby's is liable to the seller for the net sales proceeds whether or not the buyer makes payment. As of September 30, 2016, December 31, 2015, and September 30, 2015, Accounts Receivable (net) included \$138 million, \$165.2 million, and \$37.2 million, respectively, related to situations when Sotheby's paid the consignor all or a portion of the net sales proceeds before payment was collected from the buyer. As of September 30, 2016, December 31, 2015, and September 30, 2015, Accounts Receivable (net) also included \$13 million, \$93.1 million, and \$32.6 million, respectively, related to situations when the buyer was allowed to take possession of the property before making payment to Sotheby's.

Notes Receivable (Sotheby's Financial Services)—SFS provides certain collectors and art dealers with financing secured by works of art that Sotheby's primarily has in its possession or, on occasion, permits borrowers to possess. SFS generally makes two types of secured loans: (1) advances secured by consigned property where the borrowers are contractually committed, in the near term, to sell the property through Sotheby's Agency segment (a "consignor advance") and (2) general purpose term loans secured by property not presently intended for sale (a "term loan").

Consignor advances allow sellers to receive funds upon consignment for an auction or private sale that will typically occur up to one year in the future and normally have short-term maturities. Term loans allow Sotheby's to establish or enhance mutually beneficial relationships with borrowers and may generate future auction or private sale consignments and/or purchases. In certain situations, term loans are also made to refinance receivables generated by clients' auction and private sale purchases. Term loans normally have initial maturities of up to two years and typically carry a variable market rate of interest.

The lending activities of SFS are predominantly funded with borrowings drawn from a dedicated revolving credit facility. Cash balances are also used to fund a portion of the loans made by SFS. See Note 8 for information related to

the SFS Credit Facility.

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As of September 30, 2016, December 31, 2015, and September 30, 2015, Notes Receivable (net) consisted of the following secured loans issued by SFS (in thousands of dollars):

	September 30, 2016	December 31, 2015	September 30, 2015
Consignor advances	\$ 24,288	\$ 30,180	\$ 25,992
Term loans	630,864	652,078	733,481
Total	\$ 655,152	\$ 682,258	\$ 759,473

As of September 30, 2016, December 31, 2015, and September 30, 2015, the table above includes \$90.4 million, \$108.8 million, and \$112.6 million, respectively, of outstanding term loans issued by SFS to refinance client auction and private sale purchases. For the nine months ended September 30, 2016 and 2015, SFS issued \$11.7 million and \$44.6 million, respectively, of such loans. These loans are accounted for as non-cash transfers between Accounts Receivable (net) and Notes Receivable (net) and are, therefore, not reflected as the funding of Notes Receivable within Investing Activities in the Condensed Consolidated Statements of Cash Flows. Upon repayment, the cash received in settlement of such loans is classified within Operating Activities in the Condensed Consolidated Statements of Cash Flows. For the nine months ended September 30, 2016 and 2015, such repayments totaled \$30.1 million and \$22.4 million, respectively.

The collection of secured loans can be adversely impacted by a decline in the art market in general or in the value of the collateral, which is concentrated within certain collecting categories. In addition, in situations when there are competing claims on the collateral and/or when a borrower becomes subject to bankruptcy or insolvency laws, Sotheby's ability to realize on its collateral may be limited or delayed.

Management aims to mitigate the risks associated with potential collateral devaluation by targeting a 50% loan to value ("LTV") ratio (i.e., the principal loan amount divided by the low auction estimate of the collateral). Loans may also be made with LTV ratios between 51% and 60%, and, in rare circumstances, loans may also be made at an initial LTV ratio higher than 60%. The SFS Credit Facility permits borrowings on the portion of any loan that does not exceed a 60% LTV ratio.

The LTV ratio of certain loans may increase above the 50% target due to decreases in the low auction estimates of the collateral. The revaluation of term loan collateral is performed by Sotheby's specialists on a semi-annual basis or more frequently if there is a material change in circumstances related to the loan, the value of the collateral, the disposal plans for the collateral, or if an event of default occurs. Management believes that the LTV ratio is a critical credit quality indicator for the secured loans made by SFS.

The table below provides the aggregate LTV ratio for the SFS loan portfolio as of September 30, 2016, December 31, 2015, and September 30, 2015 (in thousands of dollars):

	September 30, 2016	December 31, 2015	September 30, 2015
Secured loans	\$ 655,152	\$ 682,258	\$ 759,473
Low auction estimate of collateral	\$ 1,347,334	\$ 1,380,022	\$ 1,552,188
Aggregate LTV ratio	49	% 49	% 49

The table below provides the aggregate LTV ratio for secured loans made by SFS with an LTV ratio above 50% as of September 30, 2016, December 31, 2015, and September 30, 2015 (in thousands of dollars):

	September 30, 2016	December 31, 2015	September 30, 2015
Secured loans with an LTV ratio above 50%	\$ 354,698	\$ 354,049	\$ 355,209
Low auction estimate of collateral related to secured loans with an LTV ratio above 50%	\$ 646,259	\$ 626,829	\$ 622,660
Aggregate LTV ratio of secured loans with an LTV ratio above 50%	55	% 56	% 57

The table below provides other credit quality information regarding secured loans made by SFS as of September 30, 2016, December 31, 2015, and September 30, 2015 (in thousands of dollars):

	September 30, 2016	December 31, 2015	September 30, 2015
Total secured loans	\$ 655,152	\$ 682,258	\$ 759,473
Loans past due	\$ 17,204	\$ 11,819	\$ 53,845
Loans more than 90 days past due	\$ 926	\$ 7,828	\$ —
Non-accrual loans	\$ 167	\$ —	\$ —
Impaired loans	\$ —	\$ —	\$ —
Allowance for credit losses:			
Allowance for credit losses for impaired loans	\$ —	\$ —	\$ —
Allowance for credit losses based on historical data	1,302	1,458	1,429
Total allowance for credit losses - secured loans	\$ 1,302	\$ 1,458	\$ 1,429

Management considers a loan to be past due when principal payments are not paid in accordance with the stated terms of the loan. As of September 30, 2016, \$17.2 million of the Notes Receivable (net) balance was considered to be past due, of which \$0.9 million was more than 90 days past due. The collateral securing the past due loans has a low auction estimate of approximately \$35.5 million resulting in an LTV ratio of approximately 49%. Sotheby's is continuing to accrue interest on virtually all past due loans. In consideration of the subsequent refinancing of a substantial portion of these loans on terms favorable to Sotheby's in the fourth quarter of 2016, the collateral value related to these loans, current collateral disposal plans, and negotiations with the borrowers, as well as the creditworthiness of the borrowers, management believes that the principal and interest amounts due for these loans will be collected.

A non-accrual loan is a loan for which future Finance revenue is not recorded due to management's determination that it is probable that future interest on the loan is not collectible. Any cash receipts subsequently received on non-accrual loans are first applied to reduce the recorded principal balance of the loan, with any proceeds in excess of the principal balance then applied to interest owed by the borrower. The recognition of Finance revenue may resume on a non-accrual loan if sufficient additional collateral is provided by the borrower or if management becomes aware of other circumstances that indicate that it is probable that the borrower will make future interest payments on the loan. As of September 30, 2016, there was \$0.2 million of non-accrual loans outstanding. As of December 31, 2015 and September 30, 2015, there were no non-accrual loans outstanding.

A loan is considered to be impaired when management determines that it is probable that a portion of the principal and interest owed by the borrower will not be recovered after taking into account the estimated realizable value of the collateral securing the loan, as well as the ability of the borrower to repay any shortfall between the value of the collateral and the amount of the loan. If a loan is considered to be impaired, Finance revenue is no longer recognized and bad debt expense is recorded for any principal or accrued interest that is deemed uncollectible. As of September 30, 2016, December 31, 2015, and September 30, 2015, there were no impaired loans outstanding.

During the period January 1, 2016 to September 30, 2016, activity related to the Allowance for Credit Losses was as follows (in thousands of dollars):

Allowance for credit losses as of January 1, 2016	\$ 1,458
Change in loan loss provision	(156 )
Allowance for credit losses as of September 30, 2016	\$ 1,302

As of September 30, 2016, unfunded commitments to extend additional credit through SFS were approximately \$10.9 million.

Notes Receivable (Agency Segment)—Sotheby's is obligated under the terms of certain auction guarantees to advance a portion of the guaranteed amount prior to the auction. In addition, in certain limited situations, the Agency segment will also provide advances to consignors that are secured by property scheduled to be offered at auction in the near term. Such auction guarantee and Agency segment consignor advances are recorded on the Condensed Consolidated Balance Sheets within Notes Receivable (net). As of September 30, 2016, there were \$2.3 million auction guarantee advances outstanding. As of September 30, 2015, there were \$1 million of Agency segment consignor advances

outstanding. See Note 14 for additional information related to auction guarantees.

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In the limited circumstances when the payment due date for an auction or private sale receivable is extended to a date that is beyond one year from the sale date, if the consignor does not provide Sotheby's matched payment terms, the receivable balance is reclassified from Accounts Receivable (net) to Notes Receivable (net) in the Condensed Consolidated Balance Sheets. As of September 30, 2016 and December 31, 2015, Notes Receivable (net) within the Agency segment included \$10.2 million and \$24.3 million, respectively, of such amounts reclassified from Accounts Receivable (net), against which Sotheby's holds approximately \$4.4 million of collateral. As of September 30, 2015, Notes Receivable (net) within the Agency segment included \$21.8 million, against which Sotheby's held \$3.7 million of collateral. These Notes Receivable are accounted for as non-cash transfers between Accounts Receivable (net) and Notes Receivable (net) and are, therefore, not reflected within Investing Activities in the Condensed Consolidated Statements of Cash Flows. Upon repayment, the cash received in settlement of such Notes Receivable is classified within Operating Activities in the Condensed Consolidated Statements of Cash Flows.

Under certain circumstances, Sotheby's provides loans to art dealers to finance the purchase of works of art. In these situations, Sotheby's acquires a partial ownership interest or a security interest in the purchased property in addition to providing the loan. Upon the eventual sale of the property acquired, the loan is repaid. As of September 30, 2016, December 31, 2015, and September 30, 2015, such loans totaled \$4.1 million, \$4.2 million, and \$4.2 million, respectively. Sotheby's is no longer accruing interest with respect to one of these loans with a balance of \$2.1 million, but management believes that this balance is collectible.

Notes Receivable (Other)—In the second quarter of 2013, Sotheby's sold its interest in an equity method investee for \$4.3 million. The sale price was funded by an upfront cash payment to Sotheby's of \$0.8 million and the issuance of a \$3.5 million unsecured loan. This loan matures in December 2018, has a variable market rate of interest, and requires monthly payments during the loan term. As of September 30, 2016, December 31, 2015, and September 30, 2015, the carrying value of this loan was approximately \$2.2 million, \$2.4 million, and \$2.5 million, respectively.

## 6. Acquisition of Art Agency, Partners

On January 11, 2016, Sotheby's acquired certain entities comprising the business of Art Agency, Partners, a firm that provides a range of art-related services to art collectors, in exchange for initial cash consideration of \$50 million and potential future earn-out payments of up to \$35 million, as discussed in more detail below. The purpose of this acquisition is to grow Sotheby's auction and private sale revenues by enhancing its relationships with art collectors and improving its position in the fine art market, particularly in Impressionist, Modern and Contemporary Art. Also, as a result of this acquisition, Sotheby's has added a new revenue stream by integrating AAP's existing art advisory business, providing a new avenue for growth.

The purchase agreement governing the acquisition of AAP includes non-competition and non-solicitation covenants that continue in effect until January 2021. In connection with this acquisition, each of the former principals of AAP also entered into a five-year employment agreement with Sotheby's that extends through January 2021. Each employment agreement also includes non-competition and non-solicitation covenants that continue in effect for 12 months following the end of employment.

As indicated above, in connection with the acquisition of AAP, Sotheby's agreed to make future earn-out payments to the former principals of AAP not to exceed \$35 million in the aggregate, contingent on the achievement of a level of cumulative financial performance within the Impressionist, Modern and Contemporary Art collecting categories, as well as from AAP's art advisory business. Progress against the cumulative financial target (the "Target") is measured at the end of each calendar year during the four to five year performance period following the acquisition, after adjusting the Target to reflect the annual growth or contraction of the auction market for Impressionist, Modern and Contemporary Art, when compared to the year ended December 31, 2015.

For accounting purposes, the payments expected to be made pursuant to the earn-out arrangement are deemed to be compensation and are expensed to Salaries and Related Costs on a pro-rata basis over the periods during which the Target is estimated to be met. For the three and nine months ended September 30, 2016, Sotheby's recognized approximately \$17.2 million and \$21.6 million, respectively, of compensation expense associated with this earn-out arrangement. In the third quarter of 2016, management revised its estimate of progress against the Target based on current forecasts and expectations for the upcoming autumn sales season. The revised level of forecasted achievement against the Target reflects Sotheby's improved market share in the Contemporary Art collecting category, as well as an improvement in auction commission margins, following the acquisition of AAP.

Any amounts due under the earn-out arrangement will be paid in four annual increments not to exceed \$8.75 million over the period between March 2017 and March 2020.

The table below summarizes the allocation of the total purchase price paid for AAP to the assets acquired and liabilities assumed (in thousands of dollars):

Purchase price:	
Initial cash consideration	\$50,000
Working capital adjustment	1,189
Total purchase price	\$51,189
Allocation of purchase price:	
Net working capital acquired	\$1,572
Fixed assets and other long-term assets	173
Goodwill	34,490
Intangible assets - Customer relationships (see Note 7)	10,800
Intangible assets - Non-compete agreements (see Note 7)	3,060
Deferred tax assets	1,094
Total purchase price	\$51,189

Upon completion of the purchase price allocation, \$28.3 million of the resulting goodwill was allocated to the Agency segment and \$6.2 million was allocated to the acquired art advisory business, which is reported within All Other for segment reporting purposes. The goodwill is tax deductible over a period of 15 years. See Note 7 for additional information related to goodwill.





Sotheby's incurred \$0.8 million of transaction costs in connection with the acquisition of AAP, which were recognized within General and Administrative Expenses in the fourth quarter of 2015 (\$0.6 million) and the first quarter of 2016 (\$0.2 million).

It is impracticable to compute the amount of revenues and earnings contributed to the Agency segment as a result of the acquisition because the related activities have been integrated into the segment. Disclosure of pro-forma revenues and earnings attributable to the acquisition is also excluded because it is impracticable to determine since AAP was a closely-held private entity and its historical financial records are not available in U.S. GAAP.

#### 7. Goodwill and Intangible Assets

Goodwill—As of January 1, 2015, all goodwill was attributable to the Agency segment. On January 11, 2016, Sotheby's acquired certain entities comprising the business of AAP, a firm that provides a range of art-related services to art collectors. Upon completion of the related purchase price allocation, \$28.3 million of the resulting goodwill was allocated to the Agency segment and \$6.2 million was allocated to the acquired art advisory business, which is reported within All Other for segment reporting purposes.

For the nine months ended September 30, 2016 and 2015, changes in the carrying value of Goodwill were as follows (in thousands of dollars):

	Nine Months Ended September 30, 2016			Nine Months Ended September 30, 2015		
	Agency	All Other	Total	Agency	All Other	Total
Beginning balance	\$13,621	\$—	\$13,621	\$14,017	\$—	—\$14,017
Goodwill acquired (see Note 6)	28,339	6,151	34,490	—	—	—
Foreign currency exchange rate changes	(278 )	—	(278 )	(268 )	—	(268 )
Ending balance	\$41,682	\$6,151	\$47,833	\$13,749	\$—	—\$13,749

Intangible Assets—As of September 30, 2016, December 31, 2015, and September 30, 2015, intangible assets consisted of the following (in thousands of dollars):

	Amortization Period	September 30, December 31, September 30, 2016 2015 2015		
Indefinite lived intangible assets:				
License (a)	N/A	\$ 324	\$ 324	\$ 324
Intangible assets subject to amortization:				
Customer relationships - AAP (see Note 6)	8 years	10,800	—	—
Non-compete agreements - AAP (see Note 6)	6 years	3,060	—	—
Artworks database (b)	10 years	1,125	—	—
Total intangible assets subject to amortization		14,985	—	—
Accumulated amortization		(1,395 )	—	—
Total amortizable intangible assets (net)		13,590	—	—
Total intangible assets (net)		\$ 13,914	\$ 324	\$ 324

(a) Relates to a license obtained in conjunction with the purchase of a retail wine business in 2008.

(b) Relates to a database containing historic information concerning repeat sales of works of art. This database was acquired in the third quarter of 2016.

For the three and nine months ended September 30, 2016, amortization expense related to intangible assets was approximately \$0.5 million and \$1.4 million, respectively. No such amortization expense was recorded in the prior year periods.

The estimated aggregate amortization expense for the remaining useful lives of intangible assets subject to amortization during the five-year period succeeding the September 30, 2016 balance sheet date are as follows (in thousands of dollars):

Period	Amount
October 2016 to September 2017	\$ 1,972
October 2017 to September 2018	\$ 1,972
October 2018 to September 2019	\$ 1,972
October 2019 to September 2020	\$ 1,972
October 2020 to September 2021	\$ 1,972

#### 8. Debt

Revolving Credit Facilities—Sotheby's and certain of its wholly-owned subsidiaries are parties to a credit agreement with an international syndicate of lenders which provides for separate dedicated revolving credit facilities for the Agency segment (the "Agency Credit Facility") and SFS (the "SFS Credit Facility") (the "Credit Agreement"). On June 15, 2015, the Credit Agreement was amended to increase the commitments under the SFS Credit Facility in order to support the lending activities of SFS and to extend the maturity date of the Credit Agreement by one year to August 22, 2020.

The Agency Credit Facility is an asset-based revolving credit facility of which the proceeds may be used primarily for the working capital and other general corporate needs of the Agency segment. The SFS Credit Facility is an asset-based revolving credit facility of which the proceeds may be used primarily for the working capital and other general corporate needs of SFS, including the funding of client loans. The Credit Agreement allows Sotheby's to transfer the proceeds of borrowings under each of the revolving credit facilities between the Agency segment and SFS. The maximum aggregate borrowing capacity of the Credit Agreement, which is subject to a borrowing base, is approximately \$1.335 billion, with \$300 million committed to the Agency segment and \$1.035 billion committed to SFS, including a \$485 million increase that was secured for SFS in conjunction with the June 2015 amendment. The borrowing capacity of the Agency Credit Facility includes a \$50 million incremental revolving credit facility with higher advance rates against certain assets and higher commitment and borrowing costs (the "Incremental Facility"). In July 2016, the Credit Agreement was amended to extend the maturity date of the Incremental Facility to August 22, 2017. This maturity date may be extended for an additional 365 days on an annual basis with the consent of the lenders who agree to extend their commitments under the Incremental Facility.

The Credit Agreement has a sub-limit of \$400 million for foreign currency borrowings, with up to \$50 million available for foreign currency borrowings under the Agency Credit Facility and up to \$350 million available for foreign currency borrowings under the SFS Credit Facility. The Credit Agreement also includes an accordion feature, which allows Sotheby's to seek an increase to the combined borrowing capacity of the Credit Agreement until February 23, 2020 by an amount not to exceed \$150 million in the aggregate. Though new commitments would need to be obtained, the uncommitted accordion feature permits Sotheby's to seek an increase to the aggregate commitments of either or both of the Agency and SFS credit facilities under an expedited arrangement process.

The borrowing base under the Agency Credit Facility is determined by a calculation that is primarily based upon a percentage of the carrying values of certain auction guarantee advances (see Note 5), a percentage of the carrying value of certain inventory, a percentage of the carrying value of certain extended payment term receivables arising from auction or private sale transactions (see Note 5), and the fair value of certain of Sotheby's trademarks. The borrowing base under the Incremental Facility is determined by a calculation that is based on a percentage of the carrying value of certain inventory and the fair value of certain of Sotheby's trademarks. The borrowing base under the SFS Credit Facility is determined by a calculation that is primarily based upon a percentage of the carrying values of certain loans in the SFS loan portfolio and the fair value of certain of Sotheby's trademarks.

The obligations under the Credit Agreements are cross-guaranteed and cross-collateralized. Domestic borrowers are jointly and severally liable for all obligations under the Credit Agreement and, subject to certain limitations, borrowers in the U.K. and Sotheby's Hong Kong Limited, are jointly and severally liable for all obligations of the foreign borrowers under the Credit Agreement. In addition, the obligations of the borrowers under the Credit Agreement are guaranteed by certain of their subsidiaries. Sotheby's obligations under the Credit Agreement are

secured by liens on all or substantially all of the personal property of the entities that are borrowers and guarantors under the Credit Agreement.

The Credit Agreement contains certain customary affirmative and negative covenants including, but not limited to, limitations on capital expenditures, a \$600 million limitation on net outstanding auction guarantees (i.e., auction guarantees less the impact of related risk and reward sharing arrangements), and limitations on the use of proceeds from borrowings under the Credit Agreement.

The Credit Agreement does not limit dividend payments and Common Stock repurchases provided that, both before and after giving effect thereto: (i) there are no events of default, (ii) the aggregate available borrowing capacity equals or exceeds \$100 million, and (iii) the Liquidity Amount, as defined in the Credit Agreement, equals or exceeds \$200 million. The Credit Agreement also contains certain financial covenants, which are only applicable during certain defined compliance periods. These financial covenants were not applicable for the twelve month period ended September 30, 2016.

Since August 2009, Sotheby's has incurred aggregate fees of approximately \$21.7 million in conjunction with the establishment of and subsequent amendments to the Credit Agreement. These fees are being amortized on a straight-line basis through the August 22, 2020 maturity date of the Credit Agreement.

The following tables summarize information relevant to the Credit Agreement as of and for the periods ended September 30, 2016, December 31, 2015, and September 30, 2015 (in thousands of dollars):

As of and for the three and nine months ended September 30, 2016	Agency Credit Facility	SFS Credit Facility	Total
Maximum borrowing capacity	\$300,000	\$1,035,000	\$1,335,000
Borrowing base	\$174,548	\$554,969	\$729,517
Borrowings outstanding	\$—	\$553,000	\$553,000
Available borrowing capacity (a)	\$174,548	\$1,969	\$176,517
Average Borrowings Outstanding:			
Three months ended September 30, 2016	\$—	\$523,397	\$523,397
Nine months ended September 30, 2016	\$—	\$527,204	\$527,204
Borrowing Costs - Three Months Ended September 30, 2016:			
Interest	\$—	(b)\$3,694	(c)\$3,694
Fees	640	(b)739	(c)1,379
Total borrowing costs	\$640	\$4,433	\$5,073
Borrowing Costs - Nine Months Ended September 30, 2016:			
Interest	\$—	(b)\$10,824	(c)\$10,824
Fees	2,028	(b)2,156	(c)4,184
Total borrowing costs	\$2,028	\$12,980	\$15,008
As of and for the year ended December 31, 2015	Agency Credit Facility	SFS Credit Facility	Total
Maximum borrowing capacity	\$300,000	\$1,035,000	\$1,335,000
Borrowing base	\$225,642	\$547,586	\$773,228
Borrowings outstanding	\$—	\$541,500	\$541,500
Available borrowing capacity (a)	\$225,642	\$6,086	\$231,728
Average borrowings outstanding	\$—	\$541,004	\$541,004
Borrowing Costs - Year Ended December 31, 2015:			
Interest	\$—	(b)\$14,060	(c)\$14,060
Fees	2,752	(b)1,720	(c)4,472
Total borrowing costs	\$2,752	\$15,780	\$18,532

As of and for the three and nine months ended September 30, 2015	Agency Credit Facility	SFS Credit Facility	Total
Maximum borrowing capacity	\$300,000	\$1,035,000	\$1,335,000
Borrowing base	\$246,448	\$613,952	\$860,400
Borrowings outstanding	\$—	\$579,500	\$579,500
Available borrowing capacity (a)	\$246,448	\$34,452	\$280,900
Average Borrowings Outstanding:			
Three months ended September 30, 2015	\$—	\$589,413	\$589,413
Nine months ended September 30, 2015	\$—	\$534,144	\$534,144
Borrowing Costs - Three Months Ended September 30, 2015:			
Interest	\$—	(b)\$3,698	(c)\$3,698
Fees	628	(b)584	(c)1,212
Total borrowing costs	\$628	\$4,282	\$4,910
Borrowing Costs - Nine Months Ended September 30, 2015:			
Interest	\$—	(b)\$10,527	(c)\$10,527
Fees	2,085	(b)1,017	(c)3,102
Total borrowing costs	\$2,085	\$11,544	\$13,629

## Legend:

(a) The available borrowing capacity is calculated as the borrowing base less borrowings outstanding.

(b) Borrowing costs related to the Agency Credit Facility, which include interest and fees, are reflected in the Condensed Consolidated Statements of Operations as Interest Expense. See the table below for additional information related to Interest Expense associated with the Agency Credit Facility.

(c) Borrowing costs related to the SFS Credit Facility are reflected in the Condensed Consolidated Statements of Operations within Cost of Finance Revenues. For the three months ended September 30, 2016, the weighted average cost of borrowings related to the SFS Credit Facility was approximately 3.4%. For the nine months ended September 30, 2016, the weighted average cost of borrowings related to the SFS Credit Facility was approximately 3.3%. For the year ended December 31, 2015 and for the three and nine months ended September 30, 2015, the weighted average cost of borrowings related to the SFS Credit Facility was approximately 2.9%.

Long-Term Debt—As of September 30, 2016, December 31, 2015, and September 30, 2015, Long-Term Debt consisted of the following (in thousands of dollars):

	September 30, 2016	December 31, 2015	September 30, 2015
York Property Mortgage, net of unamortized debt issuance costs of \$5,808, \$6,565, and \$6,818	\$ 310,834	\$ 315,504	\$ 317,047
2022 Senior Notes, net of unamortized debt issuance costs of \$3,803, \$4,251, and \$4,354	296,197	295,749	295,646
Less current portion:			
York Property Mortgage, net of unamortized debt issuance costs of \$1,010, \$1,010, and \$1,010	(6,546	) (6,292	) (6,213
Total Long-Term Debt, net	\$ 600,485	\$ 604,961	\$ 606,480

On January 1, 2016, Sotheby's retrospectively adopted ASU 2015-03, which requires unamortized debt issuance costs to be included as a direct deduction from the related debt liability on the balance sheet. Under previous guidance, all unamortized debt issuance costs were reported as assets on the balance sheet. See Note 1 for information on the impact of the retrospective adoption of ASU 2015-03.

See the captioned sections below for information related to the York Property Mortgage and the 2022 Senior Notes.

York Property Mortgage—On February 6, 2009, Sotheby's purchased the land and building located at 1334 York Avenue, New York, New York (the "York Property") from RFR Holding Corp. ("RFR") for a purchase price of \$370 million. The York Property is home to Sotheby's sole North American auction salesroom and principal North American exhibition space, including SI2, Sotheby's private sale exhibition gallery. The York Property is also home to the U.S. operations of SFS, as well as Sotheby's corporate offices.

