

STRYKER CORP
Form 10-K
February 07, 2019

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

FORM 10-K

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

For the fiscal year ended December 31, 2018

OR

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

Commission file number: 000-09165

STRYKER CORPORATION

(Exact name of registrant as specified in its charter)

Michigan

38-1239739

(State of incorporation)

(I.R.S. Employer Identification No.)

2825 Airview Boulevard

49002

Kalamazoo, Michigan

(Address of principal executive offices)

(Zip Code)

(269) 385-2600

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, \$.10 par value	New York Stock Exchange
Floating Rate Notes due 2020	New York Stock Exchange
1.125% Notes due 2023	New York Stock Exchange
2.125% Notes due 2027	New York Stock Exchange
2.625% Notes due 2030	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. YES NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and 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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES NO

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

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

Large accelerated filer Accelerated filer Emerging growth company

Non-accelerated filer Small reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES

NO

The aggregate market value of the voting stock held by non-affiliates of the registrant was approximately \$58,918,371,156 at June 30, 2018. There were 372,664,636 shares outstanding of the registrant's common stock, \$.10 par value, on January 31, 2019.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement to be filed with the U.S. Securities and Exchange Commission relating to the 2019 Annual Meeting of Shareholders (the 2019 proxy statement) are incorporated by reference into Part III.

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PART I

ITEM 1. BUSINESS.

Stryker Corporation (Stryker or the Company) is one of the world's leading medical technology companies and, together with its customers, is driven to make healthcare better. The Company offers innovative products and services in Orthopaedics, Medical and Surgical, and Neurotechnology and Spine that help improve patient and hospital outcomes.

Our core values guide our behaviors and actions and are fundamental to how we execute our mission.

Stryker was incorporated in Michigan in 1946 as the successor company to a business founded in 1941 by Dr. Homer H. Stryker, a prominent orthopaedic surgeon and the inventor of several medical products. Our products are sold in over 80 countries through company-owned subsidiaries and branches, as well as third-party dealers and distributors, and include implants used in joint replacement and trauma surgeries; surgical equipment and surgical navigation systems; endoscopic and communications systems; patient handling, emergency medical equipment and intensive care disposable products; neurosurgical, neurovascular and spinal devices; as well as other products used in a variety of medical specialties. In the United States most of our products are marketed directly to doctors, hospitals and other healthcare facilities.

As used herein, and except where the context otherwise requires, "Stryker," "we," "us," and "our" refer to Stryker Corporation and its consolidated subsidiaries.

Business Segments and Geographic Information

We segregate our operations into three reportable business segments: Orthopaedics, MedSurg and Neurotechnology and Spine. Financial information regarding our reportable business segments and certain geographic information is included under "Consolidated Results of Operations" in Item 7 of this report and Note 14 to our Consolidated Financial Statements.

Net Sales by Reportable Segment

	2018		2017		2016	
Orthopaedics	\$4,991	37 %	\$4,713	38 %	\$4,422	39 %
MedSurg	6,045	44	5,557	45	4,894	43
Neurotechnology and Spine	2,565	19	2,174	17	2,009	18
Total	\$13,601	100 %	\$12,444	100 %	\$11,325	100 %

Orthopaedics

Orthopaedics products consist primarily of implants used in hip and knee joint replacements and trauma and extremities surgeries. We bring patients and physicians advanced implant designs and

specialized instrumentation that make orthopaedic surgery and recovery simpler, faster and more effective. We support surgeons with the technology and services they need as they develop new surgical techniques. The Mako Robotic-Arm Assisted Surgical System was designed to help surgeons provide patients with a personalized surgical experience based on their specific diagnosis and anatomy. The Mako System currently offers three applications supporting Partial Knee, Total Hip and Total Knee procedures.

Stryker is one of four leading global competitors for joint replacement and trauma and extremities products; the other three being Zimmer Biomet Holdings, Inc. (Zimmer), DePuy Synthes (a Johnson & Johnson company) and Smith & Nephew plc (Smith & Nephew).