Sotheby's financed the \$370 million purchase price through an initial \$50 million cash payment made in conjunction with the signing of the related purchase and sale agreement on January 11, 2008, an \$85 million cash payment made when the purchase was consummated on February 6, 2009, and the assumption of a \$235 million mortgage that carried an initial annual rate of interest of approximately 5.6% (the "Original York Property Mortgage"). The Original York Property Mortgage was due to mature on July 1, 2035, but had an optional pre-payment date of July 1, 2015, after which the annual rate of interest was scheduled to increase to 10.6%.

On July 1, 2015, Sotheby's entered into a seven-year, \$325 million mortgage loan (the "York Property Mortgage") to refinance the Original York Property Mortgage. After the repayment of the Original York Property Mortgage and the funding of all closing costs, reserves, and expenses, Sotheby's received net cash proceeds of approximately \$98 million. The York Property Mortgage bears interest based on the one-month LIBOR rate (the "LIBOR rate") plus a spread of 2.25% and is being amortized based on a 25-year mortgage-style amortization schedule over the seven-year term of the mortgage, with the remaining principal balance of \$268.2 million due to be paid on the July 1, 2022 maturity date.

In connection with the York Property Mortgage, Sotheby's entered into interest rate protection agreements secured by the York Property, consisting of a two-year interest rate swap effective as of July 1, 2015 and a five-year interest rate collar effective as of July 1, 2017. Both instruments have a notional amount equal to the applicable principal balance of the York Property Mortgage and have an identical amortization schedule to that of the mortgage. These interest rate protection agreements effectively hedge the LIBOR rate on the entire outstanding principal balance of the York Property Mortgage at an annual rate equal to 0.877% for the first two years, and then at an annual rate of no less than 1.917%, but no more than 3.75%, for the remainder of the seven-year term. After taking into account the interest rate protection agreements, the annual interest rate for the first two years of the York Property Mortgage will be approximately 3.127% and then will be between a floor of 4.167% and a cap of 6% for the remainder of the seven-year term. See Note 20 for additional information related to the interest rate protection agreements.

The York Property, the York Property Mortgage, and the related interest rate protection agreements are held by 1334 York, LLC (the "LLC"), a separate legal entity of Sotheby's that maintains its own books and records and whose results are ultimately consolidated into Sotheby's financial statements. The LLC is the sole owner and lessor of the York Property. The LLC presently leases the York Property to Sotheby's, Inc., which is also controlled by Sotheby's. The assets of the LLC are not available to satisfy the obligations of other Sotheby's affiliates or any other entity. The loan agreement governing the York Property Mortgage contains the following financial covenants, which are subject to additional terms and conditions as provided in the underlying loan agreement:

As of July 1, 2020, the loan to value ("LTV") ratio (i.e., the principal balance of the York Property Mortgage divided by the appraised value of the York Property) may not exceed 65% (the "Maximum LTV") based on the then-outstanding principal balance of the York Property Mortgage. If the LTV ratio exceeds the Maximum LTV, the LLC may, at its option, post cash or a letter of credit or pay down the York Property Mortgage without any prepayment penalty or premium, in an amount that will cause the LTV ratio not to exceed the Maximum LTV.

At all times during the term of the York Property Mortgage, the Debt Yield will not be less than 8.5% (the "Minimum Debt Yield"). The Debt Yield is calculated by dividing the annual net operating income of the LLC, which primarily consists of lease income from Sotheby's, Inc. (calculated on a cash basis), by the outstanding principal balance of the York Property Mortgage. If the Debt Yield falls below the Minimum Debt Yield, the LLC has the option to post cash or a letter of credit or prepay the York Property Mortgage without any prepayment penalty or premium, in an amount that will cause the Debt Yield to exceed the Minimum Debt Yield.

If Sotheby's corporate credit rating from Standard & Poor's Rating Services ("S&P") is downgraded to "BB-", the lender may require that the LLC establish cash management accounts (the "Cash Management Accounts") under the lender's control for potential monthly debt service, insurance, and tax payments. If the rating is downgraded to "B+" or "B", the lender may require the LLC to deposit a certain amount of debt service into the Cash Management Accounts (approximately 6 and 12 months of debt service, respectively). If the rating is downgraded to lower than "B", the LLC must make principal payments on the mortgage such that the LTV ratio does not exceed 65%. On February 9, 2016, Sotheby's corporate credit rating from S&P was downgraded to "BB-" from "BB". As a result, a Cash Management Account was established under the control of the lender for monthly debt service, insurance, and tax payments. The lender will retain any excess cash after debt service, insurance, and taxes as security (estimated to be \$6 million annually). As of September 30, 2016, the Cash Management Account had a balance of \$3.6 million, which is reflected within Restricted Cash on the Condensed Consolidated Balance Sheets.

At all times during the term of the York Property Mortgage, Sotheby's is required to maintain a net worth of at least \$425 million, subject to a cure period.

As of September 30, 2016, the fair value of the York Property Mortgage approximates its book value due to the variable interest rate associated with the mortgage. The fair value measurement is considered to be a Level 2 fair value measurement in the fair value hierarchy as per Accounting Standards Codification 820, Fair Value Measurements ("ASC 820").

**2022 Senior Notes**—On September 27, 2012, Sotheby's issued \$300 million aggregate principal amount of 5.25% Senior Notes, due October 1, 2022 (the "2022 Senior Notes"). The 2022 Senior Notes were offered only to qualified institutional buyers in accordance with Rule 144A and to non-U.S. Persons under Regulation S under the Securities Act of 1933, as amended (the "Securities Act"). Holders of the 2022 Senior Notes do not have registration rights, and the 2022 Senior Notes have not been and will not be registered under the Securities Act.

The net proceeds from the issuance of the 2022 Senior Notes were approximately \$300 million, after deducting fees paid to the initial purchasers, and were principally used to retire \$80 million of unsecured debt that was due in June 2015 and \$182 million of convertible debt that was due in June 2013.

The 2022 Senior Notes are guaranteed, jointly and severally, on a senior unsecured basis by certain of Sotheby's existing and future domestic subsidiaries to the extent and on the same basis that such subsidiaries guarantee borrowings under the New Credit Agreement. Interest on the 2022 Senior Notes is payable semi-annually in cash on April 1 and October 1 of each year.

The 2022 Senior Notes are redeemable by Sotheby's, in whole or in part, on or after October 1, 2017, at specified redemption prices set forth in the underlying indenture, plus accrued and unpaid interest to, but excluding, the redemption date. Prior to October 1, 2017, the 2022 Senior Notes are redeemable, in whole or in part, at a redemption price equal to 100% of the principal amount to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date, plus a premium equal to the greater of 1% of the principal amount of the 2022 Senior Notes and a make-whole premium (as defined in the underlying indenture). The 2022 Senior Notes are not callable by holders unless Sotheby's is in default under the terms of the underlying indenture.

As of September 30, 2016, the \$300 million principal amount of the 2022 Senior Notes had a fair value of approximately \$298.5 million based on a broker quoted price derived via a pricing model using observable and unobservable inputs. As such, this fair value measurement is considered to be a Level 3 fair value measurement in the fair value hierarchy as per ASC 820.



Future Principal and Interest Payments—The aggregate future principal and interest payments due under the York Property Mortgage, the 2022 Senior Notes, and Sotheby's revolving credit facilities during the five-year period after the September 30, 2016 balance sheet date are as follows (in thousands of dollars):

Period	Amount
October 2016 to September 2017	\$34,090
October 2017 to September 2018	\$36,585
October 2018 to September 2019	\$36,595
October 2019 to September 2020	\$36,605
October 2020 to September 2021	\$589,618

In consideration of the interest rate protection agreements relating to the York Property Mortgage, the table above assumes that the annual interest rate for the first two years of the mortgage will be approximately 3.127%, and then will be at the interest rate collar's floor rate of 4.167% for the remainder of the seven-year term.

Interest Expense—For the three and nine months ended September 30, 2016 and 2015, Interest Expense consisted of the following (in thousands of dollars):

	Three Months Ended September 30, 2016		Nine Months Ended September 30, 2015	
Agency Credit Facility:				
Amendment and arrangement fees	\$282	\$270	\$838	\$899
Commitment fees	358	358	1,190	1,186
Sub-total	640	628	2,028	2,085
York Property Mortgage	2,786	2,738	8,348	10,813
2022 Senior Notes	4,098	4,098	12,302	12,294
Other interest expense	25	(26 )	55	(19 )
Total Interest Expense	\$7,549	\$7,438	\$22,733	\$25,173

In the table above, Interest Expense related to the York Property Mortgage and the 2022 Senior Notes includes the amortization of debt issuance costs and, when applicable, the amortization of discount. Borrowing costs related to the SFS Credit Facility are reflected within Cost of Finance Revenues in the Condensed Consolidated Statements of Operations.

## 9. Defined Benefit Pension Plan

Sotheby's sponsors a defined benefit pension plan in the U.K. (the "U.K. Pension Plan"). Effective April 1, 2004, participation in the U.K. Pension Plan was closed to new employees and a defined contribution plan (the "U.K. Defined Contribution Plan") was made available on that date. On April 30, 2016, after the completion of a statutory consultation process, the U.K. Pension Plan was closed to accrual of future service costs for active participants, who have become participants in the U.K. Defined Contribution Plan.

The table below summarizes the components of the net pension (benefit) cost related to the U.K. Pension Plan for the three and nine months ended September 30, 2016 and 2015 (in thousands of dollars):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Service cost	\$—	\$1,140	\$1,153	\$3,381
Interest cost	2,385	3,276	7,600	9,718
Expected return on plan assets	(4,324 )	(5,115 )	(13,778 )	(15,172)
Amortization of actuarial loss	—	1,006	—	2,983
Amortization of prior service cost	—	92	—	273
Net pension (benefit) cost	\$(1,939)	\$399	\$(5,025)	\$1,183

For the nine months ended September 30, 2016, Sotheby's contributed \$0.6 million to the U.K. Pension Plan. Total contributions by Sotheby's for the year ending December 31, 2016 will be determined in conjunction with the ongoing triennial statutory funding valuation of the plan, which is expected to be completed by the end of 2016.

## 10. Commitments and Contingencies

**Compensation Arrangements**—As of September 30, 2016, Sotheby's had compensation arrangements with certain senior employees, which expire at various points between February 28, 2017 and March 31, 2020. Such arrangements may provide, among other benefits, for minimum salary levels and for compensation under Sotheby's incentive compensation programs that is payable only if specified Company and individual goals are attained. Additionally, under certain circumstances, certain of these arrangements provide annual share-based payments, severance payments, and other cash compensation. The aggregate remaining commitment for salaries and other cash compensation related to these compensation arrangements, excluding any participation in Sotheby's incentive compensation programs, was approximately \$10.2 million as of September 30, 2016.

**Guarantees of Collection**—A guarantee of collection is a guarantee to a consignor that, under certain conditions, Sotheby's will pay the consignor for property that has sold at auction, but has not yet been paid for by the purchaser. It is not a guarantee that the property will be sold at a certain minimum price.

Sotheby's has entered into guarantees of collection related to property with an aggregate low estimate of approximately \$7 million. The property related to these guarantees of collection will be offered at auctions in November 2016. In the event that any purchaser does not pay for purchased property by the settlement date, which is 35 days after the date of the auction, Sotheby's will pay the consignor the net sale proceeds, plus any applicable consignment fees, but Sotheby's would then take title to the property and have the right to pursue the defaulting purchaser and/or reoffer the property at a future sale.

**Tax Contingencies**—Sotheby's is subject to laws and regulations in many countries involving sales, use, value-added and other indirect taxes which are assessed by various governmental authorities and imposed on certain revenue-producing transactions between Sotheby's and its clients. The application of these laws and regulations to Sotheby's unique business and global client base, and the estimation of any related liabilities, is complex and requires a significant amount of judgment. These indirect tax liabilities are generally not those of Sotheby's unless it fails to collect the correct amount of sales, value-added, or other indirect taxes. Failure to collect the correct amount of indirect tax on a transaction may require Sotheby's to record a liability and corresponding charge to General and Administrative Expenses.



Legal Contingencies—Sotheby's becomes involved in various claims and lawsuits incidental to the ordinary course of its business, including the matter described below. Management is required to assess the likelihood of any adverse judgments or outcomes related to these legal contingencies, as well as potential ranges of probable or reasonably possible losses. The determination of the amount of any losses to be recorded or disclosed as a result of these contingencies is based on a careful analysis of each individual exposure with, in some cases, the assistance of outside legal counsel. The amount of losses recorded or disclosed for such contingencies may change in the future due to new developments in each matter or a change in settlement strategy. While the impact of any one or more legal claims or proceedings could be material to Sotheby's operating results in any period, management does not believe that the outcome of any of these pending claims or proceedings, individually or in the aggregate, will have a material adverse effect on Sotheby's consolidated financial condition.

Estate of Robert Graham, et al. v. Sotheby's, Inc. is a purported class action commenced in the U.S. District Court for the Central District of California in October 2011 on behalf of U.S. artists (and their estates) whose artworks were sold by Sotheby's in the State of California or at auction by California sellers and for which a royalty was allegedly due under the California Resale Royalties Act (the "Resale Royalties Act"). Plaintiffs seek unspecified damages, punitive damages and injunctive relief for alleged violations of the Resale Royalties Act and the California Unfair Competition Law. In January 2012, Sotheby's filed a motion to dismiss the action on the grounds, among others, that the Resale Royalties Act violates the U.S. Constitution and is preempted by the U.S. Copyright Act of 1976. In February 2012, the plaintiffs filed their response to Sotheby's motion to dismiss. The court heard oral arguments on the motion to dismiss on March 12, 2012. On May 17, 2012, the court issued an order dismissing the action on the ground that the Resale Royalties Act violated the Commerce Clause of the U.S. Constitution. The plaintiffs appealed this ruling. On May 5, 2015, an en banc panel of the U.S. Court of Appeals for the Ninth Circuit issued a decision affirming the lower court decision that the Resale Royalties Act was unconstitutional insofar as it sought to apply to sales outside of the state of California. The plaintiffs filed a motion for certiorari to the U.S. Supreme Court, which was denied on January 11, 2016. On April 12, 2016, the district court granted Sotheby's motion to dismiss the remaining claims in the action, which relate to sales that occurred in California. The plaintiffs have appealed this decision.

See Note 5 for information related to unfunded commitments to extend additional credit through SFS. See Note 6 for information regarding the contingent consideration arrangement related to the AAP acquisition. See Note 8 for information related to debt commitments. See Note 14 for information related to auction guarantees. See Note 23 for information related to income tax contingencies.

#### 11. Other Current Liabilities

In the second quarter of 2016, Sotheby's sold an undivided legal and beneficial 50% ownership interest in a Fancy Vivid Pink Diamond (the "Pink Diamond"), weighing 59.60 carats, for \$34.2 million in cash. The entire value of the Pink Diamond will continue to be reported within Inventory on the Condensed Consolidated Balance Sheets pending the future sale of a 100% interest in the property. Until such time, the \$34.2 million received by Sotheby's will be recorded within Other Current Liabilities on the Condensed Consolidated Balance Sheets. Upon completion of the future sale of a 100% interest in the Pink Diamond, the revenue associated with the final sale will include the \$34.2 million already collected and will be recorded within Inventory Sales on the statement of operations with the corresponding acquisition cost recorded as Cost of Inventory Sales.

#### 12. Supplemental Condensed Consolidated Balance Sheet Information

As of September 30, 2016, December 31, 2015, and September 30, 2015, Other Long-Term Assets consisted of the following (in thousands of dollars):

	September 30, 2016	December 31, 2015	September 30, 2015
Defined benefit pension plan asset	\$63,563	\$66,859	\$31,760
Equity method investments	41,695	41,744	43,370
Trust assets related to deferred compensation liability	27,962	37,843	42,443
Other	17,318	15,696	16,295

Total Other Long-Term Assets	\$ 150,538	\$ 162,142	\$ 133,868
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As of September 30, 2016, December 31, 2015, and September 30, 2015, Other Long-Term Liabilities consisted of the following (in thousands of dollars):

	September 30, 2016	December 31, 2015	September 30, 2015
Deferred compensation liability	\$ 26,086	\$ 39,013	\$ 40,126
Interest rate collar liability (see Note 20)	14,696	6,816	8,174
Other	7,010	8,793	8,873
Total Other Long-Term Liabilities	\$ 47,792	\$ 54,622	\$ 57,173

### 13 . Supplemental Condensed Consolidated Cash Flow Information

For the nine months ended September 30, 2016 and 2015, changes in other operating assets and liabilities as reported in the Condensed Consolidated Statements of Cash Flows included the following (in thousands of dollars):

	Nine Months Ended September 30,	
	2016	2015
Decrease (increase) in:		
Prepaid expenses and other current assets	\$(7,974 )	\$(11,847 )
Other long-term assets	10,748	8,470
Income tax receivables and deferred income tax assets	11,835	(28,699 )
Increase (decrease) in:		
Accrued income taxes and deferred income tax liabilities	(20,220 )	8,648
Accounts payable and accrued liabilities and other liabilities	(11,841 )	(87,523 )
Total changes in other operating assets and liabilities	\$(17,452)	\$(110,951)

#### 14. Auction Guarantees

From time-to-time in the ordinary course of its business, Sotheby's will guarantee to a consignor a minimum sale price in connection with the sale of property at auction (an "auction guarantee"). If the property offered under the auction guarantee sells above the minimum guaranteed price, Sotheby's is generally entitled to a share of the excess proceeds (the "overage"). In the event that the property sells for less than the minimum guaranteed price, Sotheby's must perform under the auction guarantee by funding the difference between the sale price at auction and the amount of the auction guarantee (the "shortfall"). The amount of any shortfall recorded in Sotheby's financial statements is reduced by any auction commissions earned on property sold under the auction guarantee. If any item of property offered under the auction guarantee does not sell, the amount of the auction guarantee must be paid, but Sotheby's takes ownership of the unsold property and may recover the amount paid through its future sale. Depending on the mix of items subject to an auction guarantee, in advance of peak selling seasons, a small number of guaranteed items may represent a substantial portion of the aggregate amount of outstanding auction guarantees.

In situations when an item of guaranteed property does not sell and Sotheby's takes ownership of the property, it is recorded as Inventory on the Condensed Consolidated Balance Sheets at the lower of its cost (i.e., the amount paid under the auction guarantee) or management's estimate of the property's net realizable value (i.e., the expected sale price upon its eventual disposition). The market for fine art, decorative art, and jewelry is not a highly liquid trading market. As a result, the valuation of property acquired as a result of failed auction guarantees is inherently subjective and its realizable value often fluctuates over time. Accordingly, the proceeds ultimately realized by Sotheby's on the sale of previously guaranteed property may equal, exceed, or be less than the estimated net realizable value recorded as Inventory on the Condensed Consolidated Balance Sheets.

Sotheby's may reduce its financial exposure under auction guarantees through contractual risk and reward sharing arrangements. Such auction guarantee risk and reward sharing arrangements include irrevocable bids and partner sharing arrangements. An irrevocable bid is an arrangement under which a counterparty commits to bid a predetermined price on the guaranteed property. If the irrevocable bid is not the winning bid, the counterparty is generally entitled to receive a share of the auction commission earned on the sale and/or a share of any overage. If the irrevocable bid is the winning bid, the counterparty may receive a fixed fee as compensation for providing the irrevocable bid. This fee may be netted against the counterparty's obligation to pay the full purchase price (i.e., the hammer price plus the applicable buyer's premium). In a partner sharing arrangement, a counterparty commits to fund: (i) a share of the difference between the sale price at auction and the amount of the auction guarantee if the property sells for less than the minimum guaranteed price or (ii) a share of the minimum guaranteed price if the property does not sell while taking ownership of a proportionate share of the unsold property. In exchange for accepting a share of the financial exposure under the auction guarantee, the counterparty in a partner sharing arrangement is generally entitled to receive a share of the auction commission earned if the property sells and/or a share of any overage. The counterparties to the auction guarantee risk and reward sharing arrangements entered into by Sotheby's are typically major international art dealers or major art collectors. Sotheby's could be exposed to losses in the event any of these counterparties do not perform according to the terms of these contractual arrangements.

Although irrevocable bid and partner sharing arrangements may be used to reduce the risk associated with auction guarantees, Sotheby's may also enter into auction guarantees without securing such arrangements. In these circumstances, Sotheby's could be exposed to deterioration in auction commission margins and/or auction guarantee losses if one or more of the guaranteed items fails to sell at its minimum guaranteed price. Furthermore, in such situations, Sotheby's liquidity could be reduced.

Sotheby's credit agreement has a covenant that imposes a \$600 million limitation on net outstanding auction guarantees (i.e., the aggregate financial exposure under outstanding auction guarantees less the impact of related risk and reward sharing arrangements). In addition to compliance with this covenant, significant auction guarantees and related risk and reward sharing arrangements are subject to approval by Sotheby's Board of Directors.

As of September 30, 2016, Sotheby's had outstanding auction guarantees totaling approximately \$173.6 million. Sotheby's financial exposure under these auction guarantees is reduced by irrevocable bids totaling \$56 million. Each of the outstanding auction guarantees has a minimum guaranteed price that is within or below the range of the pre-sale auction estimates for the underlying property. A substantial portion of property related to Sotheby's outstanding auction guarantees is being offered at auctions in the fourth quarter of 2016.

Sotheby's is obligated under the terms of certain auction guarantees to advance all or a portion of the guaranteed amount prior to auction. As of September 30, 2016, \$2.3 million of the guaranteed amount had been advanced by Sotheby's and is recorded on the Condensed Consolidated Balance Sheets within Notes Receivable (see Note 5). As of September 30, 2016, December 31, 2015 and September 30, 2015, the carrying value of the liability representing the estimated fair value of Sotheby's obligation to perform under its outstanding auction guarantees totaled \$6.2 million, \$1 million, and \$21.7 million, respectively, and is recorded within Accounts Payable and Accrued Liabilities on the Condensed Consolidated Balance Sheets.

As of November 4, 2016, Sotheby's had outstanding auction guarantees totaling \$258.8 million and, as of that date, Sotheby's financial exposure was reduced by irrevocable bids totaling \$144.2 million. Each of the auction guarantees outstanding as of November 4, 2016, had a minimum guaranteed price that was within or below the range of the pre-sale auction estimates for the underlying property. A substantial portion of the property related to these auction guarantees is being offered at auctions in the fourth quarter of 2016. As of November 4, 2016, \$2.3 million of the guaranteed amount had been advanced by Sotheby's.

#### 15. Shareholders' Equity and Dividends

**Common Stock Repurchase Program**—In January 2014, Sotheby's Board of Directors authorized a five-year, \$150 million Common Stock repurchase program. In March 2014, Sotheby's repurchased 558,171 shares of its Common Stock for an aggregate purchase price of \$25 million (\$44.79 per share) pursuant to an accelerated share repurchase ("ASR") agreement.

On August 6, 2015, the Board of Directors approved an increase of \$125 million to Sotheby's share repurchase authorization, which resulted in a total share repurchase authorization of \$250 million as of that date. On August 13, 2015, Sotheby's entered into an ASR agreement (the "August 2015 ASR Agreement") pursuant to which it received an initial delivery of 2,667,378 shares of its Common Stock for an initial purchase price of \$125 million. The initial shares received by Sotheby's on August 13, 2015 had a value of \$100 million, or \$37.49 per share. In November 2015, the counterparty to the August 2015 ASR Agreement elected to conclude the agreement, and Sotheby's received an additional 1,038,280 shares of its Common Stock. Accordingly, in total, the August 2015 ASR Agreement resulted in the repurchase of 3,705,658 shares of Sotheby's Common Stock for an average price of \$33.73 per share.

On January 21, 2016, the Board of Directors approved a \$200 million increase to Sotheby's remaining \$125 million share repurchase authorization, resulting in an updated total share repurchase authorization of \$325 million. On September 30, 2016, the Board of Directors approved a \$75 million increase to the share repurchase authorization. For the nine months ended September 30, 2016, Sotheby's repurchased 11,092,832 shares of its Common Stock for approximately \$286 million (including fees and commissions) at an average price of \$25.79 per share through open market purchases and purchases made pursuant to a Rule 10b5-1 plan.

As of September 30, 2016, Sotheby's had \$114 million remaining under the increased authorization.

On October 3, 2016, Sotheby's entered into an agreement with funds managed by Marcato Capital Management LP ("Marcato"), pursuant to which Sotheby's agreed to purchase 2,050,000 shares of its Common Stock from Marcato for an aggregate purchase price of \$73.8 million, or \$36.00 per share. This repurchase of Common Stock was consummated on October 4, 2016 and funded by cash on hand. As of November 7, 2016, approximately \$40 million remains under the current share repurchase authorization from the Board of Directors.



The timing of share repurchases and the actual amount purchased will depend on a variety of factors, including the market price of Sotheby's Common Stock, general market and economic conditions, securities law requirements, and other corporate considerations. Repurchases may continue to be made pursuant to plans intended to comply with Rule 10b5-1 under the Exchange Act, which allows Sotheby's to purchase its shares during periods when it otherwise might be prevented from doing so under insider trading laws or because of self-imposed trading blackout periods. The repurchase authorization does not require the purchase of a specific number of shares and is subject to suspension or termination by the Board of Directors at any time.

**Quarterly Cash Dividends**—For the three and nine months ended September 30, 2015, Sotheby's declared and paid quarterly cash dividends at a rate of \$0.10 per share for a total of \$6.7 million and \$20.5 million, respectively. On January 21, 2016, the Board of Directors decided to eliminate Sotheby's \$0.10 per share quarterly cash dividend and allocate the capital instead to repurchase shares of Common Stock, as discussed above.

**Special Dividend**—In January 2014, the Board of Directors declared a special dividend of \$300 million (\$4.34 per share) that was paid on March 17, 2014. The special dividend was funded principally by the repatriation of \$250 million of cash from Sotheby's foreign subsidiaries, with the remaining \$50 million funded by then existing domestic cash balances. In conjunction with this special dividend, Sotheby's accrued approximately \$11 million for dividend equivalents owed on share-based payments to employees and charged to retained earnings. Through September 30, 2016, approximately \$7.2 million of such dividend equivalents has been paid to employees, including \$1.4 million and \$2 million paid in March 2016 and March 2015, respectively. See Note 16 for information related to Sotheby's share-based payment programs.

#### 16. Share-Based Payments

Share-based payments to employees include performance-based stock unit awards, market-based stock unit awards, restricted stock units, restricted stock shares, and stock options. A description of each of these share-based payments is provided below.

For the three and nine months ended September 30, 2016 and 2015, compensation expense related to share-based payments is reflected in the following accounts in the Condensed Consolidated Statements of Operations (in thousands of dollars):

	Three Months Ended September 30, 2016		Nine Months Ended September 30, 2015	
Salaries and related costs	\$2,743	\$6,122	\$10,871	\$21,357
Voluntary separation incentive programs (see Note 17)	(183 )	—	(823 )	—
CEO separation and transition costs (see Note 18)	—	—	—	2,000
Total share-based payment expense (pre-tax)	\$2,560	\$6,122	\$10,048	\$23,357
Total share-based payment expense (after-tax)	\$1,984	\$4,324	\$7,394	\$15,778

For the three and nine months ended September 30, 2016, Sotheby's recognized credits of (\$0.2) million and (\$0.8) million, respectively, related to share-based payments associated with the voluntary separation programs enacted in the fourth quarter of 2015. These credits are the result of changes in management's estimate of the number of performance-based stock units held by program participants that are expected to vest.