Composition of Orthopaedics Net Sales

	2018		2017		2016	
Knees	\$1,701	34 %	\$1,595	34 %	\$1,490	34 %
Hips	1,336	27	1,303	28	1,283	29
Trauma and Extremities	1,580	32	1,478	31	1,364	31
Other	374	7	337	7	285	6
Total	\$4,991	100 %	\$4,713	100 %	\$4,422	100 %

MedSurg

MedSurg products include surgical equipment and navigation systems (Instruments), endoscopic and communications systems (Endoscopy), patient handling, emergency medical equipment and intensive care disposable products (Medical), reprocessed and remanufactured medical devices (Sustainability) and other medical device products used in a variety of medical specialties.

Stryker is one of five leading global competitors in Instruments; the other four being Zimmer, Medtronic plc., Johnson & Johnson and ConMed Linvatec, Inc. (a subsidiary of CONMED Corporation). In Endoscopy we compete with Smith & Nephew, ConMed Linvatec, Arthrex, Inc., Karl Storz GmbH & Co., Olympus Optical Co. Ltd. and STERIS plc. In Medical our primary competitors are Hill-Rom Holdings, Inc., Zoll Medical Corporation, Medline Industries and Koninklijke Philips N.V.

Composition of MedSurg Net Sales

	2018	2017	2016
Instruments	\$1,822 30 %	\$1,678 30 %	\$1,553 32 %
Endoscopy	1,846 31	1,652 30	1,470 30
Medical	2,118 35	1,969 35	1,633 33
Sustainability	259 4	258 5	238 5
Total	\$6,045 100%	\$5,557 100%	\$4,894 100%

In 2017 Instruments launched System 8, the next generation of power tools comprised of a sagittal saw, reciprocating saw, rotary drill and sternum saw. The new power tools offer improved ergonomics, a quick and efficient keyless chuck system preventing loosening through a secondary locking mechanism and advanced material and coating to prevent sticking and slipping. In addition, the handpieces are built to be actively washed and temporarily submerged prior to sterilization.

Neurotechnology and Spine

Neurotechnology and Spine products include neurosurgical, neurovascular, and spinal implant devices. Our neurotechnology offering includes products used for minimally invasive endovascular techniques; a comprehensive line of products for traditional brain and open skull based surgical procedures; orthobiologic and biosurgery products, including synthetic bone grafts and vertebral augmentation products; and minimally invasive products for the treatment of acute ischemic and hemorrhagic stroke. Our spinal implant offering includes cervical, thoracolumbar and interbody systems used in spinal injury, deformity and degenerative therapies.

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Stryker is one of five leading global competitors in Neurotechnology; the other four being Medtronic, Johnson & Johnson, Terumo Corporation and Penumbra, Inc. Stryker is one of five leading global competitors in Spine; the other four being Medtronic Sofamor Danek, Inc. (a subsidiary of Medtronic), DePuy Synthes, Nuvasive, Inc. and Globus Medical, Inc.

Composition of Neurotechnology and Spine Net Sales

	2018		2017		2016	
Neurotechnology	\$1,737	%	\$1,423	%	\$1,255	%
Spine	828	32	751	35	754	38
Total	\$2,565	100%	\$2,174	100%	\$2,009	100%

In 2017 the New England Journal of Medicine published the results of the DAWN Trial, the first to provide compelling evidence in treating late window and wake-up stroke patients with mechanical thrombectomy. The purpose of the study is to demonstrate superior clinical outcomes at 90 days with Trevo™ Retriever plus medical management compared to medical management alone in appropriately selected stroke patients treated six to 24 hours after last seen well (for cases of unknown time of onset). The Trevo™ Retriever's indication within the DAWN Trial, for use in patients treated six to 24 hours after last seen well, is currently under an Investigational Device Exemption (IDE), and the submission for expanding the indication for the later time window is pending.

Raw Materials and Inventory

Raw materials essential to our business are generally readily available from multiple sources; however, certain of our raw materials are currently sourced from single suppliers. Substantially all products we manufacture are stocked in inventory, while certain MedSurg products are assembled to order.

Patents and Trademarks

Patents and trademarks are significant to our business to the extent that a product or an attribute of a product represents a unique design or process. Patent protection of such products restricts competitors from duplicating these unique designs and features. We seek to obtain patent protection on our products whenever appropriate for protecting our competitive advantage. On December 31, 2018 we owned approximately 3,068 United States patents and approximately 4,716 international patents.

Seasonality

Our business is generally not seasonal in nature; however, the number of orthopaedic implant surgeries is typically lower in the summer months, and sales of capital equipment are generally higher in the fourth quarter.