For the nine months ended September 30, 2016, Sotheby's recognized a (\$1.3) million tax shortfall related to share-based payment arrangements. This tax shortfall represents the amount by which the tax deduction resulting from the vesting of share-based payments in the period was less than the tax benefit initially recognized in Sotheby's financial statements upon the amortization of compensation expense. The (\$1.3) million tax shortfall in the period is accounted for as a reduction to previously recognized excess tax benefits related to share-based payments recorded within Additional Paid-in Capital on the Condensed Consolidated Balance Sheets.

For the nine months ended September 30, 2015, Sotheby's recognized \$1.1 million of excess tax benefits related to share-based payment arrangements. These tax benefits represent the amount by which the tax deduction resulting from the vesting of share-based payments in the period exceeded the tax benefit initially recognized in Sotheby's financial statements upon the amortization of compensation expense. Excess tax benefits are recognized on the Condensed

Consolidated Balance Sheets as an increase to Additional Paid-in Capital and are classified within Financing Activities in the Condensed Consolidated Statements of Cash Flows.

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As of September 30, 2016, unrecognized compensation expense related to the unvested portion of share-based payments was \$22.5 million. This compensation expense is expected to be amortized over a weighted-average period of approximately 2.3 years. Sotheby's does not capitalize any compensation expense related to share-based payments to employees.

Sotheby's Restricted Stock Unit Plan—Sotheby's Third Amended and Restated Restricted Stock Unit Plan (the "Restricted Stock Unit Plan") provides for the issuance of Restricted Stock Units ("RSU's") and restricted stock shares to employees, subject to the approval of the Compensation Committee of the Board of Directors (the "Compensation Committee"). In making awards under the Restricted Stock Unit Plan, the Compensation Committee takes into account the nature of the services rendered by employees, their present and potential future contributions to Sotheby's success, and such other factors as the Compensation Committee in its discretion deems relevant.

RSU's and restricted stock shares issued under the Restricted Stock Unit Plan generally vest evenly over a three-year service period. Prior to vesting, holders of RSU's and restricted stock shares are entitled to receive non-forfeitable dividend equivalents and dividends, respectively, at the same rate as dividends are paid on Sotheby's Common Stock (if and when such dividends are paid). Prior to vesting, holders of RSU's do not have voting rights, while holders of restricted stock shares have voting rights. RSU's and restricted stock shares may not be sold, assigned, transferred, pledged or otherwise encumbered until they vest.

Performance Share Units (or "PSU's") are RSU's that generally vest over three or four year service periods, subject to the achievement of certain profitability targets (for awards granted prior to 2016) or certain return on invested capital ("ROIC") targets (for awards granted in 2016). Prior to vesting, holders of PSU's do not have voting rights and are not entitled to receive dividends or dividend equivalents. Dividend equivalents are generally credited to holders of PSU's at the same rate as dividends are paid on Sotheby's Common Stock (if and when such dividends are paid), but are only paid for PSU's that vest and become shares of Common Stock. PSU's may not be sold, assigned, transferred, pledged or otherwise encumbered until they vest.

For the nine months ended September 30, 2016, the Compensation Committee granted share-based payment awards with a total grant date fair value of \$23.7 million, as follows:

607,606 PSU's with a grant date fair value of \$14.4 million and a single vesting opportunity after a 3-year service period. These PSU awards provide recipients with an opportunity to vest in incremental PSU's of up to 100% of the initial units awarded subject to the achievement of certain ROIC targets, for a total maximum vesting opportunity of 200% of the initial award. The maximum number of shares of Common Stock that may be issued with respect to these awards is 1,215,212.

394,371 RSU's with annual vesting over a three-year service period and a grant date fair value of \$9.3 million.

Summary of Outstanding Share-Based Payment Awards—For the nine months ended September 30, 2016, changes to the number of outstanding RSU's, PSU's, and Restricted Stock shares were as follows (shares in thousands):

	Restricted Stock Shares, RSU's and PSU's	Weighted Average Grant Date Fair Value
Outstanding at January 1, 2016	2,019	\$ 43.61
Granted	1,002	\$ 23.66
Vested	(565 )	\$ 39.68
Canceled	(166 )	\$ 38.35
Outstanding at September 30, 2016	2,290	\$ 36.23

As of September 30, 2016, 2.6 million shares were available for future awards pursuant to the Restricted Stock Unit Plan. The aggregate fair value of RSU's and PSU's that vested during the nine months ended September 30, 2016 and 2015 was \$15 million and \$22.9 million, respectively, based on the closing stock price on the dates the shares vested.

Stock Options—Stock options issued pursuant to the Sotheby's 1997 Stock Option Plan are exercisable into authorized, but unissued shares of Sotheby's Common Stock. Stock options vest evenly over four years and expire ten years after

the date of grant. As of September 30, 2016, 104,100 shares of Common Stock were available for the issuance of stock options under the Stock Option Plan. As of September 30, 2016, 50,000 stock options were outstanding and exercisable with a weighted average exercise price of \$22.11 per share, a weighted average remaining contractual term of 3.4 years, and an aggregate intrinsic value of \$0.8 million. No stock options were exercised or granted during the nine months ended September 30, 2016 and 2015.

### 17. Voluntary Separation Incentive Programs (Net)

On November 13, 2015, Sotheby's announced a series of regional voluntary separation incentive programs (the "Programs") aimed at reducing headcount and associated compensation costs. The Programs were offered to Sotheby's employees in jurisdictions where it was practical to do so. Employees who elected to participate in the Programs were accepted only upon approval by Sotheby's management.

In the fourth quarter of 2015, Sotheby's recognized a charge of \$36.9 million as a result of the Programs, consisting of \$33.8 million in cash severance benefits and \$3.1 million in accelerated equity compensation expense related to awards that will continue to vest after termination of employment, subject to Sotheby's achievement of the underlying profitability targets, when applicable. The liability related to the \$33.8 million in cash severance benefits is recorded within Accounts Payable and Accrued Liabilities on the December 31, 2015 Condensed Consolidated Balance Sheet and includes \$4.7 million related to 2015 incentive compensation that would have been paid to participants had they not participated in the Programs.

For the three and nine months ended September 30, 2016, Sotheby's recognized net credits of (\$0.2) million and (\$0.7) million, respectively, to the originally recorded charge primarily as a result of management's quarterly assessment of the likelihood that performance-based stock units held by participants in the Programs will vest. Employee transitions and cash severance payments under the Programs are substantially complete.

### 18. CEO Separation and Transition Costs

In the first quarter of 2015, Sotheby's recognized \$4.2 million in costs associated with the hiring of Thomas S. Smith, Jr. as its President and Chief Executive Officer. These costs principally relate to compensation of \$3.1 million owed to Mr. Smith to replace incentive compensation that he expected to receive from his previous employer, consisting of a fully-vested restricted stock unit award with a fair value of \$2 million granted on March 31, 2015 and a \$1.1 million cash payment that was paid in September 2015. There was no required service period associated with this compensation. The CEO Separation and Transition Costs recognized in the first quarter of 2015 also include approximately \$1.1 million in recruitment and other professional fees associated with the CEO hiring process.

### 19. Restructuring Charges (Net)

On July 16, 2014, the Board of Directors approved a restructuring plan (the "2014 Restructuring Plan") principally impacting Sotheby's operations in the United States ("U.S.") and the U.K. The 2014 Restructuring Plan resulted in Restructuring Charges (net) of \$14.2 million recognized in 2014, consisting of \$13.9 million in employee termination benefits and approximately \$0.3 million in lease exit costs. For the three and nine months ended September 30, 2015, Sotheby's recognized credits of approximately (\$0.1) million and (\$1) million, respectively, in Restructuring Charges (net) as a result of adjustments to the initial accrual for employee termination benefits. The headcount reductions resulting from the 2014 Restructuring Plan were completed in the third quarter of 2015 and the associated liability has been fully settled.

### 20. Derivative Financial Instruments

Derivative Financial Instruments Designated as Hedging Instruments—The following tables summarize fair value information related to the derivative financial instruments designated as hedging instruments and recorded on Sotheby's Condensed Consolidated Balance Sheets as of September 30, 2016, December 31, 2015, and September 30, 2015 (in thousands of dollars):

September 30, 2016	Assets		Liabilities	
	Balance Sheet Classification	Fair Value	Balance Sheet Classification	Fair Value
Cash Flow Hedges:				
Interest rate swap	N/A	\$—	Other Current Liabilities	\$651
Interest rate collar	N/A	—	Other Long-Term Liabilities	14,696
Total cash flow hedges		—		-15,347
Net Investment Hedges:				
Foreign exchange contracts	Other Current Assets	20,098	Other Current Liabilities	—
Total		\$20,098		\$15,347



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December 31, 2015	Assets		Liabilities	
	Balance Sheet Classification	Fair Value	Balance Sheet Classification	Fair Value
Cash Flow Hedges:				
Interest rate swap	N/A	\$ —	Other Current Liabilities	\$ 360
Interest rate collar	N/A	—	Other Long-Term Liabilities	6,816
Total cash flow hedges		—		7,176
Net Investment Hedges:				
Foreign exchange contracts	Other Current Assets	—	Other Current Liabilities	—
Total		\$ —		\$ 7,176
September 30, 2015	Assets		Liabilities	
	Balance Sheet Classification	Fair Value	Balance Sheet Classification	Fair Value
Cash Flow Hedges:				
Interest rate swap	N/A	\$ —	Other Current Liabilities	\$ 1,879
Interest rate collar	N/A	—	Other Long-Term Liabilities	8,174
Total cash flow hedges		—		10,053
Net Investment Hedges:				
Foreign exchange contracts	Other Current Assets	—	Other Current Liabilities	—
Total		\$ —		\$ 10,053

The following tables summarize the effect of the derivative financial instruments designated as hedging instruments on Sotheby's Condensed Consolidated Statements of Operations and Condensed Consolidated Statements of Comprehensive (Loss) Income for the three and nine months ended September 30, 2016 and 2015 (in thousands of dollars):

Three Months Ended September 30,	Gain (Loss) Recognized in Other Comprehensive Income(Loss) - Effective Portion		Classification of Gain (Loss) Recognized from Accumulated Other Comprehensive Income	Reclassified from Accumulated Other Comprehensive Loss into Net (Loss) Income	Amount Reclassified from Accumulated Other Comprehensive Loss into Net (Loss) Income - Effective Portion	
	2016	2015			2016	2015
Cash Flow Hedges:						
Interest rate swap	\$ 223	\$(1,393)	Interest Expense		\$ 192	\$ 350
Interest rate collar	925	(5,027)	Interest Expense		—	—
Total cash flow hedges	1,148	(6,420)			192	350
Net Investment Hedges:						
Foreign exchange contracts	4,323	—	Other Income/(Expense)		—	—
Total	\$ 5,471	\$(6,420)			\$ 192	\$ 350
	Gain (Loss) Recognized in Other		Classification of Gain (Loss) Recognized from Accumulated Other Comprehensive Income		Amount Reclassified from	

Nine Months Ended September 30, Cash Flow Hedges:	Comprehensive Income (Loss) - Effective Portion			Accumulated Other Comprehensive Loss into Net Income - Effective Portion	
	2016	2015		2016	2015
Interest rate swap	\$(860 )	\$(1,393)	Interest Expense	\$ 631	\$ 350
Interest rate collar	(4,867 )	(5,027 )	Interest Expense	—	—
	(5,727 )	(6,420 )		631	350
Net Investment Hedges:					
Foreign exchange contracts	10,096	—	Other Income/(Expense)	—	—
Total	\$4,369	\$(6,420)		\$ 631	\$ 350

See the captioned sections below for information related to derivative financial instruments designated as cash flow hedges and derivative financial instruments designated as net investment hedges.



**Derivative Financial Instruments Designated as Cash Flow Hedges**—On July 1, 2015, Sotheby's entered into a seven-year, \$325 million mortgage loan to refinance its previous mortgage on the York Property. The York Property Mortgage bears interest based on the one-month LIBOR rate plus a spread of 2.25% and is being amortized based on a 25-year mortgage-style amortization schedule over the seven-year term of the mortgage. In connection with the York Property Mortgage, Sotheby's entered into interest rate protection agreements secured by the York Property, consisting of a two-year interest rate swap (the "Swap"), effective as of July 1, 2015, and a five-year interest rate collar (the "Collar"), effective as of July 1, 2017. Both of these instruments have a notional amount equal to the applicable principal balance of the York Property Mortgage and have an identical amortization schedule to that of the mortgage. The York Property, the York Property Mortgage, and the related interest rate protection agreements are held by 1334 York, LLC, a separate legal entity of Sotheby's that maintains its own books and records and whose results are ultimately consolidated into Sotheby's financial statements. See Note 8 for additional information related to the York Property Mortgage.

As of September 30, 2016, the notional value of the Swap was \$316.6 million and the notional value of the Collar was \$310.3 million. These interest rate protection agreements effectively hedge the LIBOR rate on the entire outstanding principal balance of the York Property Mortgage at an annual rate equal to 0.877% for the first two years, and then at an annual rate of no less than 1.917%, but no more than 3.75%, for the remainder of the seven-year term. After taking into account the interest rate protection agreements, the annual interest rate for the first two years of the York Property Mortgage will be approximately 3.127% and then will be between a floor of 4.167% and a cap of 6% for the remainder of the seven-year term.

At their inception, the Swap and the Collar were each individually designated as cash flow hedges of the risk associated with the variability in expected cash outflows related to the monthly one-month LIBOR-indexed interest payments on the York Property Mortgage. Accordingly, to the extent that the Swap and the Collar are effective, any unrealized gains and losses related to changes in their fair value are recorded to Accumulated Other Comprehensive Loss on the Condensed Consolidated Balance Sheets and then reclassified to Interest Expense in the Condensed Consolidated Statements of Operations as interest expense related to the York Property Mortgage is recorded. Any hedge ineffectiveness is immediately recognized in Interest Expense. There was no hedge ineffectiveness related to the Swap or the Collar during the three and nine months ended September 30, 2016. Management performs a quarterly assessment to determine whether the Swap and the Collar continue to be highly effective in hedging the risk associated with the variability in expected cash outflows related to the monthly one-month LIBOR-indexed interest payments on the York Property Mortgage.

The liabilities associated with the Swap and the Collar have been designated as Level 2 fair value measurements within the fair value hierarchy provided by ASC 820. Level 2 fair value measurements have pricing inputs other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value may be determined through the use of models or other valuation methodologies. The fair value of the Swap is based on a discounted cash flow methodology using the contractual terms of the instrument and observable LIBOR-curve rates that are consistent with the timing of the interest payments related to the York Property Mortgage. The fair value of the Collar is based on an option pricing model using observable LIBOR-curve rates for each forecasted monthly settlement, with the projected cash flows discounted using the contractual terms of the instrument.

**Derivative Financial Instruments Designated as Net Investment Hedges**—In the fourth quarter of 2015, in consideration of the expansion of Sotheby's Common Stock repurchase program, as well as the need for cash in the U.S. to fund other corporate strategic initiatives, management assessed its U.S. and foreign cash needs and concluded that approximately \$600 million of accumulated foreign earnings would be repatriated to the U.S. in the foreseeable future. As of September 30, 2016, approximately \$320 million of these foreign earnings had been repatriated and used, in part, to fund Common Stock repurchases. Management expects that additional repatriations will be made, though the specific timing of any further repatriation of foreign earnings is currently uncertain and is being evaluated. These accumulated foreign earnings represent almost the entire value of Sotheby's foreign currency denominated net investments in the subsidiaries from which the earnings are being repatriated. As a result, Sotheby's is exposed to variability in the U.S. Dollar equivalent of these foreign currency denominated net investments and, by extension, the U.S. Dollar equivalent of any foreign earnings repatriated to the U.S. due to potential changes in foreign currency

exchange rates. On June 1, 2016, Sotheby's entered into foreign currency forward exchange contracts with an aggregate notional value of \$295.5 million, which hedge the net investment in certain of its foreign subsidiaries. As of September 30, 2016, the aggregate notional value of the net investment hedge contracts that remained outstanding was \$200.2 million.

Sotheby's uses the forward rate method to assess the effectiveness of its net investment hedges. Under the forward rate method, if both the notional amount of the derivative designated as a hedge of a net investment in a foreign subsidiary equals the portion of the net investment designated as being hedged and the derivative relates solely to the foreign exchange rate between the functional currency of the hedged net investment and the investor's functional currency, then all changes in fair value of the derivative are reported in the cumulative translation adjustment accounts within Accumulated Other Comprehensive Loss on the Condensed Consolidated Balance Sheets.

The foreign currency forward exchange contracts designated as net investment hedges are considered Level 2 fair value measurements within the fair value hierarchy provided by ASC 820. Level 2 fair value measurements have pricing inputs other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value may be determined through the use of models or other valuation methodologies. The fair value of these foreign currency forward exchange contracts is based on the estimated amount to settle the contracts using applicable market exchange rates as of the balance sheet date.

Derivative Financial Instruments Not Designated as Hedging Instruments—Sotheby's also utilizes forward exchange contracts to hedge cash flow exposures related to foreign currency exchange rate movements arising from short-term foreign currency denominated intercompany balances and, to a much lesser extent, foreign currency denominated client payable balances, as well as foreign currency denominated auction guarantee obligations. Such forward exchange contracts are typically short-term with settlement dates less than six months from their inception. All instruments used to offset cash flow exposures related to foreign currency exchange rate movements are not designated as hedging instruments for accounting purposes. Accordingly, changes in the fair value of these instruments are recognized in the Condensed Consolidated Statements of Operations in Other Income (Expense). As of September 30, 2016, the notional value of outstanding forward exchange contracts not designated as hedging instruments was \$308.9 million. Notional values do not quantify risk or represent assets or liabilities of Sotheby's, but are used to calculate cash settlements under outstanding forward exchange contracts. Sotheby's is exposed to credit-related risks in the event of nonperformance by the two counterparties to its outstanding forward exchange contracts. Sotheby's does not expect any of these counterparties to fail to meet their obligations, given their high short-term (A1/P1) credit ratings. As of September 30, 2016, the aggregate fair value of these contracts represented a liability of \$10.5 million, which was recorded on Sotheby's Condensed Consolidated Balance Sheets within Accounts Payable and Accrued Liabilities. As of December 31, 2015, and September 30, 2015, the fair values of these contracts were not material to Sotheby's consolidated financial statements.

## 21. Accumulated Other Comprehensive Loss

The following tables present a summary of the changes in Accumulated Other Comprehensive Loss for the three and nine months ended September 30, 2016 and 2015 (in thousands of dollars):

Three Months Ended September 30, 2016	Foreign Currency Items	Defined Benefit Pension Items	Derivative Financial Instruments	Total
Balance at July 1, 2016	\$(71,274)	\$(8,629)	\$(4,969)	\$(84,872)
Other comprehensive (loss) income before reclassifications	(4,895)	354	5,471	930
Amounts reclassified from accumulated other comprehensive loss	—	—	192	192
Net other comprehensive (loss) income	(4,895)	354	5,663	1,122
Balance at September 30, 2016	\$(76,169)	\$(8,275)	\$ 694	\$(83,750)

Three Months Ended September 30, 2015	Foreign Currency Items	Defined Benefit Pension Items	Derivative Financial Instruments	Total
Balance at July 1, 2015	\$(34,602)	\$(42,155)	\$ —	\$(76,757)
Other comprehensive (loss) income before reclassifications	(12,127)	1,419	(6,420)	(17,128)
Amounts reclassified from accumulated other comprehensive loss	—	878	350	1,228
Net other comprehensive (loss) income	(12,127)	2,297	(6,070)	(15,900)
Balance at September 30, 2015	\$(46,729)	\$(39,858)	\$(6,070)	\$(92,657)

Nine Months Ended September 30, 2016	Foreign Currency Items	Defined Benefit Pension Items	Derivative Financial Instruments	Total
Balance at January 1, 2016	\$(52,279)	\$(9,619)	\$(4,306)	\$(66,204)
Other comprehensive (loss) income before reclassifications	(23,890)	1,344	4,369	(18,177)
Amounts reclassified from accumulated other comprehensive loss	—	—	631	631
Net other comprehensive (loss) income	(23,890)	1,344	5,000	(17,546)
Balance at September 30, 2016	\$(76,169)	\$(8,275)	\$ 694	\$(83,750)

Nine Months Ended September 30, 2015	Foreign Currency Items	Defined Benefit Pension Items	Derivative Financial Instruments	Total
Balance at January 1, 2015	\$(33,223)	\$(43,543)	\$ —	\$(76,766)
Other comprehensive (loss) income before reclassifications	(13,506)	1,082	(6,420)	(18,844)
Amounts reclassified from accumulated other comprehensive loss	—	2,603	350	2,953
Net other comprehensive (loss) income	(13,506)	3,685	(6,070)	(15,891)
Balance at September 30, 2015	\$(46,729)	\$(39,858)	\$(6,070)	\$(92,657)

For the three and nine months ended September 30, 2016, other comprehensive (loss) income before reclassifications includes \$0.4 million (net of tax) and \$1.3 million (net of tax), respectively, related to changes in the foreign currency translation adjustment account associated with accumulated unrealized losses related to the U.K. Pension Plan. For the three and nine months ended September 30, 2015, such amounts totaled \$1.4 million (net of tax) and \$1.1 million (net of tax), respectively.

For the three and nine months ended September 30, 2016, \$0.2 million (net of tax) and \$0.6 million (net of tax), respectively, was reclassified from Accumulated Other Comprehensive Loss and recognized on a pre-tax basis within Interest Expense in the Condensed Consolidated Statements of Operations as a result of monthly interest accruals related to the Swap associated with the York Property Mortgage (see Note 20). For the three and nine months ended September 30, 2015, such amounts totaled \$0.4 million (net of tax).



For the three and nine months ended September 30, 2015, \$0.9 million (net of tax) and \$2.6 million (net of tax), respectively, was reclassified from Accumulated Other Comprehensive Loss and recognized on a pre-tax basis within Salaries and Related Costs in the Condensed Consolidated Statements of Operations as a result of the amortization of actuarial losses and prior service costs related to the U.K. Pension Plan.

## 22. Income Taxes

The quarterly income tax provision is calculated using an estimated annual effective income tax rate based on actual historical information and forward looking estimates. The estimated annual effective income tax rate may fluctuate due to changes in forecasted annual pre-tax income, changes in the jurisdictional mix of forecasted pre-tax income, and changes to actual or forecasted permanent book to tax differences (e.g., non-deductible expenses). Furthermore, the effective income tax rate may fluctuate as the result of changes to the valuation allowance for net deferred tax assets, the impact of future tax settlements with federal, state or foreign tax authorities, or the impact of tax law changes. Management identifies items that are unusual and non-recurring in nature and treats these as discrete events. The tax effect of these discrete events is booked entirely in the quarter in which they occur.

As discussed above, Sotheby's effective income tax rate may fluctuate due to changes in the jurisdictional mix of forecasted pre-tax income. The impact of such changes could be meaningful in countries with statutory tax rates that are significantly lower than the U.S. statutory tax rate of 35%, if incremental U.S. deferred income taxes are not already being recorded on the earnings of those countries. This is particularly true in countries where Sotheby's has significant auction operations such as Hong Kong and Switzerland, where the current statutory tax rates are approximately 17% and 23%, respectively.

Prior to the fourth quarter of 2015, based on its projections and planned uses of U.S. and foreign earnings, management had intended that approximately \$400 million of accumulated foreign earnings relating to years prior to 2014 would be indefinitely reinvested outside of the U.S. As a result, Sotheby's did not initially record deferred income taxes on these earnings in its financial statements. In the fourth quarter of 2015, however, in consideration of the expansion of Sotheby's Common Stock repurchase program (see Note 15), as well as the need for cash in the U.S. to fund other corporate strategic initiatives, management reassessed Sotheby's U.S. and foreign cash needs and concluded that these foreign earnings would instead be repatriated to the U.S. in the foreseeable future. Consequently, in the fourth quarter of 2015, Sotheby's recognized a liability for the deferred income taxes on these foreign earnings. In addition, Sotheby's had accrued incremental taxes during 2014 and 2015 on approximately \$200 million of foreign earnings for those years. As a result, as of December 31, 2015, Sotheby's had recognized total net deferred tax liabilities of approximately \$92 million for foreign earnings deemed not to be indefinitely reinvested outside of the U.S.

As of September 30, 2016, approximately \$320 million of the foreign earnings discussed above had been repatriated and used, in part, to fund Common Stock repurchases during the first nine months of 2016. Management expects that additional repatriations will be made, though the specific timing of any further repatriation of foreign earnings and the cash payment of the associated taxes is currently uncertain and is being evaluated.

Based on current projections and planned uses of U.S. and foreign cash, management believes that its cash balances and earnings in the U.S., as well as the amount of unremitted foreign earnings for which a deferred tax liability has been recorded, will be sufficient to satisfy its current cash needs in the U.S. Accordingly, management plans to indefinitely reinvest a portion of its prospective foreign earnings (i.e., those related to Sotheby's non-U.K. foreign subsidiaries) outside of the U.S.

As of September 30, 2016, Sotheby's estimates that its annual effective income tax rate, excluding discrete items, will be approximately 22% as compared to its estimate of approximately 36% as of September 30, 2015. The decrease in the estimate of the annual effective income tax rate is due, in part, to management's change in assertion regarding the indefinite reinvestment of Sotheby's 2016 foreign earnings (except those related to Sotheby's subsidiaries in the U.K.). In 2015, as discussed above, U.S. deferred income taxes were recorded on substantially all of the foreign earnings generated by Sotheby's in that year. As a result, the mix of pre-tax income among the various jurisdictions did not have a material effect on Sotheby's annual effective income tax rate for the year ended December 31, 2015. The estimated annual effective income tax rate for the year ending December 31, 2016, however, is influenced by changes in the mix of pre-tax income among the various jurisdictions where Sotheby's operates and results in a decrease in the estimated

annual effective income tax rate when compared to the prior year.

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The table below summarizes Sotheby's income tax (benefit) expense and effective income tax rate for the three and nine months ended September 30, 2016 and 2015, including the impact of discrete items (in thousands of dollars):

	Three Months Ended		Nine Months	
	September 30,		Ended September	
	2016	2015	2016	2015
(Loss) income before taxes	\$(73,495)	\$(30,782)	\$10,507	\$85,390
Income tax (benefit) expense	\$(17,775)	\$(10,078)	\$3,794	\$36,635
Effective income tax (benefit) expense rate	(24.2%)	(32.7%)	36.1%	42.9%

In addition to the factors impacting the estimated annual effective income tax rate described above, the decrease in Sotheby's effective income tax benefit rate for the three months ended September 30, 2016, is due, in part, to changes in previously estimated and recorded income taxes resulting from recently filed income tax returns. Such changes resulted in income tax expense of \$1.5 million in the current period and an income tax benefit of \$1.4 million in the prior year. The overall decrease to the effective income tax benefit rate for the three months ended September 30, 2016 is partially offset by a \$0.6 million decrease in the tax expense resulting from a lower level of equity earnings from Sotheby's investment in RM Sotheby's (see Note 1) and a \$0.5 million decrease in the income tax expense recorded discretely related to uncertain tax positions.

In addition to the factors impacting the estimated annual effective income tax rate described above, the decrease in Sotheby's effective income tax rate for the nine months ended September 30, 2016 is also influenced by discrete tax expenses of approximately \$4 million as a result of legislation enacted in New York City and approximately \$1.1 million related to the conclusion of income tax audits, both of which were recorded in 2015.

### 23. Uncertain Tax Positions

As of September 30, 2016, Sotheby's liability for unrecognized tax benefits, excluding interest and penalties, was \$19.7 million, representing a net decrease of \$2.3 million when compared to a liability of \$22 million as of December 31, 2015. This net decrease is primarily the result of the expiration of a statute of limitations for certain tax years. As of September 30, 2015, Sotheby's liability for unrecognized tax benefits, excluding interest and penalties, was \$21 million. As of September 30, 2016, December 31, 2015, and September 30, 2015, the total amount of unrecognized tax benefits that, if recognized, would favorably affect Sotheby's effective tax rate was \$13.7 million, \$12.8 million, and \$12.8 million, respectively. Sotheby's believes it is reasonably possible that a decrease of \$9 million in the balance of unrecognized tax benefits can occur within 12 months of the September 30, 2016 balance sheet date as a result of the expiration of statutes of limitations and the settlement of an audit.

Sotheby's is subject to taxation in the U.S. and various U.S. state and foreign jurisdictions and, as a result, is subject to tax audits in these jurisdictions. Sotheby's is currently under examination by various U.S. state and foreign taxing authorities. The earliest open tax year for the major jurisdictions in which Sotheby's does business, which include the U.S. (including various state and local jurisdictions), the U.K., and Hong Kong, is 2009.

Sotheby's recognizes interest expense and penalties related to unrecognized tax benefits as a component of Income Tax (Benefit) Expense. The accrual for such interest and penalties increased by \$0.2 million for the nine months ended September 30, 2016.

Sotheby's policy is to record interest expense related to sales, value added and other non-income based taxes as Interest Expense in its Condensed Consolidated Statements of Operations. Penalties related to such taxes are recorded as General and Administrative Expenses in its Condensed Consolidated Statements of Operations. Interest expense and penalties related to income taxes are recorded as a component of Income Tax (Benefit) Expense in Sotheby's Condensed Consolidated Statements of Operations.



#### 24. Related Party Transactions

From time-to-time, in the ordinary course of business, related parties such as members of the Board of Directors and employees transact with Sotheby's to buy and sell property at auction and through private sales. For the three and nine months ended September 30, 2016, Sotheby's recognized Agency Commissions and Fees of less than \$0.1 million and \$0.7 million, respectively, related to property consigned or purchased by related parties. For the three and nine months ended September 30, 2015, such amounts totaled \$0.2 million and \$2.2 million, respectively.

On September 2, 2015, Sotheby's entered into an arrangement with the Estate of A. Alfred Taubman under which it offered works of art from the collection of A. Alfred Taubman. Robert S. Taubman, a trustee and beneficiary of the Estate, was a director of Sotheby's at the time the arrangement was consummated. In connection with this arrangement, Sotheby's provided an auction guarantee of \$509 million, after taking into account items withdrawn by the Estate prior to sale. Total aggregate proceeds (i.e., the hammer price plus buyer's premium) from sales of Taubman Collection property were \$473.5 million. The results of these sales, combined with the initially estimated value of items which were taken into inventory after failing to sell at auction (\$33 million) resulted in a loss on the auction guarantee of approximately \$3 million, which was recognized in the fourth quarter of 2015. As of September 30, 2016 and December 31, 2015, Sotheby's owed \$0.9 million and \$285.4 million, respectively, to the Estate. Subsequent to September 30, 2016, \$0.9 million was paid to the Estate in settlement of the outstanding liability.

On October 3, 2016, Sotheby's entered into an agreement with funds managed by Marcato Capital Management LP, pursuant to which Sotheby's agreed to purchase 2,050,000 shares of its Common Stock from Marcato for an aggregate purchase price of \$73.8 million, or \$36.00 per share. This repurchase of Common Stock was consummated on October 4, 2016 and funded by cash on hand. At the time of this agreement, Marcato owned 8.5% of Sotheby's outstanding Common Stock. See Note 15.

#### 25. Recent Accounting Standards Not Yet Adopted

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers, which introduces a new five-step framework for revenue recognition. The core principal of the standard is that entities should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration for which the entity expects to be entitled in exchange for those goods or services. This ASU also requires enhanced disclosures regarding the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. This standard can be applied either retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. On August 12, 2015, the FASB issued ASU 2015-14, Revenue from Contracts with Customers - Deferral of Effective Date, which defers the effective date of ASU 2014-09 to January 1, 2018 with early adoption beginning January 1, 2017. Management is currently assessing the potential impact of adopting this new accounting standard, including all amendments subsequently issued by the FASB to this standard, on Sotheby's financial statements.

In January 2016, the FASB issued ASU 2016-01, Financial Instruments-Overall: Recognition and Measurement of Financial Assets and Financial Liabilities. ASU 2016-01 addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments, including requirements to measure most equity investments at fair value with changes in fair value recognized in net income, to perform a qualitative assessment of equity investments without readily determinable fair values, and to separately present financial assets and liabilities by measurement category and by type of financial asset on the balance sheet or in the accompanying notes to the financial statements. ASU 2016-01 will be effective for Sotheby's beginning on January 1, 2018, and will be applied by means of a cumulative effect adjustment to the balance sheet, except for effects related to equity securities without readily determinable values, which will be applied prospectively. Management is currently assessing the potential impact of adopting this new accounting standard on Sotheby's financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases, which requires an entity to recognize long-term lease arrangements as assets and liabilities on the balance sheet of the lessee. Under ASU 2016-02, a right-of-use asset and lease obligation will be recorded for all long-term leases, whether operating or financing, while the income statement will reflect lease expense for operating leases and interest expense for financing leases. The amendments also require certain new quantitative and qualitative disclosures regarding leasing arrangements. ASU 2016-02 will be effective for Sotheby's beginning on January 1, 2019. Lessees must apply a modified retrospective transition approach for leases

existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. Early adoption is permitted. Management is currently assessing the potential impact of adopting this new accounting standard on Sotheby's financial statements.

In March 2016, the FASB issued ASU 2016-05, Derivatives and Hedging: Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships, which clarifies that a change in the counterparty to a derivative instrument that has been designated as a hedging instrument would not, in and of itself, be considered a termination of the derivative instrument, provided that all other hedge accounting criteria continue to be met. ASU 2016-05 is effective for Sotheby's beginning on January 1, 2017. Early adoption is permitted, including in an interim period. Management does not expect that this standard will have a material effect on Sotheby's financial statements.

In March 2016, the FASB issued ASU 2016-06, Derivatives and Hedging - Contingent Put and Call Options in Debt Instruments, which aims to reduce the diversity of practice in identifying embedded derivatives in debt instruments. ASU 2016-06 clarifies that the nature of an exercise contingency is not subject to the "clearly and closely" criteria for purposes of assessing whether the call or put option must be separated from the debt instrument and accounted for separately as a derivative. ASU 2016-06 will be effective for Sotheby's beginning on January 1, 2017. Management does not expect that this standard will have a material effect on Sotheby's financial statements.

In March 2016, the FASB issued ASU 2016-09, Compensation - Stock Compensation: Improvements to Employee Share-Based Payment Accounting. ASU 2016-09 simplifies several aspects of the accounting and presentation of share-based payment transactions, including the accounting for related income tax consequences and certain classifications within the statement of cash flows. This standard requires companies to record all excess tax benefits and deficiencies resulting from the vesting of share-based payments to the income statement, whereas current guidance generally permits such items to be recorded to the equity section of the balance sheet provided that an adequate level of previously recorded excess tax benefits exists. ASU 2016-09 is effective for Sotheby's beginning on January 1, 2017. Management is currently assessing the potential impact of adopting this new accounting standard on Sotheby's financial statements, but expects the adoption of ASU 2016-09 to potentially result in increased variability in Sotheby's effective income tax rate beginning in 2017.

In June 2016, the FASB issued ASU 2016-13, Measurement of Credit Losses on Financial Instruments, which amends previously issued guidance regarding the impairment of financial instruments by creating an impairment model that is based on expected losses rather than incurred losses. ASU 2016-13 is effective for Sotheby's beginning on January 1, 2020. Early adoption is permitted. Management is currently assessing the potential impact of adopting this new accounting standard on Sotheby's financial statements.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows, which updates guidance as to how certain cash receipts and cash payments should be presented and classified within the statement of cash flows. ASU 2016-15 is intended to reduce the existing diversity in practice and is effective for Sotheby's beginning on January 1, 2018. Early adoption is permitted. Management is currently assessing the potential impact of adopting this new accounting standard on Sotheby's financial statements.

In October 2016, the FASB issued ASU 2016-16, Intra-Entity Transfers of Assets Other Than Inventory. Under current guidance, the immediate recognition of current and deferred income tax impact for intra-entity asset transfers is prohibited. ASU 2016-16 eliminates such prohibition for all intra-entity asset transfers, except for inventory, and is effective for Sotheby's beginning on January 1, 2018. Early adoption is only permitted as of the beginning of an annual reporting period. Management is currently assessing the potential impact of adopting this new accounting standard on Sotheby's financial statements.

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

Management's Discussion and Analysis of Financial Condition and Results of Operations (or "MD&A") should be read in conjunction with Note 4 ("Segment Reporting") of Notes to Condensed Consolidated Financial Statements. Sotheby's Business

Sotheby's is a global art business whose operations are organized under two segments—the Agency segment and the Finance segment, which does business as and is referred to in this report as Sotheby's Financial Services (or "SFS"). The Agency segment earns commissions by matching buyers and sellers of authenticated fine art, decorative art, jewelry, wine and collectibles (collectively, "art" or "works of art" or "artwork" or "property") through the auction or private sale process. To a much lesser extent, Agency segment activities also include the sale of artworks that are principally acquired as a consequence of the auction process, as well as the activities of RM Sotheby's, an equity investee that operates as an auction house for investment-quality automobiles. SFS earns interest income through art-related financing activities by making loans that are secured by works of art.

The global art market is influenced over time by the overall strength and stability of the global economy, the financial markets of various countries, geopolitical conditions, and world events, all of which may impact the willingness of potential buyers and sellers to purchase and sell art. In addition, the amount and quality of art consigned for sale is influenced by other factors not within Sotheby's control, and many consignments often become available as a result of the death or financial or marital difficulties of the owner. These factors cause the supply and demand for works of art to be unpredictable and may lead to significant variability in Sotheby's revenues from period to period.

Competition in the international art market is intense. A fundamental challenge facing any auctioneer or art dealer is the sourcing of high quality and valuable property for sale either as agent or as principal. Sotheby's primary global competitor is Christie's, a privately owned auction house. In response to the competitive environment, Sotheby's may offer consignors a variety of financial inducements such as auction commission sharing arrangements and auction guarantees as a means to secure high-value consignments. Although these inducements may lead to a higher level of auction consignments, they adversely impact auction commission margins, and auction guarantees introduce the possibility of incurring a loss on the transaction and reduced liquidity if the underlying property fails to sell at the minimum guaranteed price. To mitigate the risk of a decline in auction commission margins, from time-to-time, Sotheby's adjusts its commission rate structures (see "Change in Buyer's Premium Rate Structure" below). In addition, Sotheby's may reduce its financial exposure under auction guarantees through contractual risk and reward sharing arrangements such as irrevocable bids under which a counterparty commits to bid a predetermined price on the guaranteed property. However, Sotheby's could be exposed to losses in the event any of its counterparties do not perform according to the terms of these contractual arrangements.

Sotheby's is a service business in which the ability of its employees to source high-value works of art and develop and maintain relationships with potential sellers and buyers of art is essential to its success. Sotheby's business is highly dependent upon attracting and retaining qualified personnel and employee compensation is its most substantial operating expense. Sotheby's also incurs significant costs to promote and conduct its auctions, as well as general and administrative expenses to support its global operations. While a large portion of Sotheby's expenses are fixed, certain categories of expense are variable. For example, sale marketing costs are dependent upon the volume of auction activity and certain elements of employee compensation are a function of Sotheby's financial performance.

Business and Industry Trends

Agency Segment—In late-2009, the global art market began a period of expansion that resulted in some of the most profitable years in Sotheby's history. A significant driver of the expansion of the global art market and Sotheby's profitability during this period was the growth of the Contemporary and Asian art markets, as well as increased demand for art from clients in China and other emerging markets across several collecting categories.

Auction sale results in the fourth quarter of 2015 and to-date in 2016 indicate that the global art market has entered a period of lower sales. With the art market declining from its most recent peak, consignors have exercised greater discretion in offering their works of art for sale, which has resulted in lower consignment levels, particularly in the Contemporary and Impressionist and Modern Art collecting categories. However, collectors continue to purchase top

quality works of art for strong prices in these smaller and more selective sales, which have also recently experienced encouraging sell-through rates. The lower level of sales has also been partially mitigated by an increase in Auction Commission Margin in each of the last four quarterly reporting periods beginning in the fourth quarter of 2015.

Sotheby's Financial Services—In recent years, there has been an increase in the demand for art-related financing. In response, and in an effort to reduce the cost of capital of SFS and enhance returns, in January 2014, Sotheby's established a separate capital structure for SFS through which client loans are predominantly funded with borrowings drawn from a dedicated revolving credit facility. The establishment of the SFS Credit Facility has allowed management to finance 84% of the loan portfolio with debt, and has contributed to a 38% increase in the client loan portfolio when compared to December 31, 2013 and a higher level of profitability for SFS.

#### Change in Buyer's Premium Rate Structure

On October 13, 2016, Sotheby's announced a new buyer's premium rate structure that will become effective on November 13, 2016. The new rate structure is 25% on the first \$250,000 of hammer (sale) price; 20% on the portion of hammer (sale) price above \$250,000 up to and including \$3 million; and 12.5% on any remaining amount above \$3 million. The hammer (sale) price thresholds in other currencies will be adjusted in a commensurate manner. The existing buyer's premium rate structure, which has been in effect since February 1, 2015, is 25% on the first \$200,000 of hammer (sale) price; 20% on the portion of hammer (sale) price above \$200,000 up to and including \$3 million; and 12% on the remaining amount above \$3 million.

#### Seasonality

The global art auction market has two principal selling seasons, which generally occur in the second and fourth quarters of the year. In the aggregate, second and fourth quarter Net Auction Sales<sup>1</sup> represented 78% and 79% of total Net Auction Sales in 2015 and 2014, respectively, with auction commission revenues comprising approximately 75% and 81% of Sotheby's total revenues in those years. Accordingly, Sotheby's financial results are seasonal, with peak revenues and operating income generally occurring in the second and fourth quarters. Consequently, first and third quarter results have historically reflected lower revenues when compared to the second and fourth quarters and, typically, a net loss due to the fixed nature of many of Sotheby's operating expenses.

The comparison of Sotheby's results between the current and prior year quarters can be significantly influenced by a number of factors in addition to the seasonality of the global art auction market, such as changes in the timing of when certain auctions occur, the level of non-recurring single-owner auction sale events, the level and timing of individually negotiated private sale transactions, and changes in certain accounting estimates that rely upon forecasted results such as variable incentive and share-based compensation expense and the estimated annual effective income tax rate.

Accordingly, management believes that investors should focus on results for six and twelve month periods, which better reflect the business cycle of the global art auction market.

### RESULTS OF OPERATIONS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015

#### Overview

For the three months ended September 30, 2016, Sotheby's reported a net loss of (\$54.5) million, as compared to a net loss of (\$17.9) million in the third quarter of 2015. Sotheby's results for the third quarter of 2016 are significantly influenced by the timing of the summer Contemporary Art sales in London, which were held in the second quarter of 2016 after occurring in the third quarter in 2015. This shift in timing resulted in significantly lower Net Auction Sales<sup>1</sup> and auction commission revenues in the third quarter of 2016. Also unfavorably influencing the comparison of third quarter results to the prior year is \$17.2 million of compensation expense related to the earn-out arrangement with the former principals of Art Agency, Partners (see "Salaries and Related Costs" below), as well as unfavorable experience with inventory activities. These factors are somewhat mitigated by an increase in Auction Commission Margin from 15.2% to 21.6%, principally due to a significant change in sales mix caused by the timing of the summer Contemporary Art sales in London, as well as a lower level of share-based compensation expense. For the three months ended September 30, 2016, Adjusted Net Loss\*, which excludes, among other items, compensation expense related to the earn-out arrangement discussed above, was (\$43.1) million, as compared to (\$17.9) million in the third quarter of 2015.

<sup>1</sup> Represents the total hammer (sale) price of property sold at auction.

\* See "Non-GAAP Financial Measures" below for a description of this non-GAAP financial measure and a reconciliation to the most comparable GAAP amount.

For the nine months ended September 30, 2016, Sotheby's reported net income of \$8.6 million, an 84% decrease when compared to net income of \$54.9 million in the same period of the prior year. The lower level of net income is principally due to a decrease of \$764.5 million (26%) in Net Auction Sales<sup>1</sup> associated with the recent decline in the global art market. Also unfavorably influencing the comparison of year-to-date results to the prior year is \$21.6 million in compensation expense related to the earn-out arrangement discussed above, as well as unfavorable experience with inventory activities. These factors are somewhat mitigated by an increase in Auction Commission Margin from 15.3% to 16.5% and a lower level of incentive and share-based compensation expense, as well as a lower effective income tax rate. For the nine months ended September 30, 2016, Adjusted Net Income\* was \$25.9 million, a 59% decrease when compared to Adjusted Net Income\* of \$62.5 million in the same period of the prior year.

#### Outlook

Due to the decline in the global art market, it is unlikely that fourth quarter 2016 Net Auction Sales and associated auction commission revenues will equal the levels achieved in the same period in 2015. However, results for the fourth quarter of 2016 are expected to benefit from an anticipated improvement in Auction Commission Margin and a lower effective income tax rate. In addition, on a per share basis, results are expected to benefit from the significant level of Common Stock repurchases since the fourth quarter of 2015 and, accordingly, management anticipates that Adjusted Earnings Per Share\* for the fourth quarter of 2016 will be in the range of Adjusted Earnings Per Share\* reported for the fourth quarter of 2015. (See statement on Forward Looking Statements.)

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<sup>1</sup> Represents the total hammer (sale) price of property sold at auction.

\* See "Non-GAAP Financial Measures" below for a description of this non-GAAP financial measure and a reconciliation to the most comparable GAAP amount.



## Consolidated Results of Operations for the Three and Nine Months Ended September 30, 2016 and 2015

The tables below present a summary of Sotheby's consolidated results of operations and related statistical metrics for the three and nine months ended September 30, 2016 and 2015, as well as a comparison between the current and prior year periods (in thousands of dollars, except per share data):

Three Months Ended September 30,	2016	2015	Variance	
			\$/%	%
<b>Revenues:</b>				
Agency commissions and fees	\$51,285	\$69,222	\$(17,937 )	(26 %)
Inventory sales	24,359	53,226	(28,867 )	(54 %)
Finance	11,138	12,933	(1,795 )	(14 %)
Other	4,710	2,611	2,099	80 %
Total revenues	91,492	137,992	(46,500 )	(34 %)
<b>Expenses:</b>				
Agency direct costs	5,142	8,156	(3,014 )	(37 %)
Cost of inventory sales	29,616	43,678	(14,062 )	(32 %)
Cost of finance revenues	4,433	4,282	151	4 %
Marketing	4,099	3,767	332	9 %
Salaries and related	70,471	56,897	13,574	24 %
General and administrative	39,355	38,124	1,231	3 %
Depreciation and amortization	5,426	4,881	545	11 %
Voluntary separation incentive programs (net) (a)	(176 )	—	(176 )	N/A
Restructuring charges (net) (c)	—	(86 )	86	(100%)
Total expenses	158,366	159,699	(1,333 )	(1 %)
Operating loss	(66,874 )	(21,707 )	(45,167 )	*
Net interest expense (d)	(7,254 )	(6,959 )	(295 )	(4 %)
Other income (expense)	633	(2,116 )	2,749	N/A
Loss before taxes	(73,495 )	(30,782 )	(42,713 )	(139%)
Income tax benefit	(17,775 )	(10,078 )	(7,697 )	(76 %)
Equity in earnings of investees	1,220	2,827	(1,607 )	(57 %)
Net loss	(54,500 )	(17,877 )	(36,623 )	*
Less: Net (loss) income attributable to noncontrolling interest	(30 )	17	(47 )	N/A
Net loss attributable to Sotheby's	\$(54,470 )	\$(17,894 )	\$(36,576 )	*
Diluted loss per share - Sotheby's common shareholders	\$(0.99 )	\$(0.26 )	\$(0.73 )	*
<b>Statistical Metrics:</b>				
Aggregate Auction Sales (e)	\$195,881	\$440,423	\$(244,542)	(56 %)
Net Auction Sales (f)	\$160,208	\$370,928	\$(210,720)	(57 %)
Private Sales (g)	\$167,858	\$84,963	\$82,895	98 %
Consolidated Sales (h)	\$388,098	\$578,612	\$(190,514)	(33 %)
Effective income tax benefit rate	(24.2 %)	(32.7 %)	8.5 %	N/A
<b>Non-GAAP Financial Measures:</b>				
Adjusted Expenses (i)	\$105,643	\$111,825	\$(6,182 )	(6 %)
Adjusted Operating Loss (i)	\$(48,200 )	\$(21,793 )	\$(26,407 )	*
Adjusted Net Loss (i)	\$(43,064 )	\$(17,943 )	\$(25,121 )	*
Adjusted Diluted Loss Per Share (i)	\$(0.78 )	\$(0.26 )	\$(0.52 )	*



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Nine Months Ended September 30,	2016	2015	Variance	
			\$/%	%
<b>Revenues:</b>				
Agency commissions and fees	\$406,114	\$507,481	\$(101,367)	(20 %)
Inventory sales	36,434	73,214	(36,780 )	(50 %)
Finance	40,643	37,590	3,053	8 %
Other	13,497	7,388	6,109	83 %
Total revenues	496,688	625,673	(128,985 )	(21 %)
<b>Expenses:</b>				
Agency direct costs	45,924	52,725	(6,801 )	(13 %)
Cost of inventory sales	47,735	72,380	(24,645 )	(34 %)
Cost of finance revenues	12,980	11,544	1,436	12 %
Marketing	13,520	12,575	945	8 %
Salaries and related	213,869	228,009	(14,140 )	(6 %)
General and administrative	115,940	117,584	(1,644 )	(1 %)
Depreciation and amortization	16,214	14,444	1,770	12 %
Voluntary separation incentive programs (net) (a)	(714 )	—	(714 )	N/A
CEO separation and transition costs (b)	—	4,232	(4,232 )	(100%)
Restructuring charges (net) (c)	—	(975 )	975	100 %
Total expenses	465,468	512,518	(47,050 )	(9 %)
Operating income	31,220	113,155	(81,935 )	(72 %)
Net interest expense (d)	(21,767 )	(23,935 )	2,168	9 %
Other income (expense)	1,054	(3,830 )	4,884	N/A
Income before taxes	10,507	85,390	(74,883 )	(88 %)
Income tax expense	3,794	36,635	(32,841 )	(90 %)
Equity in earnings of investees	1,807	5,953	(4,146 )	(70 %)
Net income	8,520	54,708	(46,188 )	(84 %)
Less: Net loss attributable to noncontrolling interest	(90 )	(172 )	82	48 %
Net income attributable to Sotheby's	\$8,610	\$54,880	\$(46,270 )	(84 %)
Diluted earnings per share - Sotheby's common shareholders	\$0.14	\$0.79	\$(0.65 )	(82 %)
<b>Statistical Metrics:</b>				
Aggregate Auction Sales (e)	\$2,646,187	\$3,537,330	\$(891,143)	(25 %)
Net Auction Sales (f)	\$2,218,879	\$2,983,388	\$(764,509)	(26 %)
Private Sales (g)	\$417,482	\$455,156	\$(37,674 )	(8 %)
Consolidated Sales (h)	\$3,100,103	\$4,055,236	\$(955,133)	(24 %)
Effective income tax expense rate	36.1	% 42.9	% (6.8	%) N/A
<b>Non-GAAP Financial Measures:</b>				
Adjusted Expenses (i)	\$376,513	\$415,836	\$(39,323 )	(9 %)
Adjusted Operating Income (i)	\$59,460	\$125,913	\$(66,453 )	(53 %)
Adjusted Net Income (i)	\$25,860	\$62,541	\$(36,681 )	(59 %)
Adjusted Diluted Earnings Per Share (i)	\$0.43	\$0.90	\$(0.47 )	(52 %)

Legend:

\* Represents a variance in excess of 100%.

(a) Consists of a net benefit recorded to adjust the liability associated with the voluntary separation incentive programs implemented by Sotheby's in the fourth quarter of 2015. See "Voluntary Separation Incentive Programs (net)" below for additional information.

(b) Consists of compensation-related charges and other costs associated with the hiring of Thomas S. Smith, Jr. as Sotheby's President and Chief Executive Officer in the first quarter of 2015. See "CEO Separation and Transition Costs" below for additional information.

(c) Consists of a net benefit recorded to adjust the liability associated with the 2014 Restructuring Plan. See "Restructuring Charges (net)" below for additional information.

(d) Represents interest expense less interest income.

(e) Represents the total hammer (sale) price of property sold at auction plus buyer's premium.

(f) Represents the total hammer (sale) price of property sold at auction.

(g) Represents the total purchase price of property sold in private sales brokered by Sotheby's, including its commissions.

(h) Represents the sum of Aggregate Auction Sales, Private Sales, and Inventory sales. For the purposes of this calculation, when applicable, amounts that are associated with the sale of Sotheby's inventory at auction and included in Aggregate Auction Sales are eliminated.

(i) See "Non-GAAP Financial Measures" below for a description of this non-GAAP financial measure and a reconciliation to the most comparable GAAP amount.

#### Agency Segment

The Agency segment earns commissions by matching buyers and sellers (also known as consignors) of authenticated works of art through the auction or private sale process. To a much lesser extent, Agency segment activities also include the sale of artworks acquired principally as a consequence of the auction process.