Competition

In each of our product lines we compete with local and global companies. The development of new and innovative products is important to our success in all areas of our business. Competition in research involving the development and improvement of new and existing products and processes is particularly significant. The competitive environment requires substantial investments in continuing research and maintaining sales forces.

We believe our commitment to innovation, quality and service and our reputation differentiates us in the highly competitive product categories in which we operate and enables us to compete effectively. We believe that our competitive position in the future will depend to a large degree on our ability to develop new products and make improvements to existing products.

Regulation

Our businesses are subject to varying degrees of governmental regulation in the countries in which we operate, and the general trend is toward increasingly stringent regulation.

In the United States the Medical Device Amendments of 1976 to the Federal Food, Drug and Cosmetic Act and its subsequent amendments and the regulations issued and proposed thereunder provide for regulation by the FDA of the design, manufacture and marketing of medical devices, including most of our products. Many of our new products fall into FDA classifications that require notification submitted as a 510(k) and review by the FDA before we begin

marketing them. Certain of our products require extensive clinical testing, consisting of safety and efficacy studies, followed by pre-market approval (PMA) applications for specific surgical indications. Certain of our products also fall under the FDA's drug classification, as well as other FDA classifications.

The FDA's Quality System regulations set forth standards for our product design and manufacturing processes, require the maintenance of certain records and provide for inspections of our facilities by the FDA. There are also certain requirements of state, local and foreign governments that must be complied with in the manufacture and marketing of our products.

The member states of the European Union (EU) adopted the European Medical Device Directives, which form a single set of medical device regulations for all EU member countries. These regulations require companies that wish to manufacture and distribute medical devices in EU member countries to meet certain quality system requirements and obtain CE marking for their products. We have authorization to apply the CE marking to substantially all of our products. In addition, the EU enacted the EU Medical Device Regulation (EU MDR) in May 2017 with an effective date of May 2020, which imposes stricter requirements for the marketing and sale of medical devices, including in the areas of clinical evaluation requirements, quality systems, labeling and post-market surveillance. Finally, we are required to comply with the unique regulatory requirements of each of the countries in Europe and other countries, including China, in which we market our products.

Initiatives to limit the growth of general healthcare expenses and hospital costs are ongoing in the markets in which we do business. These initiatives are sponsored by government agencies, legislative bodies and the private sector and include price regulation and competitive pricing. It is not possible to predict at this time the long-term impact of such cost containment measures on our future business. In addition, business practices in the healthcare industry are scrutinized, particularly in the United States, by federal and state government agencies. The resulting investigations and prosecutions carry the risk of significant civil and criminal penalties.

Environment

We are subject to various rules and regulation in the United States and internationally related to the protection of human health and the environment. Our operations involve the use of substances regulated under environmental laws, primarily in manufacturing and sterilization processes. We believe our policies, practices and procedures are properly designed to comply, in all material respects, with applicable environmental laws and regulations. We do not expect compliance with these requirements to have a material effect on purchases of property, plant and equipment, cash flows, net earnings or competitive position.

Employees

On December 31, 2018 we had approximately 36,000 employees globally.

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Executive Officers

As of January 31, 2019

Name	Age	Title	First Became an Executive Officer
Kevin A. Lobo	53	Chairman and Chief Executive Officer	2011
Yin C. Becker	55	Vice President, Communications, Public Affairs and Corporate Marketing	2016
William E. Berry Jr.	53	Vice President, Corporate Controller and Principal Accounting Officer	2014
Glenn S. Boehnlein	57	Vice President, Chief Financial Officer	2016
M. Kathryn Fink	49	Vice President, Chief Human Resources Officer	2016
Michael D. Hutchinson	48	Vice President, Chief Legal Officer	2014
Viju Menon	51	Group President, Global Quality and Operations	2018
Katherine A. Owen	48	Vice President, Strategy and Investor Relations	2007
Bijoy S.N. Sagar	50	Vice President, Chief Digital Technology Officer	2014
Timothy J. Scannell	54	President and Chief Operating Officer	2008

Each of our executive officers was elected by our Board of Directors to serve in the office indicated until the first meeting of the Board of Directors following the annual meeting of shareholders in 2019 or until a successor is chosen and qualified or until his or her resignation or removal. Each of our executive officers held the position above or served Stryker in various executive or administrative capacities for at least five years, except for Mr. Menon and Mr. Sagar. Prior to joining Stryker in April 2018, Mr. Menon held various senior supply chain leadership roles with Verizon Communications Inc. for the previous eight years, most recently as the Chief Supply Chain Officer. Prior to joining Stryker in May 2014, Mr. Sagar served as the Chief Information Officer for Merck Millipore, and before that as Global Head of Information Systems and a member of the divisional board for the chemicals division of Merck KGaA.

Available Information

Our main corporate website address is www.stryker.com. Copies of our filings with the United States Securities and Exchange Commission (SEC) are available free of charge on our website within the "Investors Relations" section as soon as reasonably practicable after having been electronically filed or furnished to the SEC. All SEC filings are also available at the SEC's website at www.sec.gov.

ITEM 1A. RISK FACTORS.

This report contains statements that are not historical facts and are considered "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on current projections about operations, industry conditions, financial condition and liquidity. Words that identify forward-looking statements include words such as "may," "could," "will," "should," "possible," "plan," "predict," "forecast," "potential," "anticipate," "estimate," "expect," "project," "intend," "believe," "may impact," "on track," "goal," "strategy" and words and terms of similar substance used in connection with any discussion of future operating or financial performance, an acquisition or our businesses. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. Those statements are not guarantees and are subject to risks, uncertainties and assumptions that are difficult to predict. Therefore, actual results could differ materially and

adversely from these forward-looking statements. Some important factors that could cause our actual results to differ from our expectations in any forward-looking statements include the risks discussed below.

Our operations and financial results are subject to various risks and uncertainties discussed below that could materially and adversely affect our business, cash flows, financial condition and results of operations. Additional risks and uncertainties not currently known to us or that we currently deem not to be material may also materially and adversely affect our business, cash flows, financial condition or results of operations.

LEGAL AND REGULATORY RISKS

Current economic and political conditions make tax rules in jurisdictions subject to significant change: Our future results of operations could be affected by changes in the effective tax rate as a result of changes in tax laws, regulations and judicial rulings. In December 2017, the Tax Cuts and Jobs Act of 2017 was signed into law in the United States. We are continuing to evaluate the impact of tax reform as new guidance and regulations are published. In addition, further changes in the tax laws of foreign jurisdictions could arise, including as a result of the base erosion and profit shifting (BEPS) project undertaken by the Organisation for Economic Cooperation and Development (OECD). The OECD, which represents a coalition of member countries, has issued recommendations that, in some cases, would make substantial changes to numerous long-standing tax positions and principles. These contemplated changes, to the extent adopted by OECD members and/or other countries, could increase tax uncertainty and may adversely affect our provision for income taxes.

The impact of United States healthcare reform legislation on our business remains uncertain: In 2010 the Patient Protection and Affordable Care Act (ACA) was enacted. While the provisions of the ACA are intended to expand access to health insurance coverage and improve the quality of healthcare over time, other provisions of the legislation, including Medicare provisions aimed at decreasing costs, comparative effectiveness research, an independent payment advisory board and pilot programs to evaluate alternative payment methodologies, are having a meaningful effect on the way healthcare is developed and delivered and could have a significant effect on our business. Among other things, the ACA imposed a 2.3 percent excise tax on medical devices that applies only to United States sales, which are a majority of our medical device sales. Congress suspended the excise tax for 2016 and 2017. The suspension was once again upheld in January 2018 for two years. If the excise tax is not repealed or further suspended, the tax will adversely impact future results of operations after the current suspension expires in December 2019. We also face uncertainties that might result from modification or repeal of any of the provisions of the ACA, including as a result of current and future executive orders and legislative actions. We cannot predict what other healthcare programs and regulations will ultimately be implemented at the federal or state level or the effect of any future legislation or regulation in the United States may have on our business.