For the three and nine months ended September 30, 2016, Agency segment gross profit decreased \$28.4 million (42%) and \$101 million (23%), respectively. The comparison of third quarter results to the prior year is significantly influenced by a change in the timing of the summer Contemporary Art sales in London, which were held in the second quarter of 2016 after occurring in the third quarter in 2015, resulting in a significantly lower level of Net Auction Sales and auction commission revenues. The decrease in gross profit for the year-to-date period is due to a decline in the global art market, most notably in the Impressionist and Modern Art and Contemporary Art collecting categories, which resulted in a significantly lower level of Net Auction Sales and auction commission revenues. The impact of the lower level of Net Auction Sales in the periods is somewhat mitigated by increases in Auction Commission Margin from 15.2% to 21.6%, in the third quarter, and from 15.3% to 16.5%, in the year-to-date period. The net decrease in Agency segment gross profit is also significantly impacted by losses experienced on inventory activities during the periods. See below for a detailed discussion of the significant factors impacting the comparison of Agency segment gross profit between the current and prior year periods.

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The tables below present a summary of Agency segment gross profit and related statistical metrics for the three and nine months ended September 30, 2016 and 2015 (in thousands of dollars):

Three Months Ended September 30,	2016	2015	Variance	
			\$ / %	%
Agency commissions and fees:				
Auction commissions	\$34,658	\$56,329	\$(21,671 )	(38 %)
Private sale commissions	13,848	9,865	3,983	40 %
Other Agency commissions and fees (net)	2,779	3,028	(249 )	(8 %)
Total Agency commissions and fees	51,285	69,222	(17,937 )	(26 %)
Inventory sales	22,810	51,530	(28,720 )	(56 %)
Total Agency segment revenues	74,095	120,752	(46,657 )	(39 %)
Agency direct costs:				
Auction direct costs	4,136	6,867	(2,731 )	(40 %)
Private sale expenses	1,006	1,289	(283 )	(22 %)
Total Agency direct costs	5,142	8,156	(3,014 )	(37 %)
Cost of inventory sales	28,464	42,428	(13,964 )	(33 %)
Total Agency direct costs and cost of inventory sales	33,606	50,584	(16,978 )	(34 %)
Intersegment costs:				
Interest (a)	1,079	1,119	(40 )	(4 %)
Fees (b)	316	487	(171 )	(35 %)
Consignment fees (c)	617	1,707	(1,090 )	(64 %)
Total intersegment costs	2,012	3,313	(1,301 )	(39 %)
Agency segment gross profit (d)	\$38,477	\$66,855	\$(28,378 )	(42 %)
Statistical Metrics:				
Aggregate Auction Sales (e)	\$195,881	\$440,423	\$(244,542)	(56 %)
Net Auction Sales (f)	\$160,208	\$370,928	\$(210,720)	(57 %)
Items sold at auction with a hammer (sale) price greater than \$1 million	16	51	(35 )	(69 %)
Total hammer (sale) price of items sold at auction with a hammer (sale) price greater than \$1 million	\$37,784	\$224,370	\$(186,586)	(83 %)
Items sold at auction with a hammer (sale) price greater than \$3 million	3	18	(15 )	(83 %)
Total hammer (sale) price of items sold at auction with a hammer (sale) price greater than \$3 million	\$17,479	\$173,389	\$(155,910)	(90 %)
Auction commission margin (g)	21.6 %	15.2 %	6.40 %	N/A
Auction direct costs as a percentage of Net Auction Sales	2.58 %	1.85 %	0.73 %	N/A
Private Sales (h)	\$167,858	\$84,963	\$82,895	98 %

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Nine Months Ended September 30,	2016	2015	Variance	
			\$ / %	%
Agency commissions and fees:				
Auction commissions	\$366,946	\$456,831	\$(89,885 )	(20 %)
Private sale commissions	36,251	43,615	(7,364 )	(17 %)
Other Agency commissions and fees (net)	2,917	7,035	(4,118 )	(59 %)
Total Agency commissions and fees	406,114	507,481	(101,367 )	(20 %)
Inventory sales	30,814	67,363	(36,549 )	(54 %)
Total Agency segment revenues	436,928	574,844	(137,916 )	(24 %)
Agency direct costs:				
Auction direct costs	43,074	48,335	(5,261 )	(11 %)
Private sale expenses	2,850	4,390	(1,540 )	(35 %)
Total Agency direct costs	45,924	52,725	(6,801 )	(13 %)
Cost of inventory sales	43,370	68,339	(24,969 )	(37 %)
Total Agency direct costs and cost of inventory sales	89,294	121,064	(31,770 )	(26 %)
Intersegment costs:				
Interest (a)	84	3,577	(3,493 )	N/A
Fees (b)	1,193	1,405	(212 )	(15 %)
Consignment fees (c)	4,262	5,970	(1,708 )	(29 %)
Total intersegment costs	5,539	10,952	(5,413 )	(49 %)
Agency segment gross profit (d)	\$342,095	\$442,828	\$(100,733)	(23 %)
Statistical Metrics:				
Aggregate Auction Sales (e)	\$2,646,187	\$3,537,330	\$(891,143)	(25 %)
Net Auction Sales (f)	\$2,218,879	\$2,983,388	\$(764,509)	(26 %)
Items sold at auction with a hammer (sale) price greater than \$1 million	304	424	(120 )	(28 %)
Total hammer (sale) price of items sold at auction with a hammer (sale) price greater than \$1 million	\$1,223,557	\$1,981,789	\$(758,232)	(38 %)
Items sold at auction with a hammer (sale) price greater than \$3 million	94	154	(60 )	(39 %)
Total hammer (sale) price of items sold at auction with a hammer (sale) price greater than \$3 million	\$879,933	\$1,536,392	\$(656,459)	(43 %)
Auction commission margin (g)	16.5	% 15.3	% 1.20	% N/A
Auction direct costs as a percentage of Net Auction Sales	1.94	% 1.62	% 0.32	% N/A
Private Sales (h)	\$417,482	\$455,156	\$(37,674 )	(8 %)

Legend:

- (a) Represents interest charged by SFS for secured loans issued with an interest rate below its target rate. Such loans are issued by SFS as an accommodation to the Agency segment in order to secure a consignment or enhance a client relationship. See the discussion of SFS results below for an explanation of a credit recorded to intersegment interest expense in the first quarter of 2016.
- (b) Represents fees charged by SFS for secured loans where the facility fee owed by the borrower is either reduced or waived as an accommodation to the Agency segment in order to secure a consignment or enhance a client relationship.
- (c) Represents fees charged by SFS for term loan collateral sold at auction or privately through the



Agency segment. Such fees, which represent a portion of the commission revenue earned by the Agency segment on the sale of the loan collateral, are paid to compensate SFS for generating auction and private sale consignments. The calculation of gross profit does not include the impact of salaries and related costs, general and administrative expenses, and depreciation and amortization expense.

- (d) However, these items are deducted in the determination of segment income before taxes as reported in Note 4 of Notes to Condensed Consolidated Financial Statements. Represents the total hammer (sale) price of property sold at auction plus buyer's premium.
- (e)
- (f) Represents the total hammer (sale) price of

- property sold at auction.  
Represents total auction commission revenues as a percentage of Net Auction Sales.
- (g) Represents the total purchase price of property sold in private sales brokered by Sotheby's, including its commissions.
- (h)

Auction Commission Revenue—In its role as auctioneer, Sotheby's accepts property on consignment and matches sellers to buyers through the auction process. Sotheby's invoices the buyer for the purchase price of the property (including the commission owed by the buyer), collects payment from the buyer, and remits to the seller the net sale proceeds after deducting its commissions, expenses and applicable taxes and royalties. Sotheby's auction commissions include those paid by the buyer ("buyer's premium") and those paid by the seller ("seller's commission") (collectively, "auction commission revenue"), both of which are calculated as a percentage of Net Auction Sales. Auction commission revenues are recorded net of commissions owed to third parties, which are principally the result of situations when the buyer's premium is shared with a consignor or with the counterparty in an auction guarantee risk and reward sharing arrangement. Additionally, in certain situations, auction commissions are shared with third parties who introduce Sotheby's to consignors who sell property at auction or otherwise facilitate the sale of property at auction. For the three and nine months ended September 30, 2016, auction commission revenue decreased \$21.7 million (38%) and \$89.9 million (20%), respectively, primarily due to a lower level of Net Auction Sales during the current year periods. However, the declines in Net Auction Sales are partially mitigated by improvements in Auction Commission Margin during the current year periods. See below for more detailed information on Net Auction Sales and a discussion of Auction Commission Margin.

Net Auction Sales—The tables below present a summary of Net Auction Sales for the three and nine months ended September 30, 2016 and 2015, as well as a comparison between the current and prior year periods (in millions of dollars):

Three Months Ended September 30,	2016	2015	Variance	
			\$	%
Asian Art	\$51.9	\$20.5	\$31.4	*
Old Master and British Paintings and Drawings	44.1	69.5	(25.4 )	(37 %)
Contemporary Art	14.5	197.0	(182.5 )	(93 %)
Jewelry	10.8	14.0	(3.2 )	(23 %)
Other fine art, decorative art, and collectibles	50.3	69.9	(19.6 )	(28 %)
Sub-total	171.6	370.9	(199.3 )	(54 %)
Impact of foreign exchange rate changes	(11.4 )	N/A	(11.4 )	N/A
Total	\$160.2	\$370.9	\$(210.7)	(57 %)

  

Nine Months Ended September 30,	2016	2015	Variance	
			\$	%
Contemporary Art	\$542.6	\$862.7	\$(320.1)	(37 %)
Impressionist and Modern Art	511.6	949.1	(437.5 )	(46 %)
Asian Art	425.7	344.9	80.8	23 %
Jewelry	272.7	263.0	9.7	4 %
Other fine art, decorative art, and collectibles	533.3	563.7	(30.4 )	(5 %)
Sub-total	2,285.9	2,983.4	(697.5 )	(23 %)
Impact of foreign exchange rate changes	(67.0 )	N/A	(67.0 )	N/A
Total	\$2,218.9	\$2,983.4	\$(764.5)	(26 %)

Legend:

Represents  
 \* a change  
 in excess  
 of 100%.

The comparison of third quarter Net Auction Sales to the prior year is significantly influenced by the timing of the summer Contemporary Art sales in London, which were held in the third quarter of 2015 and totaled approximately \$197 million in Net Auction Sales. In 2016, the comparable sales occurred in the second quarter and totaled approximately \$80 million in Net Auction Sales. The decrease in Net Auction Sales for the year-to-date period is due to a decline in the global art market that began in the fourth quarter of 2015, most notably in the Impressionist and Modern Art and Contemporary Art collecting categories. Partially offsetting the overall decreases in both periods is a higher level of Asian Art sales in Sotheby's Hong Kong and New York salesrooms.

Auction Commission Margin—Auction Commission Margin represents total auction commission revenue as a percentage of Net Auction Sales. Typically, Auction Commission Margin is higher for lower value works of art or collections, while higher valued property earns a lower Auction Commission Margin. Accordingly, Auction Commission Margin may be impacted by the mix of property sold in a period. Auction Commission Margin may also be adversely impacted by arrangements whereby Sotheby's shares its buyer's premium with a consignor in order to secure a high-value consignment, as well as by Sotheby's use of auction guarantees. For example, when issuing an auction guarantee, Sotheby's may enter into a risk and reward sharing arrangement with a counterparty whereby Sotheby's financial exposure under the auction guarantee is reduced in exchange for sharing its buyer's premium. Also, in situations when guaranteed property sells for less than the guaranteed price, Sotheby's buyer's premium from that sale is used to reduce the loss on the transaction. See Note 14 of Notes to Condensed Consolidated Financial Statements for information related to Sotheby's use of auction guarantees.

For the three months ended September 30, 2016, Auction Commission Margin increased from 15.2% to 21.6% largely due to the change in timing of the evening sale of Contemporary Art in London, as discussed above. This sale typically includes higher value works of art, which generate lower commission margins. In addition, the timing of this

sale also resulted in a lower level of shared auction commissions in the current period due to the competitive environment for consignments in this collecting category. For the nine months ended September 30, 2016, Auction Commission Margin increased from 15.3% to 16.5% due to changes in sales mix, as fewer objects were sold in the higher price bands of Sotheby's buyer's premium rate structure, as well as a lower level of shared auction commissions.

Private Sale Commission Revenues—Private sale commission revenues are earned through the direct brokering of purchases and sales of art. Private sales are initiated either by a client wishing to sell property with Sotheby's acting as its exclusive agent in the transaction, or by a prospective buyer who is interested in purchasing a certain work of art privately. Because private sales are individually negotiated non-recurring transactions, the volume and value of transactions completed can vary from period to period, with associated variability in revenues. For the three months ended September 30, 2016, private sale commissions increased \$4 million (40%) as more high-value transactions were completed in the current year period. For the nine months ended September 30, 2016, private sale commissions decreased \$7.4 million (17%) due to a lower level of transaction volume in the period.

Agency Direct Costs—The tables below present a summary of Agency direct costs for the three and nine months ended September 30, 2016 and 2015, as well as a comparison between the current and prior year periods (in thousands of dollars):

Three Months Ended September 30,	2016	2015	Variance	
			\$ /	%
Auction direct costs:				
Sale marketing	\$1,621	\$2,831	\$(1,210)	(43 %)
Shipping	933	1,414	(481 )	(34 %)
Sale venue	540	510	30	6 %
Other	1,042	2,112	(1,070 )	(51 %)
Total auction direct costs	4,136	6,867	(2,731 )	(40 %)
Private sale expenses	1,006	1,289	(283 )	(22 %)
Total Agency direct costs	\$5,142	\$8,156	\$(3,014)	(37 %)
Statistical Metric:				
Auction direct costs as a % of Net Auction Sales	2.58 %	1.85 %	0.73 %	N/A
			Variance	
			\$ /	%
Nine Months Ended September 30,	2016	2015	\$ /	%
Auction direct costs:				
Sale marketing	\$15,928	\$21,365	\$(5,437)	(25 %)
Shipping	7,686	9,251	(1,565 )	(17 %)
Sale venue	7,299	8,317	(1,018 )	(12 %)
Other	12,161	9,402	2,759	29 %
Total auction direct costs	43,074	48,335	(5,261 )	(11 %)
Private sale expenses	2,850	4,390	(1,540 )	(35 %)
Total Agency direct costs	\$45,924	\$52,725	\$(6,801)	(13 %)
Statistical Metric:				
Auction direct costs as a % of Net Auction Sales	1.94 %	1.62 %	0.32 %	N/A

Auction Direct Costs—A large portion of auction direct costs relate to sale marketing expenses such as catalogue production and distribution, advertising and promotion costs, and traveling exhibition costs. Auction direct costs also include the cost of shipping property, sale venue costs, and other direct costs such as debit and credit card processing fees. The level of auction direct costs incurred in a period is generally dependent upon the volume and composition of Sotheby's auction sale offerings. For example, direct costs attributable to auctions of single-owner or other high-value collections are typically higher than those associated with standard various-owner auctions, mainly due to higher promotional costs for catalogues, special events, and traveling exhibitions, as well as higher shipping expenses. For the three and nine months ended September 30, 2016, auction direct costs decreased \$2.7 million (40%) and \$5.3 million (11%), respectively. The comparison of third quarter auction direct costs to the prior year is favorably impacted by the timing of the summer Contemporary Art sales in London, as discussed above, as well as a lower level of property loss and damage claims. For the nine months ended September 30, 2016, the decrease in auction direct costs is largely a result of the lower value of Sotheby's auction offerings during the period, as well as management's cost control initiatives, partially offset by an increase in debit and credit card processing fees due to the higher level of sales in Sotheby's Hong Kong salesroom.



Inventory Sales and Cost of Inventory Sales—Agency segment inventory sales include proceeds earned from the sale of (i) artworks that have been obtained as a result of the failure of guaranteed property to sell at auction, (ii) artworks that have been purchased opportunistically, including property acquired for sale at auction, and (iii) other objects obtained as a consequence of the auction process (e.g., as a result of buyer default).

The table below presents a summary of Agency segment inventory activities for the three and nine months ended September 30, 2016 and 2015, as well as a comparison between the current and prior year periods (in thousands of dollars):

			Variance	
Three Months Ended September 30,	2016	2015	\$	%
Inventory sales	\$22,810	\$51,530	\$(28,720)	(56 %)
Cost of inventory sales	28,464	42,428	(13,964 )	(33 %)
Gross (loss) profit	\$(5,654 )	\$9,102	\$(14,756)	N/A
			Variance	
Nine Months Ended September 30,	2016	2015	\$	%
Inventory sales	\$30,814	\$67,363	\$(36,549)	(54 %)
Cost of inventory sales	43,370	68,339	(24,969 )	(37 %)
Gross loss	\$(12,556)	\$(976 )	\$(11,580)	*

Legend:

\* Represents a variance in excess of 100%

The unfavorable comparison of Sotheby's inventory activities to the prior year is largely attributable to the recognition of a number of profitable inventory sales completed during the third quarter of 2015, including one significant painting sold at auction in the second quarter of 2015. This painting was acquired along with another painting that was also sold at auction in the second quarter of 2015 and incurred an offsetting loss. Also impacting the comparison of current period third quarter results to the prior year are losses associated with the sale of items from inventory.

#### Sotheby's Financial Services

SFS provides certain collectors and art dealers with financing secured by works of art that Sotheby's primarily has in its possession or, on occasion, permits borrowers to possess. SFS generally makes two types of secured loans: (i) advances secured by consigned property where the borrowers are contractually committed, in the near term, to sell the property through the Agency segment (a "consignor advance"); and (ii) general purpose term loans secured by property not presently intended for sale (a "term loan"). See Note 5 of Notes to Condensed Consolidated Financial Statements for additional information about the SFS loan portfolio.

The lending activities of SFS are predominantly funded with borrowings drawn from a dedicated revolving credit facility. Cash balances are also used to fund a portion of the loans made by SFS. See Note 8 of Notes to Condensed Consolidated Financial Statements for information related to the SFS Credit Facility.

For the three and nine months ended September 30, 2016, gross profit for SFS decreased \$3.2 million (27%) and \$3.8 million (10%), respectively, when compared to the prior year periods primarily due to lower Average Loan Portfolio balances, a decrease in intersegment revenues, and increased borrowing costs. The lower Average Loan Portfolio balances are principally the result of proceeds collected from term loan collateral sales during the first six months of 2016. The increases in borrowing costs are the result of funding a greater portion of the loan portfolio with revolving credit facility borrowings, as well as higher commitment fees following the expansion of the SFS credit facility in June 2015. Partially offsetting these factors in the comparison of year-to-date results to the prior period are higher collateral release fees and higher interest rates earned on the loan portfolio.

The tables below present a summary of SFS gross profit and related loan portfolio metrics as of and for the three and nine months ended September 30, 2016 and 2015 (in thousands of dollars):

Three Months Ended September 30,	2016	2015	Variance	
			\$ /%	%
Finance revenues:				
Client paid revenues:				
Interest	\$9,696	\$11,398	\$(1,702 )	(15 %)
Fees	1,442	1,535	(93 )	(6 %)
Total client paid revenues	11,138	12,933	(1,795 )	(14 %)
Intersegment revenues:				
Interest (a)	1,079	1,119	(40 )	(4 %)
Facility fees (b)	316	487	(171 )	(35 %)
Consignment fees (c)	617	1,707	(1,090 )	(64 %)
Total intersegment revenues	2,012	3,313	(1,301 )	(39 %)
Total finance revenues	13,150	16,246	(3,096 )	(19 %)
Cost of finance revenues (d)	4,433	4,282	151	4 %
SFS gross profit (e)	\$8,717	\$11,964	\$(3,247 )	(27 %)
Loan Portfolio Metrics:				
Loan Portfolio Balance (f)	\$655,152	\$759,473	\$(104,321)	(14 %)
Average Loan Portfolio (g)	\$628,065	\$766,445	\$(138,380)	(18 %)
Credit Facility Borrowings (h)	\$553,000	\$579,500	\$(26,500 )	(5 %)
Average Credit Facility Borrowings (i)	\$523,397	\$589,413	\$(66,016 )	(11 %)
Average Equity in Loan Portfolio (j)	\$104,668	\$177,032	\$(72,364 )	(41 %)
SFS Leverage Ratio (k)	84.4	% 76.3	% 8.1	% N/A
Finance Revenue Percentage (l)	8.4	% 8.5	% (0.1)	% N/A
Weighted Average Cost of Borrowings (m)	3.4	% 2.9	% 0.5	% N/A
SFS LTM Return on Equity (n)	20.7	% 14.3	% 6.4	% N/A



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Nine Months Ended September 30,	2016	2015	Variance	
			\$ /%	%
Finance revenues:				
Client paid revenues:				
Interest	\$32,313	\$31,642	\$671	2 %
Fees	8,330	5,948	2,382	40 %
Total client paid revenues	40,643	37,590	3,053	8 %
Intersegment revenues:				
Interest (a)	84	3,577	(3,493 )	(98 %)
Facility fees (b)	1,193	1,405	(212 )	(15 %)
Consignment fees (c)	4,262	5,970	(1,708 )	(29 %)
Total intersegment revenues	5,539	10,952	(5,413 )	(49 %)
Total finance revenues	46,182	48,542	(2,360 )	(5 %)
Cost of finance revenues (d)	12,980	11,544	1,436	12 %
SFS gross profit (e)	\$33,202	\$36,998	\$(3,796 )	(10 %)
Loan Portfolio Metrics:				
Loan Portfolio Balance (f)	\$655,152	\$759,473	\$(104,321)	(14 %)
Average Loan Portfolio (g)	\$636,855	\$732,645	\$(95,790 )	(13 %)
Credit Facility Borrowings (h)	\$553,000	\$579,500	\$(26,500 )	(5 %)
Average Credit Facility Borrowings (i)	\$527,204	\$534,144	\$(6,940 )	(1 %)
Average Equity in Loan Portfolio (j)	\$109,651	\$198,501	\$(88,850 )	(45 %)
SFS Leverage Ratio (k)	84.4	% 76.3	% 8.1	% N/A
Finance Revenue Percentage (l)	9.7	% 8.8	% 0.9	% N/A
Weighted Average Cost of Borrowings (m)	3.3	% 2.9	% 0.4	% N/A
SFS LTM Return on Equity (n)	20.7	% 14.3	% 6.4	% N/A

Legend:

Represents interest earned from the Agency segment for secured loans issued with an interest rate below the SFS target rate. Such loans are issued by SFS as an accommodation to the Agency segment in order to secure a consignment or enhance a client relationship. In the first quarter of 2016, SFS earned client paid interest of \$2.5 million resulting from a retroactive interest rate increase triggered during the period. SFS was compensated for this amount by the Agency segment through credits recorded to intersegment revenues in prior periods. These intersegment revenue credits were reversed in the first quarter of 2016 upon receipt of the client paid interest.

(a)

- Represents fees earned from the Agency segment for secured loans where the facility fee owed by the borrower is either reduced or waived as an accommodation to the Agency segment in order to secure a consignment or enhance a client relationship.
- (b) Represents fees earned from the Agency segment for SFS term loan collateral sold at auction or privately through the Agency segment. Such fees, which represent a
- (c) portion of the commission revenue earned by the Agency segment on the sale of the loan collateral, are paid to compensate SFS for generating auction and private sale consignments.
- (d) Includes borrowing costs related to the SFS Credit Facility, including interest expense, commitment fees, and the amortization of

amendment and arrangement fees.

The calculation of gross profit does not include the impact of salaries and related costs, general and administrative expenses, and depreciation and amortization expense.

- (e) However, these items are deducted in the determination of segment income before taxes as reported in Note 4 of Notes to Condensed Consolidated Financial Statements. Represents the period end net loan portfolio balance.
- (f) Represents the average loan portfolio outstanding during the period.
- (g) Represents the period end balance of borrowings outstanding under the SFS Credit Facility.
- (h) Represents average borrowings outstanding during the period under the SFS Credit
- (i)

- Facility.  
Calculated as  
the Average  
Loan Portfolio  
(j) less Average  
Credit Facility  
Borrowings.  
Calculated as  
Credit Facility  
(k) Borrowings  
divided by the  
Loan Portfolio  
Balance.  
Represents the  
annualized  
percentage of  
total client paid  
and  
(l) intersegment  
finance  
revenues in  
relation to the  
Average Loan  
Portfolio.  
Represents the  
annualized cost  
(m) of Credit  
Facility  
Borrowings.  
(n) Represents the  
return on net  
income  
attributable to  
SFS, excluding  
allocated  
corporate  
overhead costs,  
over the last  
twelve months  
("LTM") in  
relation to the  
Average Equity  
in Loan  
Portfolio during  
that period. For  
the purposes of  
this calculation,  
income taxes are  
provided using  
the estimated  
effective income

tax rate of SFS  
(38.5%) for the  
last twelve  
months ended  
September 30,  
2016.

**Other Revenues**

Other revenues includes fees earned from art advisory services, license fee revenues, and other ancillary revenues. For the three and nine months ended September 30, 2016, other revenues increased \$2.1 million and \$6.1 million, respectively, due to advisory fees earned by Art Agency, Partners, which was acquired in January 2016. See Note 6 of Notes to Condensed Consolidated Financial Statements.

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## Salaries and Related Costs

For the three and nine months ended September 30, 2016 and 2015, salaries and related costs consisted of the following (in thousands of dollars):

Three Months Ended September 30,	2016	2015	Variance	
			\$	%
Full-time salaries	\$35,030	\$36,022	\$(992)	(3)%
Incentive compensation expense	2,260	1,826	434	24%
Share-based payment expense	2,743	6,122	(3,379)	(55)%
Acquisition earn-out compensation	17,226	—	17,226	N/A
Payroll taxes	3,639	3,922	(283)	(7)%
Employee benefits	3,564	4,741	(1,177)	(25)%
Contractual severance agreements (net)	1,624	—	1,624	N/A
Other compensation expense	4,385	4,264	121	3%
Total salaries and related costs	\$70,471	\$56,897	\$13,574	24%

  

Nine Months Ended September 30,	2016	2015	Variance	
			\$ / %	%
Full-time salaries	\$107,840	\$109,567	\$(1,727)	(2)%
Incentive compensation expense	20,614	36,867	(16,253)	(44)%
Share-based payment expense	10,871	21,357	(10,486)	(49)%
Acquisition earn-out compensation	21,600	—	21,600	N/A
Payroll taxes	13,911	15,907	(1,996)	(13)%
Employee benefits	16,112	20,990	(4,878)	(23)%
Contractual severance agreements (net)	7,354	—	7,354	N/A
Leadership transition severance costs	—	9,501	(9,501)	(100)%
Other compensation expense	15,567	13,820	1,747	13%
Total salaries and related costs	\$213,869	\$228,009	\$(14,140)	(6)%

See below for a detailed discussion of the significant factors impacting the comparison of the various elements of salaries and related costs between the current and prior year periods.

**Full-Time Salaries**—For the three and nine months ended September 30, 2016 and 2015, full-time salaries decreased by \$1 million (3%) and \$1.7 million (2%), respectively. These decreases are principally due to changes in foreign currency exchange rates, which reduced the reported expense by \$1.6 million and \$3 million for the three and nine month periods, respectively, as well as savings resulting from the voluntary separation incentive programs enacted in December 2015 (see "Voluntary Separation Incentive Programs (net)" below). These factors are partially offset by base salary increases and headcount reinvestments in the current year.