We are subject to extensive governmental regulation relating to the manufacturing, labeling and marketing of our products: The manufacturing, labeling and marketing of our products are subject to extensive and evolving regulations and rigorous regulatory enforcement by the FDA, European Union (EU), the Safe Food and Drug Administration (SFDA) in China, and other governmental authorities in the United States and internationally. The process of obtaining regulatory approvals to market a medical device can be costly and time consuming and approvals might not

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be granted timely. We have ongoing responsibilities under the laws and regulations applicable to the manufacturing of products within our facilities and those contracted by third parties that are subject to periodic inspections by the FDA and other governmental authorities to determine compliance with the quality system, medical device reporting regulations and other requirements. Costs to comply with regulations, including the EU Medical Device Regulation enacted by the EU in May 2017 and effective in May 2020, and the regulatory laws established by the SFDA in China, and costs associated with remediation can be significant. If we fail to comply with applicable regulatory requirements, we may be subject to a range of sanctions, including substantial fines, warning letters that require corrective action, product seizures, recalls, the suspension of product manufacturing, revocation of approvals, exclusion from future participation in government healthcare programs, substantial fines and criminal prosecution.

We are subject to federal, state and foreign healthcare regulations, including anti-bribery and anti-corruption laws, and could face substantial penalties if we fail to comply with such regulations and laws: The relationships that we and our distributors and others that market our products have with healthcare professionals, such as physicians and hospitals, are subject to scrutiny under various state and federal laws often referred to collectively as healthcare fraud and abuse laws. In addition, the United States and foreign government regulators have increased the enforcement of the Foreign Corrupt Practices Act and other anti-bribery laws. We also must comply with a variety of other laws that protect the privacy of individually identifiable healthcare information and impose extensive tracking and reporting related to all transfers of value provided to certain healthcare professionals. These laws and regulations are broad in scope and are subject to evolving interpretation and we have in the past been, and in the future could be, required to incur substantial costs to monitor compliance or to alter our practices. Violations of these laws may be punishable by criminal or civil sanctions, including substantial fines, imprisonment of current or former employees and exclusion from participation in governmental healthcare programs.

We are subject to data privacy and protection regulations and laws globally, and could face substantial penalties if we fail to comply with such regulations and laws: We are subject to a variety of laws and regulations globally regarding privacy, data protection, and data security, including those related to the collection, storage, handling, use, disclosure, transfer, and security of personal data. For example, Europe's General Data Protection Regulation (GDPR), which became effective in May 2018, applies to all of our activities related to products and services that we offer to EU customers and employees. The GDPR established new requirements regarding the handling of personal data and includes significant penalties for non-compliance (including possible fines of up to 4% of total company revenue). Other governmental authorities around the world are considering similar types of legislative and regulatory proposals concerning data protection, which could impose significant limitations and increase our cost of providing our products and services where we process end user personal data. These laws and regulations are broad in scope and are subject to evolving interpretation and we have in the past been, and in the future could be, required to incur substantial costs to monitor compliance or to alter our practices.

We may be adversely affected by product liability claims, unfavorable court decisions or legal settlements: We are exposed to potential product liability risks inherent in the design, manufacture and marketing of medical devices, many of which are implanted in the human body for long periods of time or indefinitely. We are currently defendants in a number of product liability matters,

including those relating to our Rejuvenate and ABGII Modular-Neck hip stems and LFIT Anatomic CoCr V40 Femoral Heads discussed in Note 7 to our Consolidated Financial Statements. These matters are subject to many uncertainties and outcomes are not predictable. In addition, we may incur significant legal expenses regardless of whether we are found to be liable. We are self-insured for product liability-related claims and expenses.

Intellectual property litigation and infringement claims could cause us to incur significant expenses or prevent us from selling certain of our products: The medical device industry is characterized by extensive intellectual property litigation and, from time to time, we are the subject of claims of infringement or misappropriation. Regardless of outcome, such claims are expensive to defend and divert management and operating personnel from other business issues. A successful claim or claims of patent or other intellectual property infringement against us could result in payment of significant monetary damages and/or royalty payments or negatively impact our ability to sell current or future products in the affected category.

Dependence on patent and other proprietary rights and failing to protect such rights or to be successful in litigation related to such rights may impact offerings in our product portfolios: Our long-term success largely depends on our ability to market technologically competitive products. If we fail to obtain or maintain adequate intellectual property protection, it could allow others to sell products that directly compete with proprietary features in our product portfolio. Also, our issued patents may be subject to claims challenging their validity and scope and raising other issues. In addition, currently pending or future patent applications may not result in issued patents.