**Incentive Compensation**—Incentive compensation consists principally of the accrual of annual cash incentive bonuses, which are paid to employees in the first quarter of every year. For the nine months ended September 30, 2016, incentive compensation expense decreased \$16.3 million (44%). For 2016, Sotheby's adopted a new cash bonus incentive program that more directly aligns payouts in relation to performance against its annual financial plan. Prior to 2016, the annual cash incentive bonus pool was determined utilizing a formula that was based, in large part, on the absolute level of Adjusted EBITDA\* earned during the year. Incentive compensation also includes amounts awarded to employees for brokering certain eligible private sale and other transactions. For the three months ended September 30, 2016, the \$0.4 million (24%) increase in incentive compensation expense is largely attributable to an increase in private sale incentive costs associated with the 40% increase in private sale commissions in the quarter.

\* See "Non-GAAP Financial Measures" below for a description of this non-GAAP financial measure.





Share-Based Payment Expense—Share-based payment expense relates to the amortization of equity compensation awards such as performance share units, market-based share units, restricted stock units, and restricted stock. Equity compensation awards are generally granted annually in the first quarter of the year, primarily under Sotheby's incentive compensation program. The amount of compensation expense recognized for share-based payments is based on management's estimate of the number of units or shares ultimately expected to vest as a result of employee service. In addition, for performance share units, the amount and timing of expense recognition is significantly impacted by management's quarterly assessment of the likelihood and timing of achieving the underlying financial performance targets.

For the three and nine months ended September 30, 2016 and 2015, share-based payment expense decreased \$3.4 million (55%) and \$10.5 million (49%), respectively, primarily as a result of management's quarterly assessment of the financial performance targets related to performance share unit awards. The comparison of year-to-date share-based payment expense is also favorably impacted by the accelerated recognition of \$2.1 million in compensation expense in the second quarter of 2015 pursuant to the terms of the severance agreement with Sotheby's former Chief Operating Officer (see "Leadership Transition Severance Costs" below).

See Note 16 of Notes to Condensed Consolidated Financial Statements for more detailed information related to Sotheby's share-based compensation programs.

Acquisition Earn-Out Compensation—On January 11, 2016, Sotheby's acquired certain entities comprising the business of Art Agency, Partners ("AAP"), a firm that provides a range of art-related services to art collectors, in exchange for initial cash consideration of \$50 million and potential future earn-out payments of up to \$35 million, as discussed in more detail below. The purpose of this acquisition is to grow Sotheby's auction and private sale revenues by enhancing its relationships with art collectors and improving its position in the fine art market, particularly in Impressionist, Modern and Contemporary Art. Also, as a result of this acquisition, Sotheby's has added a new revenue stream by integrating AAP's existing art advisory business, providing a new avenue for growth.

The purchase agreement governing the acquisition of AAP includes non-competition and non-solicitation covenants that continue in effect until January 2021. In connection with this acquisition, each of the former principals of AAP also entered into a five-year employment agreement with Sotheby's that extends through January 2021. Each employment agreement also includes non-competition and non-solicitation covenants that continue in effect for 12 months following the end of employment.

As indicated above, in connection with the acquisition of AAP, Sotheby's agreed to make earn-out payments to the former principals of AAP not to exceed \$35 million in the aggregate, contingent on the achievement of a level of cumulative financial performance within the Impressionist, Modern and Contemporary Art collecting categories, as well as from AAP's art advisory business, over the four to five year period beginning on January 1, 2016. Progress against the cumulative financial target (the "Target") is measured at the end of each calendar year during the four to five year performance period following the acquisition, after adjusting the Target to reflect the annual growth or contraction of the auction market for Impressionist, Modern and Contemporary Art, when compared to the year ended December 31, 2015.

For accounting purposes, the payments expected to be made pursuant to the earn-out arrangement are deemed to be compensation and are expensed to salaries and related costs on a pro-rata basis over the periods during which the Target is estimated to be met. For the three and nine months ended September 30, 2016, Sotheby's recognized approximately \$17.2 million and \$21.6 million, respectively, of compensation expense associated with this earn-out arrangement. In the third quarter of 2016, management revised its estimate of progress against the Target based on current forecasts and expectations for the upcoming autumn sales season. The revised level of forecasted achievement against the Target reflects Sotheby's improved market share in the Contemporary Art collecting category, as well as an improvement in auction commission margins, following the acquisition of AAP. Management expects that substantially all of the \$35 million in earn-out compensation will be earned and recognized by the end of 2016. (See statement on Forward Looking Statements.)

Any amounts due under the earn-out arrangement will be paid in four annual increments not to exceed \$8.75 million over the period beginning in March 2017 and ending in March 2020.

See Note 6 of Notes to Condensed Consolidated Financial Statements for additional information regarding the acquisition of AAP.

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**Employee Benefits**—Employee benefits include the cost of Sotheby's retirement plans and health and welfare programs, as well as certain employee severance costs. Sotheby's material retirement plans include defined contribution pension plans for its employees in the U.S. and the U.K., as well as a deferred compensation plan for certain U.S. employees and a defined benefit pension plan for certain U.K. employees (the "U.K. Pension Plan"). On April 30, 2016, after the completion of a statutory consultation process, the U.K. Pension Plan was closed to accrual of future service costs for all active participants, all of whom have become participants in the defined contribution plan for U.K. employees. Generally, the amount of employee benefit costs recognized in a period is dependent upon headcount and overall compensation levels, as well as Sotheby's financial performance. Additionally, the level of expense related to Sotheby's defined benefit pension plan in the U.K. is significantly influenced by service costs, interest rates, investment performance in the debt and equity markets, and actuarial assumptions. Also, the amount recorded in a period for Sotheby's Deferred Compensation Plan (the "DCP") is dependent upon changes in the fair value of the DCP liability resulting from gains and losses in deemed participant investments. Gains in deemed participant investments increase the DCP liability and, therefore, increase employee benefit costs. Losses in deemed participant investments decrease the DCP liability and therefore, decrease employee benefit costs. On a consolidated basis, cost increases (decreases) related to the DCP liability are largely offset by market gains (losses) in the trust assets related to the DCP liability, which are reflected in the Condensed Consolidated Statements of Operations within other income (expense). For the three and nine months ended September 30, 2016, employee benefit costs decreased \$1.2 million (25%) and \$4.9 million (23%), respectively, principally due to the closure of the U.K. Pension Plan (see Note 9 of Notes to Condensed Consolidated Financial Statements) and lower profit-sharing accruals related to Sotheby's defined contribution plans in the U.S. and U.K. For the three and nine months ended September 30, 2016, the overall decrease in employee benefit costs is partially offset by higher DCP costs as a result of an improvement in the performance of deemed participant investments and higher health care costs.

**Contractual Severance Agreements**—In the first and third quarters of 2016, Sotheby's entered into contractual severance agreements with certain senior employees that provide cash severance benefits and the ability to continue to vest in share-based payment awards after termination of employment. For the three and nine months ended September 30, 2016, salaries and related costs include net charges of \$1.6 million and \$7.4 million, respectively, associated with these arrangements.

**Leadership Transition Severance Costs**—In the second quarter of 2015, in conjunction with Sotheby's leadership transition, Sotheby's incurred severance costs of \$9.5 million associated with the termination of the employment of certain Executive Officers, including its former Chief Operating Officer.

**Other Compensation Expense**—Other compensation expense typically includes the cost of temporary labor and overtime, as well as the amortization of expense related to certain retention-based, new-hire and other employment arrangements. For the nine months ended September 30, 2016, other compensation expense increased \$1.7 million (13%) primarily as a result of a higher level of expense associated with such employment arrangements.

## General and Administrative Expenses

For the three and nine months ended September 30, 2016 and 2015, general and administrative expenses consisted of the following (in thousands of dollars):

Three Months Ended September 30,	2016	2015	Variance	
			\$	%
Professional fees:				
Operations (a)	\$5,656	\$6,323	\$(667)	(11%)
Legal and compliance (b)	4,085	4,276	(191)	(4%)
Other (c)	2,981	3,006	(25)	(1%)
Total professional fees	12,722	13,605	(883)	(6%)
Facilities-related expenses	11,011	10,716	295	3%
Travel and entertainment	5,950	5,570	380	7%
Telecommunication and technology	2,849	2,432	417	17%
Insurance	1,560	1,592	(32)	(2%)
Other indirect expenses (d)	5,263	4,209	1,054	25%
Total general and administrative expenses	\$39,355	\$38,124	\$1,231	3%
Nine Months Ended September 30,	2016	2015	Variance	
			\$	%
Professional fees:				
Operations (a)	\$16,333	\$17,174	\$(841)	(5%)
Legal and compliance (b)	13,710	11,266	2,444	22%
Other (c)	8,496	10,269	(1,773)	(17%)
Total professional fees	38,539	38,709	(170)	—%
Facilities-related expenses	33,277	30,944	2,333	8%
Travel and entertainment	17,191	19,852	(2,661)	(13%)
Telecommunication and technology	9,779	6,718	3,061	46%
Insurance	4,468	4,544	(76)	(2%)
Other indirect expenses (d)	12,686	16,817	(4,131)	(25%)
Total general and administrative expenses	\$115,940	\$117,584	\$(1,644)	(1%)

(a) Includes professional fees incurred by Sotheby's to outsource certain business functions such as catalogue production and its client contact management center, as well as for assistance with personnel recruiting, website maintenance and development, and other activities.

(b) Includes fees related to legal, audit, and tax services, and other compliance-related activities.

(c) Includes costs related to various administrative areas, Board of Director fees, and business consulting costs incurred to assist management in the analysis and development of business and operational strategies.

(d) Includes costs related to client goodwill gestures and claims, uncollectible accounts and other miscellaneous indirect costs.

For the three and nine months ended September 30, 2016, changes in foreign currency exchange rates favorably impacted general and administrative expenses by \$1.6 million and \$2.9 million, respectively, when compared to the prior periods. Excluding the impact of foreign currency exchange rate changes, general and administrative expenses increased \$2.8 million (7%) and \$1.2 million (1%), respectively, during the periods.

See below for a detailed discussion of the significant operating factors impacting the comparison of the various elements of general and administrative expenses between the current and prior periods.

Professional fees—For the three and nine months ended September 30, 2016, the decrease in professional fees was primarily attributable to lower operational outsourcing and business consulting costs, partially offset by higher legal fees.

Facilities-related expenses—For the three and nine months ended September 30, 2016, facilities-related expenses increased \$0.3 million (3%) and \$2.3 million (8%), respectively. For the nine months ended September 30, 2016, the increase in facilities-related expenses is largely due to real estate tax rebates received in the second quarter of 2015 in respect of Sotheby's London premises that were not repeated in the current year and, to a lesser extent, an increase in rental costs in Europe, partially offset by the impact of favorable changes in foreign currency exchange rates.

Travel and entertainment—For the nine months ended September 30, 2016, travel and entertainment expense decreased \$2.7 million (13%) as a result of management's cost savings initiatives and a lower average headcount in the current period resulting from the enactment of voluntary separation incentive programs in the fourth quarter of 2015 (see "Voluntary Separation Incentive Programs (net)" below).

Telecommunication and technology—For the three and nine months ended September 30, 2016, telecommunication and technology expenses increased \$0.4 million (17%) and \$3.1 million (46%), respectively, largely due to costs incurred to implement new digital initiatives intended to enhance the client online experience.

Other indirect expenses—For the three months ended September 30, 2016, other indirect costs increased \$1.1 million (25%) largely due to a higher level of client goodwill gestures and claims during the period. For the nine months ended September 30, 2016, other indirect costs decreased \$4.1 million (25%) primarily due to a charge related to the settlement of an authenticity claim in the second quarter of 2015 for which there was no comparable amount in 2016.

#### Depreciation and Amortization Expense

For the three and nine months ended September 30, 2016 and 2015, depreciation and amortization expense increased \$0.5 million (11%) and \$1.8 million (12%), respectively, primarily due to amortization expense related to intangible assets acquired in the acquisition of Art Agency, Partners in January 2016. See Note 7 of Notes to Condensed Consolidated Financial Statements for information related to Sotheby's intangible assets.

#### Voluntary Separation Incentive Programs (Net)

On November 13, 2015, Sotheby's announced a series of regional voluntary separation incentive programs (the "Programs") aimed at reducing headcount and associated compensation costs. The Programs were offered to Sotheby's employees in jurisdictions where it was practical to do so. Employees who elected to participate in the Programs were accepted only upon approval by Sotheby's management.

In the fourth quarter of 2015, Sotheby's recognized a charge of \$36.9 million as a result of the Programs, consisting of \$33.8 million in cash severance benefits and \$3.1 million in accelerated equity compensation expense related to awards that will continue to vest after termination of employment, subject to Sotheby's achievement of the underlying profitability targets, when applicable. The liability related to the \$33.8 million in cash severance benefits is recorded within Accounts Payable and Accrued Liabilities on the December 31, 2015 Condensed Consolidated Balance Sheet and includes \$4.7 million related to 2015 incentive compensation that would have been paid to participants had they not participated in the Programs.

For the three and nine months ended September 30, 2016, Sotheby's recognized net credits of (\$0.2) million and (\$0.7) million, respectively, to the originally recorded charge primarily as a result of management's quarterly assessment of the likelihood that performance-based stock units held by participants in the Programs will vest. Employee transitions and cash severance payments under the Programs are substantially complete.

#### CEO Separation and Transition Costs

In the first quarter of 2015, Sotheby's recognized \$4.2 million in costs associated with the hiring of Thomas S. Smith, Jr. as its President and Chief Executive Officer. These costs principally relate to compensation of \$3.1 million owed to Mr. Smith to replace incentive compensation that he expected to receive from his previous employer, consisting of a fully-vested restricted stock unit award with a fair value of \$2 million granted on March 31, 2015 and a \$1.1 million cash payment that was paid in September 2015. There was no required service period associated with this compensation. The CEO Separation and Transition Costs recognized in the first quarter of 2015 also include approximately \$1.1 million in recruitment and other professional fees associated with the CEO hiring process.

### Restructuring Charges (Net)

On July 16, 2014, the Board of Directors approved a restructuring plan (the "2014 Restructuring Plan") principally impacting Sotheby's operations in the United States ("U.S.") and the U.K. The 2014 Restructuring Plan resulted in Restructuring Charges (net) of \$14.2 million recognized in 2014, consisting of \$13.9 million in employee termination benefits and approximately \$0.3 million in lease exit costs. For the three and nine months ended September 30, 2015, Sotheby's recognized credits of approximately (\$0.1) million and (\$1) million, respectively, in Restructuring Charges (net) as a result of adjustments to the initial accrual for employee termination benefits. The headcount reductions resulting from the 2014 Restructuring Plan were completed in the third quarter of 2015 and the associated liability has been fully settled.

### Net Interest Expense

For the nine months ended September 30, 2016, net interest expense decreased \$2.2 million (9%) almost entirely due to the July 2015 refinancing of the mortgage on Sotheby's headquarters at 1334 York Avenue in New York. See Note 8 of Notes to Condensed Consolidated Financial Statements.

### Other Income (Expense)

The improvement in other income (expense) for the three and nine months ended September 30, 2016 is primarily due to the improved investment performance of the trust assets related to the DCP. Also favorably impacting the comparison of other income (expense) for the year-to-date period are losses on certain foreign currency denominated transactions incurred in the first quarter of 2015, which were not repeated in the current year.

### Income Tax (Benefit) Expense

The quarterly income tax provision is calculated using an estimated annual effective income tax rate based on actual historical information and forward looking estimates. The estimated annual effective income tax rate may fluctuate due to changes in forecasted annual pre-tax income, changes in the jurisdictional mix of forecasted pre-tax income, and changes to actual or forecasted permanent book to tax differences (e.g., non-deductible expenses). Furthermore, the effective income tax rate may fluctuate as the result of changes to the valuation allowance for net deferred tax assets, the impact of future tax settlements with federal, state or foreign tax authorities, or the impact of tax law changes. Management identifies items that are unusual and non-recurring in nature and treats these as discrete events. The tax effect of these discrete events is booked entirely in the quarter in which they occur.

As discussed above, Sotheby's effective income tax rate may fluctuate due to changes in the jurisdictional mix of forecasted pre-tax income. The impact of such changes could be meaningful in countries with statutory tax rates that are significantly lower than the U.S. statutory tax rate of 35%, if incremental U.S. deferred income taxes are not already being recorded on the earnings of those countries. This is particularly true in countries where Sotheby's has significant auction operations such as Hong Kong and Switzerland, where the current statutory tax rates are approximately 17% and 23%, respectively.

Prior to the fourth quarter of 2015, based on its projections and planned uses of U.S. and foreign earnings, management had intended that approximately \$400 million of accumulated foreign earnings relating to years prior to 2014 would be indefinitely reinvested outside of the U.S. As a result, Sotheby's did not initially record deferred income taxes on these earnings in its financial statements. In the fourth quarter of 2015, however, in consideration of the expansion of Sotheby's Common Stock repurchase program (see "Liquidity and Capital Resources" below), as well as the need for cash in the U.S. to fund other corporate strategic initiatives, management reassessed Sotheby's U.S. and foreign cash needs and concluded that these foreign earnings would instead be repatriated to the U.S. in the foreseeable future. Consequently, in the fourth quarter of 2015, Sotheby's recognized a liability for the deferred income taxes on these foreign earnings. In addition, Sotheby's had accrued incremental taxes during 2014 and 2015 on approximately \$200 million of foreign earnings for those years. As a result, as of December 31, 2015, Sotheby's had recognized total net deferred tax liabilities of approximately \$92 million for foreign earnings deemed not to be indefinitely reinvested outside of the U.S.

As of September 30, 2016, approximately \$320 million of the foreign earnings discussed above had been repatriated and used, in part, to fund Common Stock repurchases during the first nine months of 2016. Management expects that additional repatriations will be made, though the specific timing of any further repatriation of foreign earnings and the cash payment of the associated taxes is currently uncertain and is being evaluated. See statement on Forward Looking

Statements.

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Based on current projections and planned uses of U.S. and foreign cash, management believes that its cash balances and earnings in the U.S., as well as the amount of unremitted foreign earnings for which a deferred tax liability has been recorded, will be sufficient to satisfy its current cash needs in the U.S. Accordingly, management plans to indefinitely reinvest a portion of its prospective foreign earnings (i.e., those related to Sotheby's non-U.K. foreign subsidiaries) outside of the U.S. See statement on Forward Looking Statements.

As of September 30, 2016, Sotheby's estimates its annual effective income tax rate, excluding discrete items, will be approximately 22% as compared to its estimate of approximately 36% as of September 30, 2015. The decrease in the estimate of the annual effective income tax rate is due, in part, to management's change in assertion regarding the indefinite reinvestment of Sotheby's 2016 foreign earnings (except those related to Sotheby's subsidiaries in the U.K.). In 2015, as discussed above, U.S. deferred income taxes were recorded on substantially all of the foreign earnings generated by Sotheby's in that year. As a result, the mix of pre-tax income among the various jurisdictions did not have a material effect on Sotheby's annual effective income tax rate for the year ended December 31, 2015. The estimated annual effective income tax rate for the year ending December 31, 2016, however, is influenced by changes in the mix of pre-tax income among the various jurisdictions where Sotheby's operates, and results in a decrease in the estimated annual effective income tax rate when compared to the prior year. See statement on Forward Looking Statements. The table below summarizes Sotheby's income tax (benefit) expense and effective income tax rate for the three and nine months ended September 30, 2016 and 2015, including the impact of discrete items (in thousands of dollars):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
(Loss) income before taxes	\$(73,495)	\$(30,782)	\$10,507	\$85,390
Income tax (benefit) expense	(17,775 )	\$(10,078)	3,794	\$36,635
Effective income tax (benefit) expense rate	(24.2%)	(32.7%)	36.1%	42.9%

In addition to the factors impacting the estimated annual effective income tax rate described above, the decrease in Sotheby's effective income tax benefit rate for the three months ended September 30, 2016, is due, in part, to changes in previously estimated and recorded income taxes resulting from recently filed income tax returns. Such changes resulted in income tax expense of \$1.5 million in the current period and an income tax benefit of \$1.4 million in the prior year. The overall decrease to the effective income tax benefit rate for the three months ended September 30, 2016 is partially offset by a \$0.6 million decrease in the tax expense resulting from a lower level of equity earnings from Sotheby's investment in RM Sotheby's (see "Equity in Earnings of Investees" below) and a \$0.5 million decrease in the income tax expense recorded discretely related to uncertain tax positions.

In addition to the factors impacting the estimated annual effective income tax rate described above, the decrease in Sotheby's effective income tax rate for the nine months ended September 30, 2016 is also influenced by discrete tax expenses of approximately \$4 million as a result of legislation enacted in New York City and approximately \$1.1 million related to the conclusion of income tax audits, both of which were recorded in 2015.

#### Equity in Earnings of Investees

The decrease in earnings from equity method investments during the three and nine months ended September 30, 2016, is primarily due to the performance of RM Sotheby's, which saw a lower level of auction sales when compared to the same periods in the prior year. See Note 4 of Notes to Condensed Consolidated Financial Statements for additional information regarding Sotheby's equity method investments.

#### Impact of Changes in Foreign Currency Exchange Rates

For the three months ended September 30, 2016, changes in foreign currency exchange rates had a net favorable impact of \$0.7 million on Sotheby's operating income, with revenues unfavorably impacted by \$4.4 million and expenses favorably impacted by \$5.1 million. For the nine months ended September 30, 2016, changes in foreign currency exchange rates had a net unfavorable impact of \$3.2 million on Sotheby's operating income, with revenues unfavorably impacted by \$13.6 million and expenses favorably impacted by \$10.4 million.





## NON-GAAP FINANCIAL MEASURES

GAAP refers to generally accepted accounting principles in the United States of America. Included in this Form 10-Q are financial measures presented in accordance with GAAP and also on a non-GAAP basis. The non-GAAP financial measures presented in this Form 10-Q are:

- (i) Adjusted Expenses
- (ii) Adjusted Operating (Loss) Income
- (iii) Adjusted Net (Loss) Income
- (iv) Adjusted Diluted (Loss) Earnings Per Share

Management cautions users of Sotheby's financial statements that amounts presented in accordance with its definitions of these non-GAAP financial measures as provided below may not be comparable to similar measures disclosed by other companies because not all companies and analysts calculate such measures in the same manner. Sotheby's defines the non-GAAP financial measures presented in this Form 10-Q as follows:

- (i) Adjusted Expenses is defined as total expenses excluding the cost of inventory sales, the cost of finance revenues, earn-out compensation expense related to the acquisition of AAP, charges related to certain contractual severance agreements (net, recorded within salaries and related costs), leadership transition severance costs (recorded within salaries and related costs), charges related to Sotheby's voluntary separation incentive programs (net), CEO separation and transition costs, and restructuring charges (net).
- (ii) Adjusted Operating (Loss) Income is defined as operating income excluding earn-out compensation expense related to the acquisition of AAP, charges related to certain contractual severance agreements (net, recorded within salaries and related costs), leadership transition severance costs (recorded within salaries and related costs), charges related to Sotheby's voluntary separation incentive programs (net), CEO separation and transition costs, and restructuring charges (net).
- (iii) Adjusted Net (Loss) Income is defined as net (loss) income attributable to Sotheby's, excluding the after-tax impact of earn-out compensation expense related to the acquisition of AAP, charges related to certain contractual severance agreements (net, recorded within salaries and related costs), leadership transition severance costs (recorded within salaries and related costs), charges related to Sotheby's voluntary separation incentive programs (net), CEO separation and transition costs, and restructuring charges (net).
- (iv) Adjusted Diluted (Loss) Earnings Per Share is defined as diluted (loss) earnings per share excluding the after-tax per share impact of earn-out compensation expense related to the acquisition of AAP, charges related to certain contractual severance agreements (net, recorded within salaries and related costs), leadership transition severance costs (recorded within salaries and related costs), charges related to Sotheby's voluntary separation incentive programs (net), CEO separation and transition costs, and restructuring charges (net).

Adjusted Expenses is used by the Board of Directors and management to assess Sotheby's cost structure when compared to prior periods and on a forward-looking basis, particularly in evaluating performance against management's cost control initiatives. Accordingly, Adjusted Expenses allows investors to assess Sotheby's performance on the same basis as the Board of Directors and management. Adjusted Expenses provides insight into Sotheby's ongoing cost structure, absent the interest costs associated with funding the SFS loan portfolio and the cost of inventory sales, which are unpredictable and can vary significantly from one period to the next, and costs associated with unusual items.

Adjusted Operating (Loss) Income, Adjusted Net (Loss) Income, and Adjusted Diluted (Loss) Earnings Per Share are important supplemental measures used by the Board of Directors and management in their financial and operational decision making processes, for internal reporting, and as part of Sotheby's forecasting and budgeting processes, as they provide helpful measures of Sotheby's core operations. These measures allow the Board of Directors and

management to view operating trends, perform analytical comparisons, and benchmark performance between periods. Management also believes that these measures may be used by securities analysts, investors, financial institutions, and other interested parties in their evaluation of Sotheby's.

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The following is a reconciliation of total expenses to Adjusted Expenses for the three and nine months ended September 30, 2016 and 2015 (in thousands of dollars):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Total expenses	\$ 158,366	\$ 159,699	\$ 465,468	\$ 512,518
Subtract: Cost of inventory sales	29,616	43,678	47,735	72,380
Subtract: Cost of finance revenues	4,433	4,282	12,980	11,544
Subtract: Acquisition earn-out compensation expense	17,226	—	21,600	—
Subtract: Contractual severance agreement charges (net)	1,624	—	7,354	—
Subtract: Leadership transition severance costs	—	—	—	9,501
Subtract: Voluntary separation incentive program charges (net)	(176 )	—	(714 )	—
Subtract: CEO separation and transition costs	—	—	—	4,232
Subtract: Restructuring charges (net)	—	(86 )	—	(975 )
Adjusted Expenses	\$ 105,643	\$ 111,825	\$ 376,513	\$ 415,836

The following is a reconciliation of operating (loss) income to Adjusted Operating (Loss) Income for the three and nine months ended September 30, 2016 and 2015 (in thousands of dollars):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Operating (loss) income	\$(66,874)	\$(21,707)	\$31,220	\$113,155
Add: Acquisition earn-out compensation expense	17,226	—	21,600	—
Add: Contractual severance agreement charges (net)	1,624	—	7,354	—
Add: Leadership transition severance costs	—	—	—	9,501
Add: Voluntary separation incentive program charges (net)	(176 )	—	(714 )	—
Add: CEO separation and transition costs	—	—	—	4,232
Add: Restructuring charges (net)	—	(86 )	—	(975 )
Adjusted Operating (Loss) Income	\$(48,200)	\$(21,793)	\$59,460	\$125,913

The following is a reconciliation of net (loss) income attributable to Sotheby's to Adjusted Net (Loss) Income for the three and nine months ended September 30, 2016 and 2015 (in thousands of dollars):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Net (loss) income attributable to Sotheby's	\$(54,470)	\$(17,894)	\$8,610	\$54,880
Add: Acquisition earn-out compensation expense, net of tax of (\$6,701), \$0, (\$8,402), and \$0	10,525	—	13,198	—
Add: Contractual severance agreement charges (net), net of tax of (\$632), \$0, (\$2,852), and \$0	992	—	4,502	—
Add: Leadership transition severance costs, net of tax of \$0, \$0, \$0, and (\$3,743)	—	—	—	5,758
Add: Voluntary separation incentive programs charges (net), net of tax of \$65, \$0, \$264, and \$0	(111 )	—	(450 )	—
Add: CEO separation and transition costs, net of tax of \$0, \$0, \$0, and (\$1,668)	—	—	—	2,564
Add: Restructuring charges (net), net of tax of \$0, \$37, \$0, and \$314	—	(49 )	—	(661 )
Adjusted Net (Loss) Income	\$(43,064)	\$(17,943)	\$25,860	\$62,541



The income tax effect of each line item in the reconciliation of net (loss) income attributable to Sotheby's to Adjusted Net (Loss) Income is computed using the relevant jurisdictional tax rate for each item.