MARKET RISKS

We have exposure to exchange rate fluctuations on cross border transactions and translation of local currency results into United States Dollars: We report our financial results in United States Dollars and approximately 30% of our net sales are denominated in foreign currencies, including the Australian Dollar, British Pound, Euro and Japanese Yen. Cross border transactions with external parties and intercompany relationships result in increased exposure to foreign currency exchange effects. While we use derivative instruments to manage the impact of currency exchange, our hedging strategies may not be successful, and our unhedged exposures continue to be subject to currency fluctuations. In addition, the weakening or strengthening of the United States Dollar results in favorable or unfavorable translation effects when the results of our foreign locations are translated into United States Dollars.

Additional capital that we may require in the future may not be available to us or may only be available to us on unfavorable terms: Our future capital requirements will depend on many factors, including operating requirements, current and future acquisitions and the need to refinance existing debt. Our ability to issue additional debt or enter into other financing arrangements on acceptable terms could be adversely affected by our debt levels, unfavorable changes in economic conditions or uncertainties that affect the capital markets. Changes in credit ratings issued by nationally recognized credit rating agencies could also adversely affect our access to and cost of financing. Higher borrowing costs or the inability to access capital markets could adversely affect our ability to support future growth and operating requirements.

BUSINESS AND OPERATIONAL RISKS

We are subject to cost containment measures in the United States and other countries resulting in pricing pressures: Initiatives to limit the growth of general healthcare expenses and

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hospital costs are ongoing in the markets in which we do business. These initiatives are sponsored by government agencies, legislative bodies and the private sector and include price regulation and competitive pricing. Pricing pressure has also increased due to continued consolidation among healthcare providers, trends toward managed care, the shift toward governments becoming the primary payers of healthcare expenses, reduction in reimbursement levels and medical procedure volumes and government laws and regulations relating to sales and promotion, reimbursement and pricing generally.

We operate in a highly competitive industry in which competition in the development and improvement of new and existing products is significant: The markets in which we compete are highly competitive. New products and surgical procedures are introduced on an ongoing basis and our present or future products could be rendered obsolete or uneconomical by technological advances by our competitors, who may respond more quickly to new or emerging technologies, undertake more extensive marketing campaigns, have greater financial, marketing and other resources or be more successful in attracting potential customers, employees and strategic partners.

We may be unable to maintain adequate working relationships with healthcare professionals: We seek to maintain close working relationships with respected physicians and medical personnel in hospitals and universities who assist in product research and development. We rely on these professionals to assist us in the development and improvement of proprietary products. If we are unable to maintain these relationships, our ability to develop, market and sell new and improved products could be adversely affected.

We are subject to additional risks associated with our extensive international operations: We develop, manufacture and distribute our products globally. Our international operations are subject to additional risks and potential costs, including changes in reimbursement, changes in regulatory requirements, differing local product preferences and product requirements, diminished protection of intellectual property in some countries, trade protection measures and import or export licensing requirements, difficulty in staffing and managing foreign operations, and political and economic instability. Our business could be adversely impacted if we are unable to successfully manage these and other risks of international operations in an increasingly volatile environment.

We may be unable to capitalize on previous or future acquisitions: In addition to internally developed products, we invest in new products and technologies through acquisitions. Such investments are inherently risky, and we cannot guarantee that any acquisition will be successful or will not have a material unfavorable impact on us. The risks include the activities required and resources allocated to integrate new businesses, diversion of management time that could adversely affect management's ability to focus on other projects, the inability to realize the expected benefits, savings or synergies from the acquisition, the loss of key personnel and exposure to unexpected liabilities of acquired companies. In addition, we cannot be certain that the businesses we acquire will become or remain profitable.

We may incur goodwill impairment charges related to one or more of our business units: We perform our annual impairment test for goodwill in the fourth quarter of each year, or more frequently if indicators are present or changes in circumstances suggest that impairment may exist. In evaluating the potential for impairment we make assumptions regarding revenue projections, growth rates, cash flows, tax rates and discount rates. These assumptions are uncertain and by nature may vary from actual results. A significant

reduction in the estimated fair values could result in impairment charges.

We could be negatively impacted by future changes in the allocation of income to each of the income tax jurisdictions in which we operate: We operate in multiple income tax jurisdictions both in the United States and internationally. Accordingly, our management must determine the appropriate allocation of income to each jurisdiction based on current interpretations of complex income tax regulations. Income tax authorities regularly perform audits of our income tax filings. Income tax audits associated with the allocation of income and other complex issues, including inventory transfer pricing and cost sharing, product royalty and foreign branch arrangements, may require an extended period of time to resolve and may result in significant income tax adjustments.

We could experience a failure of a key information technology system, process or site or a breach of information security, including a cybersecurity breach or failure of one or more key information technology systems, networks, processes, associated sites or service providers: We rely extensively on information technology (IT) systems to conduct business. In addition, we rely on networks and services, including internet sites, cloud and SaaS solutions,

data hosting and processing facilities and tools and other hardware, software and technical applications and platforms, some of which are managed, hosted, provided and/or used by third-parties or their vendors, to assist in conducting our business. Numerous and evolving cybersecurity threats pose potential risks to the security of our IT systems, networks and product offerings, as well as the confidentiality, availability and integrity of our data. A security breach, whether of our products, of our customers' network security and systems or of third-party hosting services, could impact the use of such products and the security of information stored therein. While we have made investments seeking to address these threats, including monitoring of networks and systems, hiring of experts, employee training and security policies for employees and third-party providers, the techniques used in these attacks change frequently and may be difficult to detect for periods of time and we may face difficulties in anticipating and implementing adequate preventative measures. If our IT systems are damaged or cease to function properly, the networks or service providers we rely upon fail to function properly, or we or one of our third-party providers suffer a loss or disclosure of our business or stakeholder information due to any number of causes ranging from catastrophic events or power outages to improper data handling or security breaches and our business continuity plans do not effectively address these failures on a timely basis, we may be exposed to reputational, competitive and business harm as well as litigation and regulatory action.

An inability to successfully manage the implementation of our new global enterprise resource planning (ERP) system could adversely affect our operations and operating results: We are in the process of implementing a new global ERP system. This system will replace many of our existing operating and financial systems. Such an implementation is a major undertaking, both financially and from a management and personnel perspective. Any disruptions, delays or deficiencies in the design and implementation of our new ERP system could adversely affect our ability to process orders, ship products, provide services and customer support, send invoices and track payments, fulfill contractual obligations or otherwise operate our business.

We may be unable to attract and retain key employees: Our sales, technical and other key personnel play an integral role in the development, marketing and selling of new and existing products. If we are unable to recruit, hire, develop and retain a talented,

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competitive work force, we may not be able to meet our strategic business objectives.

Interruption of manufacturing operations could adversely affect our business: We and our suppliers have manufacturing sites all over the world; however, the manufacturing of certain of our product lines is concentrated in one or more plants or geographic regions. Orthopaedics has principal manufacturing and distribution facilities in the United States in New Jersey, Pennsylvania and Florida and outside the United States in China, Ireland, Netherlands, Switzerland, Germany and the United Kingdom. MedSurg has principal manufacturing and distribution facilities in the United States in Michigan, California, Illinois, Indiana, Washington, Florida and Texas and outside the United States in Ireland, Germany, Mexico, Puerto Rico, Switzerland, Turkey, France and the United Kingdom. Neurotechnology and Spine has principal manufacturing and distribution facilities in Illinois, Indiana, Utah, Pennsylvania and California and outside the United States in China, Ireland, France, Switzerland and Netherlands. Damage to these facilities as a result of natural disasters or otherwise, as well as issues in our manufacturing arising from a failure to follow specific internal protocols and procedures, compliance concerns relating to the quality systems regulation, equipment breakdown or malfunction or other factors, could adversely affect the availability of our products. In the event of an interruption in manufacturing, we may be unable to move quickly to alternate means of producing affected products to meet customer demand. In the event of a significant interruption, we may experience lengthy delays in resuming production of affected products due to the need for regulatory approvals. We may experience loss of market share, additional expense and harm to our reputation.