The following is a reconciliation of diluted (loss) earnings per share to Adjusted Diluted (Loss) Earnings Per Share for the three and nine months ended September 30, 2016 and 2015:

	Three Months Ended September 30, 2016		Nine Months Ended September 30, 2015	
Diluted (loss) earnings per share	\$(0.99)	\$(0.26)	\$0.14	\$0.79
Add: Acquisition earn-out compensation expense, per share	0.19	—	0.22	—
Add: Contractual severance agreement charges (net), per share	0.02	—	0.08	—
Add: Leadership transition severance costs, per share	—	—	—	0.08
Add: Voluntary separation incentive program charges (net), per share	—	—	(0.01)	—
Add: CEO separation and transition costs, per share	—	—	—	0.04
Add: Restructuring charges (net), per share	—	—	—	(0.01)
Adjusted Diluted (Loss) Earnings Per Share	\$(0.78)	\$(0.26)	\$0.43	\$0.90

#### CASH FLOWS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015

This discussion should be read in conjunction with Sotheby's Condensed Consolidated Statements of Cash Flows. For the nine months ended September 30, 2016, total cash and cash equivalents decreased \$442.9 million to \$405.8 million, as compared to a decrease of \$91.8 million to \$602.1 million for the nine months ended September 30, 2015, primarily due to the factors discussed below.

Net Cash Used by Operating Activities—Sotheby's is predominantly an agency business that collects and remits cash on behalf of its clients. Accordingly, the net amount of cash provided or used in a period by Sotheby's operating activities is significantly influenced by the timing of auction and private sale settlements. As discussed in Note 5 of Notes to Condensed Consolidated Financial Statements, under Sotheby's standard auction payment terms, payments from buyers are due no more than 30 days from the sale date and payments to consignors are due 35 days from the sale date. Accordingly, it is not unusual for Sotheby's to hold significant balances of consignor net sale proceeds at the end of a quarterly reporting period that are disbursed soon thereafter. Additionally, Sotheby's sometimes provides extended payment terms to auction and private sale buyers and the level of such extended payment terms for auctions can vary considerably from selling season to selling season. In certain of these situations, the consignor may be paid the net sale proceeds before payment is collected from the buyer, with the collection from the buyer sometimes occurring after the current balance sheet date. The amount of net cash provided or used by Sotheby's operating activities in a reporting period is also a function of its net income or loss, the timing of payments made to vendors, the timing of compensation-related payments, the timing and extent of cash flows related to inventory activities, and the timing of the collection and/or payment of tax-related receivables and payables.

For the nine months ended September 30, 2016, net cash used by operating activities of \$99.9 million is principally attributable to a net cash outflow of \$127.6 million associated with the settlement of auction and private sale transactions during the period (including approximately \$285 million paid to related party consignors, see Note 24 of Notes to Condensed Consolidated Financial Statements). The net cash outflow for the period is also impacted by the funding of 2015 incentive compensation payments (\$38 million), payments to voluntary separation incentive program participants (\$34 million), and income tax payments (\$29 million). These factors are partially offset by the net income for the period, as well as net proceeds received from the sale of inventory, including \$34.2 million received upon the sale of an undivided 50% ownership interest in a Fancy Vivid Pink Diamond (see Note 11 of Notes to Condensed Consolidated Financial Statements).

For the nine months ended September 30, 2015, net cash used by operating activities of \$96.7 million was principally the result of a net cash outflow of \$88.2 million associated with the settlement of auction and private sale transactions. This net cash outflow was due in part to net sale proceeds collected from buyers late in 2014 for which payments were not made to consignors until early-2015. Cash flows from operating activities were also impacted by income tax payments and the funding of 2014 incentive compensation payments, as well as payments for sales, use and value

added taxes related to Agency transactions. These net cash outflows were partially offset by Sotheby's net income for the period.

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**Net Cash Used by Investing Activities**—For the nine months ended September 30, 2016, net cash used by investing activities of \$29.5 million is primarily attributable to the cash used to acquire Art Agency, Partners (\$50.7 million, net of cash acquired) in the first quarter of 2016 and \$16.5 million in capital expenditures related to various office renovations and digital technology initiatives. These cash outflows are partially offset by a \$26.8 million decrease in restricted cash held for consignors in segregated accounts and net collections of client loans (\$15.4 million). See Note 6 of Notes to Condensed Consolidated Financial Statements for information related to the acquisition of Art Agency, Partners.

For the nine months ended September 30, 2015, net cash used by investing activities of \$62.8 million was principally the result of the net funding of client loans of \$57.1 million and Sotheby's acquisition of a 25% ownership interest in RM Auctions for \$30.7 million, partially offset by a \$28.1 million decrease in restricted cash held for consignors in segregated accounts.

**Net Cash (Used) Provided by Financing Activities**—For the nine months ended September 30, 2016, net cash used by financing activities of \$291.3 million is predominantly due to Common Stock repurchases of \$286.1 million (see Note 15 of Notes to Condensed Consolidated Financial Statements).

For the nine months ended September 30, 2015, net cash provided by financing activities of \$72.2 million was largely due to \$134.5 million in net borrowings under the SFS credit facility and net proceeds of approximately \$98 million from the refinancing of the York Property Mortgage in July 2015. These cash inflows were partially offset by Sotheby's entry into an accelerated share repurchase program in August 2015, which resulted in an initial repurchase of 2,667,378 shares of Sotheby's Common Stock for \$100 million and the payment of \$25 million for the purchase of a related forward contract indexed to Sotheby's Common Stock (see Note 15 of Notes to Condensed Consolidated Financial Statements). In addition, during the prior year period, Sotheby's made dividend and dividend equivalent payments of \$23.2 million and funded \$8.9 million of employee tax obligations related to share-based payments.



## CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The following table summarizes Sotheby's material contractual obligations and commitments as of September 30, 2016 (in thousands of dollars):

	Payments Due by Period				
	Total	Less Than One Year	1 to 3 Years	3 to 5 Years	After 5 Years
Debt (a):					
York Property Mortgage:					
Principal payments	\$316,642	\$7,584	\$16,195	\$17,631	\$275,232
Interest payments	68,938	10,756	25,485	24,092	8,605
Sub-total	385,580	18,340	41,680	41,723	283,837
2022 Senior Notes:					
Principal payments	300,000	—	—	—	300,000
Interest payments	102,375	15,750	31,500	31,500	23,625
Sub-total	402,375	15,750	31,500	31,500	323,625
Revolving credit facility borrowings	553,000	—	—	553,000	—
Total debt and interest payments	1,340,955	34,090	73,180	626,223	607,462
Other commitments:					
Operating lease obligations (b)	71,268	16,889	14,469	11,406	28,504
Compensation arrangements (c)	10,173	3,818	5,655	700	—
Acquisition earn-out consideration (d)	21,600	8,750	8,750	4,100	—
Auction guarantees (e)	171,255	171,255	—	—	—
Unfunded loan commitments (f)	10,861	10,861	—	—	—
Uncertain tax positions (g)	370	370	—	—	—
Total other commitments	285,527	211,943	28,874	16,206	28,504
Total	\$1,626,482	\$246,033	\$102,054	\$642,429	\$635,966

See Note 8 of Notes to Condensed Consolidated Financial Statements for information related to the York Property Mortgage, the 2022 Senior Notes, and Sotheby's revolving credit facility. The York Property Mortgage bears interest based on the one-month LIBOR rate (the "LIBOR rate") plus a spread of 2.25%. Due to the variable interest rate associated with the York Property Mortgage, Sotheby's entered into interest rate protection agreements consisting of a two-year interest rate swap and a five-year interest rate collar. These interest rate protection agreements effectively hedge the LIBOR rate on the entire outstanding principal balance of the York Property Mortgage at an annual rate equal to 0.877% for the first two years, and then at an annual rate of no less than 1.917%, but no more than 3.75% for the remainder of the seven-year term. In consideration of the interest rate protection agreements, the table above assumes that the annual interest rate for the first two years of the York Property Mortgage will be approximately 3.127%, and then will be at the interest rate collar's floor rate of 4.167% for the remainder of the seven-year term. See Note 20 of Notes to Condensed Consolidated Financial Statements for additional information related to the interest rate protection agreements.

(a) These amounts represent undiscounted future minimum rental commitments under non-cancellable operating leases.

(b) These amounts represent the remaining commitment for future salaries and other cash compensation, excluding any participation in Sotheby's incentive compensation and share-based payment programs, related to compensation arrangements with certain senior employees. See Note 10 of Notes to Condensed Consolidated Financial Statements.

(c) In conjunction with the acquisition of AAP on January 11, 2016, Sotheby's agreed to make potential future earn-out payments to the former principals of AAP not to exceed \$35 million in the aggregate, contingent on the achievement of a level of cumulative financial performance within the Impressionist, Modern and Contemporary

Art collecting categories, as well as from AAP's art advisory business. Any amounts due under the earn-out arrangement will be paid in four annual increments not to exceed \$8.75 million over the period between March 2017 and March 2020. The table above reflects the amount earned through September 30, 2016. See Note 6 of Notes to Condensed Consolidated Financial Statements.

This amount represents the minimum guaranteed price associated with auction guarantees outstanding, net of (e) amounts advanced, as of September 30, 2016. See Note 14 of Notes to Condensed Consolidated Financial Statements.

(f) Represents unfunded commitments to extend additional credit through SFS. See Note 5 of Notes to Condensed Consolidated Financial Statements.

Excludes the \$21.3 million liability recorded for uncertain tax positions that would be settled by cash payments to various taxing authorities, which are classified as long-term liabilities on Sotheby's Condensed Consolidated (g) Balance Sheet as of September 30, 2016. This liability is excluded from the table above because management is unable to make reliable estimates of the period of settlement with the various taxing authorities. See Note 23 of Notes to Condensed Consolidated Financial Statements.

#### OFF-BALANCE SHEET ARRANGEMENTS

For information related to off-balance sheet arrangements see: (i) Note 5 of Notes to Condensed Consolidated Financial Statements, which discusses unfunded SFS loan commitments, (ii) Note 10 of Notes to Condensed Consolidated Financial Statements, which discusses guarantees of collection, and (iii) Note 14 of Notes to Condensed Consolidated Financial Statements, which discusses auction guarantees.

#### CONTINGENCIES

For information related to contingencies see: (i) Note 6 of Notes to Condensed Consolidated Financial Statements, which discusses a contingent acquisition earn-out arrangement, (ii) Note 10 of Notes to Condensed Consolidated Financial Statements, which discusses legal contingencies, (iii) Note 14 of Notes to Condensed Consolidated Financial Statements, which discusses auction guarantees, and (iv) Note 23 of Notes to Condensed Consolidated Financial Statements, which discusses income tax contingencies.

#### UNCERTAIN TAX POSITIONS

For information related to uncertain tax positions, see Note 23 of Notes to Condensed Consolidated Financial Statements.

#### LIQUIDITY AND CAPITAL RESOURCES

Overview—As of September 30, 2016, cash and cash equivalents totaled \$405.8 million, with \$37.2 million held in the U.S. and \$368.6 million held by foreign subsidiaries (see "Repatriation of Foreign Earnings" below). As of September 30, 2016, Sotheby's also held \$8 million of short-term and long-term restricted cash primarily consisting of amounts held in certain foreign jurisdictions where there is a legal requirement for auction houses to maintain consignor funds in segregated accounts (\$2.6 million) and amounts held in a cash management account established under the control of the lender for potential monthly debt service, insurance, and tax payments related to the York Property Mortgage (\$3.6 million). As of September 30, 2016, management estimates that Sotheby's has approximately \$295 million of total cash and cash equivalents after taking into account funds that are due to consignors. The current focus of Sotheby's cash investment policy is to preserve principal and ensure liquidity. Accordingly, Sotheby's cash balances are primarily invested in the highest rated overnight deposits.

These cash balances, in addition to \$176.5 million of available borrowings under Sotheby's credit facility as of September 30, 2016, are available to support Sotheby's capital needs, which include current business requirements, the pursuit of growth opportunities and initiatives, and the execution of the Common Stock repurchase program, as well as capital reserved to mitigate the risk of a cyclical downturn in the global art market. See "Common Stock Repurchase Program" and "Revolving Credit Facilities" below.

Common Stock Repurchase Program—On September 30, 2016, Sotheby's Board of Directors approved a \$75 million increase to the Common Stock repurchase authorization, and as of September 30, 2016, Sotheby's had \$114 million remaining under the current authorization. On October 3, 2016, Sotheby's entered into an agreement with funds managed by Marcato Capital Management LP ("Marcato"), pursuant to which Sotheby's agreed to purchase 2,050,000 shares of its Common Stock from Marcato for an aggregate purchase price of \$73.8 million, or \$36.00 per share. This repurchase was consummated on October 4, 2016 and funded by cash on hand. As of November 7, 2016, approximately \$40 million remains under the current share repurchase authorization from the Board of Directors.



The timing of share repurchases and the actual amount purchased will depend on a variety of factors, including the market price of Sotheby's Common Stock, general market and economic conditions, securities law requirements, and other corporate considerations. Repurchases may continue to be made pursuant to plans intended to comply with Rule 10b5-1 under the Exchange Act, which allows Sotheby's to purchase its shares during periods when it otherwise might be prevented from doing so under insider trading laws or because of self-imposed trading blackout periods. The repurchase authorization does not require the purchase of a specific number of shares and is subject to suspension or termination by the Board of Directors at any time.

See Note 15 of Notes to Condensed Consolidated Financial Statements for additional information on Sotheby's Common Stock Repurchase Program.

See statement on Forward Looking Statements.

Repatriation of Foreign Earnings—Prior to the fourth quarter of 2015, based on its projections and planned uses of U.S. and foreign earnings, management had intended that approximately \$400 million of accumulated foreign earnings relating to years prior to 2014 would be indefinitely reinvested outside of the U.S. As a result, Sotheby's did not initially record deferred income taxes on these earnings in its financial statements. In the fourth quarter of 2015, however, in consideration of the expansion of Sotheby's Common Stock repurchase program, as well as the need for cash in the U.S. to fund other corporate strategic initiatives, management reassessed Sotheby's U.S. and foreign cash needs and concluded that these foreign earnings would instead be repatriated to the U.S. in the foreseeable future. Consequently, in the fourth quarter of 2015, Sotheby's recognized a liability for the deferred income taxes on these foreign earnings. In addition, Sotheby's had accrued incremental taxes during 2014 and 2015 on approximately \$200 million of foreign earnings for those years. As a result, as of December 31, 2015, Sotheby's had recognized total net deferred tax liabilities of approximately \$92 million for foreign earnings deemed not to be indefinitely reinvested outside of the U.S.

As of September 30, 2016, approximately \$320 million of the foreign earnings discussed above had been repatriated and used, in part, to fund Common Stock repurchases during the first nine months of 2016. Management expects that additional repatriations will be made, though the specific timing of any further repatriation of foreign earnings and the cash payment of the associated taxes is currently uncertain and is being evaluated. See statement on Forward Looking Statements.

Based on current projections and planned uses of U.S. and foreign cash, management believes that its cash balances and earnings in the U.S., as well as the amount of unremitted foreign earnings for which a deferred tax liability has been recorded, will be sufficient to satisfy its current cash needs in the U.S. Accordingly, management plans to indefinitely reinvest a portion of its prospective foreign earnings (i.e., those related to Sotheby's non-U.K. foreign subsidiaries) outside of the U.S. See statement on Forward Looking Statements and "Income Tax (Benefit) Expense" above.

Revolving Credit Facilities—Sotheby's and certain of its wholly-owned subsidiaries are parties to a credit agreement with an international syndicate of lenders which provides for separate dedicated revolving credit facilities for the Agency segment (the "Agency Credit Facility") and SFS (the "SFS Credit Facility") (the "Credit Agreement"). On June 15, 2015, the Credit Agreement was amended to increase the commitments under the SFS Credit Facility in order to support the lending activities of that business and to extend the maturity date of the Credit Agreement by one year to August 22, 2020.

The Agency Credit Facility is an asset-based revolving credit facility of which the proceeds may be used primarily for the working capital and other general corporate needs of the Agency segment. The SFS Credit Facility is an asset-based revolving credit facility of which the proceeds may be used primarily for the working capital and other general corporate needs of SFS, including the funding of client loans. The Credit Agreement allows Sotheby's to transfer the proceeds of borrowings under each of the revolving credit facilities between the Agency segment and SFS. The maximum aggregate borrowing capacity of the Credit Agreement, which is subject to a borrowing base, is approximately \$1.335 billion, with \$300 million committed to the Agency segment and \$1.035 billion committed to SFS, including a \$485 million increase that was secured for SFS in conjunction with the June 2015 amendment. The borrowing capacity of the Agency Credit Facility includes a \$50 million incremental revolving credit facility with higher advance rates against certain assets and higher commitment and borrowing costs (the "Incremental Facility").

In July 2016, the Credit Agreement was amended to extend the maturity date of the Incremental Facility to August 22, 2017. This maturity date may be extended for an additional 365 days on an annual basis with the consent of the lenders who agree to extend their commitments under the Incremental Facility.

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The Credit Agreement has a sub-limit of \$400 million for foreign currency borrowings, with up to \$50 million available for foreign currency borrowings under the Agency Credit Facility and up to \$350 million available for foreign currency borrowings under the SFS Credit Facility. The Credit Agreement also includes an accordion feature, which allows Sotheby's to seek an increase to the combined borrowing capacity of the Credit Agreement until February 23, 2020 by an amount not to exceed \$150 million in the aggregate. Though new commitments would need to be obtained, the uncommitted accordion feature permits Sotheby's to seek an increase to the aggregate commitments of either or both of the Agency and SFS credit facilities under an expedited arrangement process.

The borrowing base under the Agency Credit Facility is determined by a calculation that is primarily based upon a percentage of the carrying values of certain auction guarantee advances (see Note 5 of Notes to Condensed Consolidated Financial Statements), a percentage of the carrying value of certain inventory, a percentage of the carrying value of certain extended payment term receivables arising from auction or private sale transactions (see Note 5 of Notes to Condensed Consolidated Financial Statements), and the fair value of certain of Sotheby's trademarks.

The borrowing base under the Incremental Facility is determined by a calculation that is based on a percentage of the carrying value of certain inventory and the fair value of certain of Sotheby's trademarks. The borrowing base under the SFS Credit Facility is determined by a calculation that is primarily based upon a percentage of the carrying values of certain loans in the SFS loan portfolio and the fair value of certain of Sotheby's trademarks.

The obligations under the Credit Agreements are cross-guaranteed and cross-collateralized. Domestic borrowers are jointly and severally liable for all obligations under the Credit Agreement and, subject to certain limitations, borrowers in the U.K. and Sotheby's Hong Kong Limited, are jointly and severally liable for all obligations of the foreign borrowers under the Credit Agreement. In addition, the obligations of the borrowers under the Credit Agreement are guaranteed by certain of their subsidiaries. Sotheby's obligations under the Credit Agreement are secured by liens on all or substantially all of the personal property of the entities that are borrowers and guarantors under the Credit Agreement.

The Credit Agreement contains certain customary affirmative and negative covenants including, but not limited to, limitations on capital expenditures, a \$600 million limitation on net outstanding auction guarantees (i.e., auction guarantees less the impact of related risk and reward sharing arrangements), and limitations on the use of proceeds from borrowings under the Credit Agreement.

The Credit Agreement does not limit dividend payments and Common Stock repurchases provided that, both before and after giving effect thereto: (i) there are no events of default, (ii) the aggregate available borrowing capacity equals or exceeds \$100 million, and (iii) the Liquidity Amount, as defined in the Credit Agreement, equals or exceeds \$200 million. The Credit Agreement also contains certain financial covenants, which are only applicable during certain defined compliance periods. These financial covenants were not applicable for the twelve month period ended September 30, 2016.

**Assessment of Liquidity and Capital Requirements**—Sotheby's has separate capital structures and financial policies for its Agency segment and SFS. The Agency segment generally relies on existing cash balances (including amounts collected on behalf of and owed to consignors), operating cash flows, and revolving credit facility borrowings, if needed, to meet its liquidity and capital requirements. The timing and extent of any revolving credit facility borrowings by the Agency segment is dependent upon a number of factors including, but not limited to, the cyclical nature of the global art market, the seasonality of the art auction market, the timing of auction and private sale settlements, the potential funding of auction guarantees, the pursuit of business opportunities and growth initiatives, and the timing of the repatriation of foreign earnings.

SFS predominantly relies on revolving credit facility borrowings to fund client loans. To a lesser extent, cash balances are also used to fund a portion of the SFS loan portfolio, as appropriate. The timing and extent of revolving credit facility borrowings by SFS is dependent upon a number of factors including, but not limited to, the demand for art-related financing, which can be significantly influenced by overall economic conditions and by the often unpredictable financial requirements of owners of major art collections, the timing of the funding of new client loans, and the timing of the settlement of existing client loans.





Sotheby's short-term operating needs and capital requirements include the funding of net sales proceeds to consignors when unmatched extended payment terms are granted to auction or private sale buyers (see Note 5 of Notes to Condensed Consolidated Financial Statements), the potential funding of auction guarantees, the funding of potential inventory purchases, the funding of potential client loans, the potential repayment of revolving credit facility borrowings, any funding required as a result of the triennial statutory funding valuation of the U.K. defined benefit pension plan, the funding of capital expenditures, the funding of other possible business initiatives and/or investments (including the funding of potential earn-out payments associated with the acquisition of Art Agency, Partners), the funding of Common Stock repurchases pursuant to the October 3, 2016 agreement with Marcato (see "Common Stock Repurchase Program" above), and the funding of other potential Common Stock repurchases, as well as the funding of the other short-term commitments due on or before September 30, 2017, as summarized in the table of contractual obligations and commitments above. See statement on Forward Looking Statements.

Sotheby's long-term operating needs and capital requirements include the funding of net sales proceeds to consignors when unmatched extended payment terms are granted to auction or private sale buyers (see Note 5 of Notes to Condensed Consolidated Financial Statements), the potential funding of auction guarantees, the funding of potential inventory purchases, the funding of potential client loans, the potential repayment of revolving credit facility borrowings, any potential funding required as a result of the triennial statutory funding valuation of the U.K. defined benefit pension plan, the funding of capital expenditures, and the funding of other possible business initiatives and/or investments (including the funding of potential earn-out payments associated with the acquisition of Art Agency, Partners), the funding of potential Common Stock repurchases, as well as the funding of the presently anticipated long-term contractual obligations and commitments summarized in the table of contractual obligations and commitments above. See statement on Forward Looking Statements.

Management believes that operating cash flows, existing cash balances and revolving credit facility borrowings will be adequate to meet Sotheby's anticipated short-term and long-term commitments, operating needs and capital requirements through the August 22, 2020 expiration of the Credit Agreement. See statement on Forward Looking Statements.

#### ACQUISITION OF ART AGENCY, PARTNERS

See Note 6 of Notes to Condensed Consolidated Financial Statements for information related to Sotheby's acquisition of Art Agency, Partners.

#### RECENT ACCOUNTING STANDARDS NOT YET ADOPTED

See Note 25 of Notes to Condensed Consolidated Financial Statements for a discussion of recent accounting standards that have not yet been adopted.

#### LEGISLATION

Management continues to review the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act as they are finalized, and to assess its impact on Sotheby's operations. This legislation has not had, nor does management believe it will have, a material impact on Sotheby's business. See statement on Forward Looking Statements.

## FORWARD LOOKING STATEMENTS

This Form 10-Q contains certain forward looking statements, as such term is defined in Section 21E of the Securities Exchange Act of 1934, as amended, relating to future events and the financial performance of Sotheby's. Such statements are only predictions and involve risks and uncertainties, resulting in the possibility that the actual events or performance will differ materially from such predictions. Major factors, which Sotheby's believes could cause the actual results to differ materially from the predicted results in the "forward looking statements" include, but are not limited to:

- Changes in the global economy, the financial markets, and political conditions of various countries;
- A change in the level of competition in the global art market;
- Uncertainty regarding the amount and quality of property available for consignment;
- Changes in trends in the art market as to which collecting categories and artists are most sought after and in the collecting preferences of individual collectors;
- The unpredictable demand for art-related financing;
- The ability of Sotheby's to maintain strong relationships with art collectors;
- An adverse change in the financial health and/or creditworthiness of Sotheby's clients;
- The ability to retain key personnel;
- The ability to successfully execute Sotheby's business plans and strategic initiatives;
- The ability to accurately estimate the value of works of art held in inventory or as collateral for SFS loans, as well as those offered under an auction guarantee;
- An adverse change in the financial health and/or creditworthiness of the counterparties to Sotheby's auction guarantee risk and reward sharing arrangements;
- Changes in laws and regulations, including those related to income taxes and sales, use, value-added, and other indirect taxes;
- Changes in foreign currency exchange rates;
- Volatility in the share price of Sotheby's Common Stock; and
- The ability of Sotheby's and its third party service providers to adequately protect their information systems and the client, employee, and company data maintained in those systems.

See Part II, Item 1A, "Risk Factors."

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

Sotheby's continually evaluates the market risk associated with its financial instruments in the normal course of its business. As of September 30, 2016, Sotheby's material financial instruments include, but are not limited to: (i) cash and cash equivalents; (ii) restricted cash; (iii) notes receivable; (iv) credit facility borrowings; (v) the York Property Mortgage; (vi) the interest rate swap and interest rate collar associated with the York Property Mortgage; (vii) long-term debt; and (viii) outstanding forward foreign exchange contracts. See Note 5 of Notes to Condensed Consolidated Financial Statements for information related to notes receivable. See Note 8 of Notes to Condensed Consolidated Financial Statements for information related to credit facility borrowings, the York Property Mortgage, and long-term debt. See Note 20 of Notes to Condensed Consolidated Financial Statements for information regarding the interest rate swap and interest rate collar associated with the York Property Mortgage and Sotheby's forward foreign exchange contracts.

**Interest Rate Risk**—On July 1, 2015, Sotheby's entered into a seven-year, \$325 million mortgage loan to refinance its previous mortgage on the York Property. The York Property Mortgage bears interest based on the one-month LIBOR rate plus a spread of 2.25% and is being amortized based on a 25-year mortgage-style amortization schedule over the seven-year term of the mortgage. In connection with the York Property Mortgage, Sotheby's entered into interest rate protection agreements secured by the York Property, consisting of a two-year interest rate swap (the "Swap"), effective as of July 1, 2015, and a five-year interest rate collar (the "Collar"), effective as of July 1, 2017. Both of these instruments have a notional amount equal to the applicable principal balance of the York Property Mortgage and have an identical amortization schedule to that of the mortgage. The York Property, the York Property Mortgage, and the related interest rate protection agreements are held by 1334 York, LLC, a separate legal entity of Sotheby's that maintains its own books and records and whose results are ultimately consolidated into Sotheby's financial statements. As of September 30, 2016, the notional value of the Swap was \$316.6 million and the notional value of the Collar was \$310.3 million. These interest rate protection agreements effectively hedge the LIBOR rate on the entire outstanding principal balance of the York Property Mortgage at an annual rate equal to 0.877% for the first two years, and then at an annual rate of no less than 1.917%, but no more than 3.75%, for the remainder of the seven-year term. After taking into account the interest rate protection agreements, the annual interest rate for the first two years of the York Property Mortgage will be approximately 3.127% and then will be between a floor of 4.167% and a cap of 6% for the remainder of the seven-year term.

Management believes that the interest rate risk associated with its other financial instruments is minimal as a hypothetical 10% increase or decrease in interest rates is immaterial to its cash flow, earnings, and the fair value of its financial instruments.

Sotheby's is exposed to credit-related risks in the event of nonperformance by the counterparties to the Swap and Collar. Sotheby's does not expect any of these counterparties to fail to meet their obligations, given their high short-term (A1/P1) credit ratings.

**Foreign Currency Exchange Rate Risk**—Sotheby's utilizes forward foreign exchange contracts to hedge cash flow exposures related to foreign currency exchange rate movements, which primarily arise from short-term foreign currency denominated intercompany balances and, to a much lesser extent, foreign currency denominated client payable balances, as well as foreign currency denominated auction guarantee obligations. Such forward exchange contracts are typically short-term with settlement dates less than six months from their inception. All such derivative financial instruments are entered into by Sotheby's global treasury function, which is responsible for monitoring and managing Sotheby's exposure to foreign currency exchange rate movements. As of September 30, 2016, the notional value of outstanding forward exchange contracts used to hedge such cash flow exposures was \$308.9 million. As of September 30, 2016, Sotheby's foreign subsidiaries held approximately \$341.7 million in foreign currency denominated cash balances. A hypothetical 10% strengthening or weakening of the U.S. dollar relative to all other currencies would result in a decrease or increase in Sotheby's cash flow of approximately \$34.1 million related to such foreign currency balances.

As discussed in "Liquidity and Capital Resources" in Part I, Item 2 above, management expects to repatriate certain accumulated foreign earnings at some point in the future. These accumulated foreign earnings represent almost the entire value of Sotheby's foreign currency denominated net investments in the subsidiaries from which the earnings are

being repatriated. As a result, Sotheby's is exposed to variability in the U.S. Dollar equivalent of these foreign currency denominated net investments and, by extension, the U.S. Dollar equivalent of any foreign earnings repatriated to the U.S. due to potential changes in foreign currency exchange rates. To mitigate this risk, Sotheby's has entered into corresponding foreign currency forward exchange contracts, which have an aggregate notional value of \$200.2 million as of September 30, 2016.

Sotheby's is exposed to credit-related risks in the event of nonperformance by the three counterparties to its outstanding forward exchange contracts. Sotheby's does not expect any of these counterparties to fail to meet their obligations, given their high short-term (A1/P1) credit ratings.

#### ITEM 4: CONTROLS AND PROCEDURES

##### Disclosure Controls and Procedures

As of September 30, 2016, the Company has carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) were effective as of September 30, 2016.

##### Changes in Internal Control over Financial Reporting

There was no change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

#### PART II: OTHER INFORMATION

##### ITEM 1: LEGAL PROCEEDINGS

For information related to legal proceedings, see Note 10 of Notes to Condensed Consolidated Financial Statements.

##### ITEM 1A: RISK FACTORS

Before you make an investment decision with respect to Sotheby's Common Stock, you should carefully consider all of the information included in this Form 10-Q and the subsequent periodic filings with the SEC. In particular, you should carefully consider the risk factors described below and the risks and uncertainties related to "Forward Looking Statements," any of which could have a material adverse effect on Sotheby's business, results of operations, financial condition and the actual outcome of matters as to which forward looking statements are made in this quarterly report. The following risk factors, which are not ranked in any particular order, should be read in conjunction with the balance of this quarterly report, including the Condensed Consolidated Financial Statements and related notes.

The global economy, the financial markets and political conditions of various countries may negatively affect Sotheby's business and clients, as well as the supply of and demand for works of art.

The international art market is influenced over time by the overall strength and stability of the global economy and the financial markets of various countries, although this correlation may not be immediately evident. In addition, global political conditions and world events may affect Sotheby's business through their effect on the economies of various countries, as well as on the willingness of potential buyers and sellers to purchase and sell art in the wake of economic uncertainty. Sotheby's business can be particularly influenced by the economies, financial markets and political conditions of the U.S., the U.K., China, and the other major countries or territories of Europe and Asia (including the Middle East). Accordingly, weakness in those economies and financial markets can adversely affect the supply of and demand for works of art and Sotheby's business. Furthermore, global political conditions may also influence the enactment of legislation that could adversely impact Sotheby's business.

Competition in the international art market is intense and may adversely impact Sotheby's business, results of operations, and financial condition.

Sotheby's competes with other auctioneers and art dealers to obtain valuable consignments to offer for sale either at auction or through private sale. The level of competition is intense and can adversely impact Sotheby's ability to obtain valuable consignments for sale, as well as the commission margins achieved on such consignments.

Sotheby's cannot be assured of the amount and quality of property consigned for sale, which may cause significant variability in its results of operations.

The amount and quality of property consigned for sale is influenced by a number of factors not within Sotheby's control. Many major consignments, and specifically single-owner sale consignments, often become available as a result of the death or financial or marital difficulties of the owner, all of which are unpredictable and may cause significant variability in Sotheby's results of operations from period to period.



The demand for art is unpredictable, which may cause significant variability in Sotheby's results of operations. The demand for art is influenced not only by overall economic conditions, but also by changing trends in the art market as to which collecting categories and artists are most sought after and by the collecting preferences of individual collectors. These conditions and trends are difficult to predict and may adversely impact the ability of Sotheby's to obtain and sell consigned property, potentially causing significant variability in Sotheby's results of operations from period to period.

Sotheby's relies on a small number of clients who make a significant contribution to its revenues, profitability, and operating cash flows.

Sotheby's is a global art services business that caters to a select group of the world's most discerning art collectors. Accordingly, Sotheby's revenues, profitability, and operating cash flows are highly dependent upon its ability to develop and maintain relationships with this small group of clients, as well as the financial strength of these clients.

Tax matters may cause significant variability in Sotheby's results of operations.

Sotheby's operates in many tax jurisdictions throughout the world and the provision for income taxes involves a significant amount of judgment regarding the interpretation of relevant facts and laws in the jurisdictions in which Sotheby's operates. Sotheby's effective income tax rate and recorded tax balances can significantly change between periods due to a number of complex factors including, but not limited to: (i) future changes in applicable laws, including the European Commission's investigations on illegal state aid and the Organisation for Economic Cooperation and Development project on Base Erosion and Profit Shifting, which may result in changes to long-standing tax principles; (ii) projected levels of taxable income; (iii) changes in the jurisdictional mix of forecasted and/or actual pre-tax income; (iv) increases or decreases to valuation allowances recorded against deferred tax assets; (v) tax audits conducted by various tax authorities; (vi) adjustments to income taxes upon the finalization of income tax returns; (vii) the ability to claim foreign tax credits; (viii) estimates of U.S. and foreign cash, (ix) working capital and investment needs, (x) the repatriation of foreign earnings for which Sotheby's has not previously recorded income taxes; and (xi) tax planning strategies.

Sotheby's clients reside in various tax jurisdictions throughout the world. To the extent that there are changes to tax laws or tax reporting obligations in any of these jurisdictions, such changes could adversely impact the ability and/or willingness of clients to purchase or sell works of art through Sotheby's. Additionally, Sotheby's is subject to laws and regulations in many countries involving sales, use, value-added and other indirect taxes which are assessed by various governmental authorities and imposed on certain revenue-producing transactions between Sotheby's and its clients. The application of these laws and regulations to Sotheby's unique business and global client base, and the estimation of any related liabilities, is complex and requires a significant amount of judgment. These indirect tax liabilities are generally not those of Sotheby's unless it fails to collect the correct amount of sales, use, value-added, or other indirect taxes. Failure to collect the correct amount of indirect tax on a transaction may expose Sotheby's to claims from tax authorities.

The loss of key personnel could adversely impact Sotheby's ability to compete.

Sotheby's is largely a service business in which the ability of its employees to develop and maintain relationships with potential sellers and buyers of works of art is essential to its success. Moreover, Sotheby's business is unique, making it important to retain key specialists and members of management. Accordingly, Sotheby's business is highly dependent upon its success in attracting and retaining qualified personnel.

On November 13, 2015, Sotheby's announced a series of regional voluntary separation incentive programs aimed at reducing headcount and associated compensation costs. Employee transitions under these programs commenced on December 31, 2015 and were substantially completed as of September 30, 2016. The loss of employees as a result of these programs could adversely impact Sotheby's ability to compete.

The business plans and strategic initiatives being implemented by Sotheby's may not succeed.

Sotheby's future operating results are dependent, in part, on management's success in implementing its business plans and strategic initiatives. The inability of Sotheby's to successfully implement its business plans and strategic initiatives, including the integration of Art Agency, Partners (see Note 6 of Notes to Condensed Consolidated Financial Statements), could result in, among other things, the loss of clients and the impairment of assets. Also, Sotheby's short-term operating results and liquidity could be unfavorably impacted by the implementation of its

business plans and strategic initiatives.

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Government laws and regulations may restrict or limit Sotheby's business or impact the value of its real estate assets. Many of Sotheby's activities are subject to laws and regulations including, but not limited to, import and export regulations, cultural property regulations, data protection and privacy laws, anti-money laundering laws, antitrust laws, copyright and resale royalty laws, laws and regulations involving sales, use, value-added and other indirect taxes, and regulations related to the use of real estate. In addition, Sotheby's is subject to local auction regulations, such as New York City Auction Regulations Subchapter M of Title 6 § 2-121-2-125, et. seq. Such regulations currently do not impose a material impediment to the worldwide business of Sotheby's, but do affect the art market generally. A material adverse change in such regulations, such as the American Royalties Too Act of 2014 introduced in the U.S. Congress, which would impose a 5% resale royalty (with a cap of \$35,000) on sales of art through large auction houses, could affect Sotheby's business. Additionally, export and import laws and cultural property ownership laws could affect the availability of certain kinds of property for sale at Sotheby's principal auction locations, increase the cost of moving property to such locations, or expose Sotheby's to legal claims or government inquiries.

Sotheby's joint venture and wholly-owned subsidiary in China are foreign-invested enterprises under Chinese law. As such, enforcement of certain of Sotheby's rights within these entities are subject to approval from the Chinese government, which could limit the ability of the entities to operate and succeed.

Sotheby's operates an equity joint venture with Beijing GeHua Art Company in China and, in 2014, established a wholly-owned subsidiary in China after obtaining the license required to operate as a Foreign-Invested Commercial Enterprise. Because these entities are foreign-invested enterprises under Chinese law, enforcement of certain of Sotheby's rights within these entities is subject to approval from the Chinese government. For example, all changes in ownership and constitution of the joint venture will be subject to approval by the Chinese government, including in the event Sotheby's is seeking to terminate the joint venture agreement, exercise its put option, or wind-up the joint venture. Accordingly, Sotheby's ability to successfully operate its business in China could be constrained by the Chinese government and other unforeseen circumstances.

Sotheby's ability to collect auction receivables may be adversely impacted by buyers from emerging markets, as well as by the banking and foreign currency laws and regulations and judicial systems of the countries in which it operates and in which its clients reside.

Sotheby's operates in 40 countries and has a worldwide client base that has grown in recent years due in part to an increase in the activity of buyers from emerging markets, in particular, China. The collection of auction receivables related to buyers from emerging markets may be adversely impacted by the buyer's lack of familiarity with the auction process and the buyer's financial condition. Sotheby's ability to collect auction receivables may also be adversely impacted by the banking and foreign currency laws and regulations regarding the movement of funds out of certain countries, as well as by Sotheby's ability to enforce its rights as a creditor in jurisdictions where the applicable laws and regulations may be less defined, particularly in emerging markets.

Sotheby's capital allocation and financial policies may impact its liquidity, financial condition, market capitalization and business, and Sotheby's ongoing ability to return capital to its shareholders (and the size and timing of such return) is subject to ongoing business variables.

The actions taken by management based on its review of Sotheby's capital allocation and financial policies may impact its current and future liquidity, financial condition, market capitalization, and business. In addition, the amount and timing of any potential return of capital to shareholders depends on various factors, including the amount of excess cash generated by the business in the future, the ability to continue to finance the SFS loan portfolio with debt, the business initiatives contemplated and implemented by management, and the amount of capital that may be required to support Sotheby's future liquidity needs, among other factors.

Foreign currency exchange rate movements can significantly impact Sotheby's results of operations and financial condition.

Sotheby's has operations throughout the world. Approximately 53% of Sotheby's total revenues were earned outside of the U.S. in 2015, including 27% of its total revenues earned in the U.K. Additionally, Sotheby's has significant assets and liabilities denominated in the Pound Sterling, the Euro, and the Swiss Franc. Revenues, expenses, gains, and losses recorded in foreign currencies are translated using the monthly average exchange rates prevailing during the period in which they are recognized. Assets and liabilities recorded in foreign currencies are translated at the exchange

rate on the balance sheet date. Accordingly, fluctuations in foreign currency exchange rates, particularly for the Pound Sterling, the Euro, and the Swiss Franc, can significantly impact Sotheby's results of operations and financial condition.

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Subject to management approval under Sotheby's internal corporate governance policy, Sotheby's may pay a consignor the net sale proceeds from an auction or private sale before payment is collected from the buyer and/or may allow the buyer to take possession of purchased property before payment is received. In these situations, Sotheby's is exposed to losses in the event the buyer does not make payment.

Under the standard terms and conditions of its auction and private sales, Sotheby's is not obligated to pay the consignor for property that has not been paid for by the buyer. However, in certain instances and subject to management approval under Sotheby's internal corporate governance policy, the consignor may be paid the net sale proceeds before payment is collected from the buyer while Sotheby's retains possession of the property. In such situations, if the buyer does not make payment, Sotheby's will take title to the property, but could be exposed to losses if the value of the property declines. In certain other situations and subject to management approval under Sotheby's internal corporate governance policy, the buyer is allowed to take possession of purchased property before making payment. In these situations, Sotheby's is liable to the seller for the net sale proceeds whether or not the buyer makes payment and would incur losses in the event of buyer default. See Note 5 of Notes to Condensed Consolidated Financial Statements for information about auction and private sale receivables.

Sotheby's could be exposed to losses in the event of title or authenticity claims.

The assessment of property offered for auction or private sale can involve potential claims regarding title and authenticity. Items sold by Sotheby's may be subject to statutory warranties as to title and to a limited guarantee as to authenticity under the Conditions of Sale and Terms of Guarantee that are published in Sotheby's auction sale catalogues and the terms stated in, and the laws applicable to, agreements governing private sale transactions. The authentication of the items offered by Sotheby's is based on scholarship and research, but necessarily requires a degree of judgment from Sotheby's specialists. In the event of a title or authenticity claim against Sotheby's, Sotheby's may have recourse against the seller of the property and may have the benefit of insurance, but a claim could nevertheless expose Sotheby's to losses and to reputational risk.

Auction guarantees create the risk of loss resulting from the potential inaccurate valuation of art.

The market for fine art, decorative art, and jewelry is not a highly liquid trading market and, as a result, the valuation of these items is inherently subjective. Accordingly, Sotheby's is at risk with respect to management's ability to estimate the likely selling prices of property offered with auction guarantees. If management's judgments about the likely selling prices of property offered with auction guarantees prove to be inaccurate, there could be a significant adverse impact on Sotheby's results, financial condition, and liquidity. See Note 14 of Notes to Condensed Consolidated Financial Statements for information related to auction guarantees.

Sotheby's could be exposed to losses in the event of nonperformance by its counterparties in auction guarantee risk and reward sharing arrangements.

In certain situations, Sotheby's reduces its financial exposure under auction guarantees through risk and reward sharing arrangements. Sotheby's counterparties to these risk and reward sharing arrangements are typically major international art dealers or major art collectors. Sotheby's could be exposed to losses in the event any of these counterparties do not perform according to the terms of these contractual arrangements. See Note 14 of Notes to Condensed Consolidated Financial Statements for information related to auction guarantees.

Demand for art-related financing is unpredictable, which may cause variability in the operating results of Sotheby's Financial Services.

Sotheby's business is, in part, dependent on the demand for art-related financing, which can be significantly influenced by overall economic conditions and by the often unpredictable financial requirements of owners of major art collections. Accordingly, the operating results of SFS are subject to variability from period to period.

The ability of Sotheby's to realize proceeds from the sale of collateral for SFS loans may be delayed or limited.

In situations when there are competing claims on the collateral for SFS loans and/or when a borrower becomes subject to bankruptcy or insolvency laws, Sotheby's ability to realize proceeds from the sale of its collateral may be limited or delayed.

The value of the property held in inventory and the property pledged as collateral for SFS loans is subjective and often fluctuates, exposing Sotheby's to losses and significant variability in its results of operations.

The market for fine art, decorative art, and jewelry is not a highly liquid trading market. As a result, the valuation of these items is inherently subjective and their realizable value often fluctuates over time. Accordingly, Sotheby's is at risk both as to the realizable value of the property held in inventory and as to the realizable value of the property pledged as collateral for SFS loans. In estimating the realizable value of art held in inventory and art pledged as collateral for SFS loans, management considers the following complex array of factors: (i) whether the property is expected to be offered at auction or sold privately, and the timing of any such sale; (ii) the supply and demand for the property, taking into account current art market conditions, as well as changing trends as to which collecting categories and artists are most sought after; (iii) recent sale prices achieved for comparable items within a particular collecting category and/or by a particular artist, (iv) the state of the global economy and financial markets; and (v) management's intent and ability to hold the property in order to maximize the realizable value. If there is evidence that the estimated realizable value of a specific item held in inventory is less than its carrying value, a loss is recorded to reflect management's revised estimate of realizable value. In addition, if the estimated realizable value of the property pledged as collateral for an SFS loan is less than the corresponding loan balance, management assesses whether it is necessary to record a loss to reduce the carrying value of the loan, after taking into account the ability of the borrower to repay any shortfall between the value of the collateral and the amount of the loan. These factors may cause significant variability in Sotheby's results of operations from period to period.

The low rate of historic losses on the SFS loan portfolio may not be indicative of future loan loss experience. Sotheby's has historically incurred minimal losses on the SFS loan portfolio. However, despite management's stringent loan underwriting standards, Sotheby's previous loan loss experience may not be indicative of the future performance of the loan portfolio.

The collateral supporting the SFS loan portfolio is concentrated within certain collecting categories. A material decline in these markets could impair Sotheby's ability to collect the principal and interest owed on certain loans and could require repayments of borrowings on such affected loans under Sotheby's revolving credit facility.

The collateral supporting the SFS loan portfolio is concentrated within certain collecting categories. Although management believes the SFS loan portfolio is sufficiently collateralized due to its current aggregate loan-to-value ratio of 49%, a material decline in these markets could impair Sotheby's ability to collect the principal and interest owed on certain loans. Additionally, the eligibility of individual SFS loans included in the borrowing base of Sotheby's revolving credit facility requires a minimum loan-to-value ratio of 60%. A material decline in the value of SFS loan collateral could result in an increase in the loan-to-value ratio above 60% for individual loans and could require repayment of a portion of the borrowings associated with such loans.

Sotheby's could be exposed to losses and/or reputational harm as a result of various claims and lawsuits incidental to the ordinary course of its business.

Sotheby's becomes involved in various legal proceedings, lawsuits, and other claims incidental to the ordinary course of its business. Management is required to assess the likelihood of any adverse judgments or outcomes in these matters, as well as potential ranges of probable or reasonably possible losses. A determination of the amount of losses, if any, to be recorded or disclosed as a result of these contingencies is based on a careful analysis of each individual exposure with, in some cases, the assistance of outside legal counsel. The amount of losses recorded or disclosed for such contingencies may change in the future due to new developments in each matter or a change in settlement strategy.

Sotheby's could be exposed to reputational harm as a result of wrongful actions by certain third parties.

Sotheby's is involved in various business arrangements and ventures with unaffiliated third parties. Wrongful actions by such parties could harm Sotheby's brand and reputation.

A breach of the security measures protecting Sotheby's global network of information systems and those of certain third-party service providers utilized by Sotheby's could adversely impact its operations, reputation and brand. The protection of client, employee and company data is extremely important to Sotheby's. The regulatory environment surrounding information security and privacy is becoming increasingly demanding and frequently changing in the jurisdictions in which Sotheby's does business. Clients and employees have expectations that Sotheby's will protect their information from cyber-attacks and other security breaches. Sotheby's has implemented systems and processes that are designed to protect personal and company information and to prevent data losses, however, these measures cannot provide absolute security, and Sotheby's systems may be vulnerable to cyber-security breaches such as viruses, hacking, and similar disruptions from unauthorized intrusions. In addition, Sotheby's is dependent on a global network of information systems to conduct its business and is committed to maintaining a strong infrastructure to secure these systems. As part of its information systems infrastructure, Sotheby's relies increasingly upon third-party service providers to perform services related to its live auction bidding platform, retail wine and other e-commerce, video broadcasting, website content distribution, marketing, and to store, process and transmit information including client, employee and company information. Any failure on Sotheby's part or by these third-party service providers to maintain the security of Sotheby's confidential data and its client and employee personal information could result in business disruption, damage to reputation, financial obligations, lawsuits, sizable fines and costs, and loss of employee and client confidence in Sotheby's, and thus could have a material adverse impact on Sotheby's business and financial condition, and adversely affect results of operations. A significant security breach could require future expenditures to implement additional security measures to protect against new privacy threats or to comply with state, federal and international laws aimed at addressing those threats.

Due to the nature of its business, valuable works of art are exhibited and stored at Sotheby's facilities around the world. Such works of art could be subject to damage or theft, which could have a material adverse effect on Sotheby's operations, reputation and brand.

Valuable works of art are exhibited and stored at Sotheby's facilities around the world. Although Sotheby's maintains state of the art security measures at its premises, valuable artworks may be subject to damage or theft. The damage or theft of valuable property despite these security measures could have a material adverse impact on Sotheby's business and reputation.

Insurance coverage for artwork may become more difficult to obtain, exposing Sotheby's to losses for artwork in Sotheby's possession.

Sotheby's maintains insurance coverage for the works of art it owns, works of art consigned by clients, and all other property that may be in Sotheby's custody, which are exhibited and stored at Sotheby's facilities around the world. An inability to adequately insure such works of art due to limited capacity of the global art insurance market could, in the future, have a material adverse impact on Sotheby's business.

Sotheby's business continuity plans may not be effective in addressing the impact of unexpected events that could impact its business.

Sotheby's inability to successfully implement its business continuity plans in the wake of an unexpected event, such as an act of God or a terrorist attack occurring in or near one of its major selling and/or sourcing offices and/or any other unexpected event, could disrupt its ability to operate and adversely impact its operations.

Future costs and obligations related to Sotheby's U.K. Pension Plan are dependent on unpredictable factors, which may cause significant variability in employee benefit costs.

Future costs and obligations related to Sotheby's defined benefit pension plan in the U.K. are heavily influenced by changes in interest rates, investment performance in the debt and equity markets, changes in statutory requirements in the U.K., the timing and manner by which the statutorily required triennial funding valuation assessments are resolved, and actuarial assumptions, each of which is unpredictable and may cause significant variability in Sotheby's employee benefit costs. See Note 9 of Notes to Condensed Consolidated Financial Statements for information related to the defined benefit pension plan in the U.K.



## ITEM 2: UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

## Issuer Purchases of Equity Securities

The following table provides information regarding purchases of Common Stock by Sotheby's during the three months ended September 30, 2016:

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of Sotheby's publicly announced share repurchase program	Approximate dollar value of shares that may yet be purchased under Sotheby's publicly announced share repurchase program (a)
July 2016	—	\$ —	—	\$42,905,286
August 2016	—	\$ —	—	\$42,905,286
September 2016	104,102	\$ 37.26	104,102	\$ 114,026,234 (b)
Third Quarter 2016	104,102	\$ 37.26	104,102	

(a) Represents the dollar value of shares that were available to be repurchased under Sotheby's publicly announced share repurchase program at the end of each respective monthly period.

(b) On September 30, 2016, the Board of Directors approved a \$75 million increase to the share repurchase authorization.

For the nine months ended September 30, 2016, Sotheby's repurchased 11,092,832 shares of its Common Stock for approximately \$286 million (including fees and commissions) at an average price of \$25.79 per share through open market purchases and purchases made pursuant to a Rule 10b5-1 plan.

On October 3, 2016, Sotheby's entered into an agreement with funds managed by Marcato Capital Management LP ("Marcato"), pursuant to which Sotheby's agreed to purchase 2,050,000 shares of its Common Stock from Marcato for an aggregate purchase price of \$73.8 million, or \$36.00 per share. This repurchase of Common Stock was consummated on October 4, 2016 and funded by cash on hand. As of November 7, 2016, approximately \$40 million remains under the current share repurchase authorization from the Board of Directors.

The timing of share repurchases and the actual amount purchased will depend on a variety of factors, including the market price of Sotheby's Common Stock, general market and economic conditions, securities law requirements, and other corporate considerations. Repurchases may continue to be made pursuant to plans intended to comply with Rule 10b5-1 under the Exchange Act, which allows Sotheby's to purchase its shares during periods when it otherwise might be prevented from doing so under insider trading laws or because of self-imposed trading blackout periods. The repurchase authorization does not require the purchase of a specific number of shares and is subject to suspension or termination by the Board of Directors at any time.

## ITEM 4: MINE SAFETY DISCLOSURES

Not applicable.

ITEM 6: EXHIBITS

31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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101.INS XBRL Instance Document.

101.SCHXBRL Taxonomy Extension Schema Document.

101.CALXBRL Taxonomy Extension Calculation Linkbase Document.

101.DEF XBRL Taxonomy Extension Definition Linkbase Document.

101.LABXBRL Taxonomy Extension Label Linkbase Document.

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document.



**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

**SOTHEBY'S**

By: /s/ KEVIN M. DELANEY

Kevin M. Delaney

Senior Vice President, Controller and Chief Accounting Officer

Date: November 7, 2016

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