We use a variety of raw materials, components or devices in our global supply chains, production and distribution processes; significant shortages or price increases could increase our operating costs, require significant capital expenditures, or adversely impact the competitive position of our products: Our reliance on certain suppliers to secure raw materials, components and finished devices exposes us to product shortages and unanticipated increases in prices. In addition, several raw materials, components, and finished devices are procured from a sole-source due to the quality considerations, unique intellectual property considerations or constraints associated with regulatory requirements. If sole-source suppliers are acquired or were unable or unwilling to deliver these materials, we may not be able to manufacture or have available one or more products during such period of unavailability and our business could suffer. In certain cases we may not be able to establish additional or replacement suppliers for such materials in a timely or cost effective manner, largely as a result of FDA and other regulations that require, among other things, validation of materials and components prior to their use in our products.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 2. PROPERTIES.

We have approximately 23 company-owned and 273 leased locations worldwide including 43 manufacturing locations. We believe that our properties are in good operating condition and adequate for the manufacture and distribution of our products. We do not anticipate difficulty in renewing existing leases as they expire or in finding alternative facilities.

ITEM 3. LEGAL PROCEEDINGS.

We are involved in various proceedings, legal actions and claims arising in the normal course of business, including proceedings related to product, labor and intellectual property, and the matters described in more detail in Note 7 to our Consolidated Financial Statements.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

PART II

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

Our common stock is traded on the New York Stock Exchange under the symbol SYK.

Our Board of Directors considers payment of cash dividends at its quarterly meetings. On January 31, 2019 there were 2,729 shareholders of record of our common stock.

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We did not repurchase any shares in the three months ended December 31, 2018 and the total dollar value of shares that could be acquired under our authorized repurchase program at December 31, 2018 was \$1,340.

We issued 150 shares of our common stock in the fourth quarter of 2018 as performance incentive awards. These shares were not registered under the Securities Act of 1933 based on the conclusion that the awards would not be events of sale within the meaning of Section 2(a)(3) of the Act.

The following graph compares our total returns (including reinvestments of dividends) against the Standard & Poor's (S&P) 500 Index and the S&P 500 Health Care Index. The graph assumes \$100 (not in millions) invested on December 31, 2013 in our common stock and each of the indices.

Company / Index	2013	2014	2015	2016	2017	2018
Stryker Corporation	\$ 100.00	\$ 127.41	\$ 127.44	\$ 166.51	\$ 217.86	\$ 223.13
S&P 500 Index	\$ 100.00	\$ 113.69	\$ 115.26	\$ 129.05	\$ 157.22	\$ 150.33
S&P 500 Health Care Index	\$ 100.00	\$ 125.34	\$ 133.97	\$ 130.37	\$ 159.15	\$ 169.44

Dollar amounts in millions except per share amounts or as otherwise specified. 6

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ITEM 6. SELECTED FINANCIAL DATA.

Statement of Earnings Data	2018	2017	2016	2015	2014
Net sales	\$13,601	\$12,444	\$11,325	\$9,946	\$9,675
Cost of sales	4,663	4,264	3,821	3,333	3,310
Gross profit	\$8,938	\$8,180	\$7,504	\$6,613	\$6,365
Research, development and engineering expenses	862	787	715	625	614
Selling, general and administrative expenses	5,099	4,552	4,137	3,610	3,547
Recall charges, net of insurance proceeds	23	173	158	296	761
Amortization of intangible assets	417	371	319	210	188
Total operating expenses	\$6,401	\$5,883	\$5,329	\$4,741	\$5,110
Operating income	\$2,537	\$2,297	\$2,175	\$1,872	\$1,255
Other income (expense), net	(181)	(234)	(254)	(137)	(95)
Earnings before income taxes	\$2,356	\$2,063	\$1,921	\$1,735	\$1,160
Income taxes	(1,197)	1,043	274	296	645
Net earnings	\$3,553	\$1,020	\$1,647	\$1,439	\$515
Net earnings per share of common stock:					
Basic net earnings per share of common stock	\$9.50	\$2.73	\$4.40	\$3.82	\$1.36
Diluted net earnings per share of common stock	\$9.34	\$2.68	\$4.35	\$3.78	\$1.34
Dividends declared per share of common stock					
	\$1.93	\$1.745	\$1.565	\$1.415	\$1.26
Balance Sheet Data					
Cash, cash equivalents and current marketable securities	\$3,699	\$2,793	\$3,384	\$4,079	\$5,000
Accounts receivable, less allowance	2,332	2,198	1,967	1,662	1,572
Inventories	2,955	2,465	2,030	1,639	1,588
Property, plant and equipment, net	2,291	1,975	1,569	1,199	1,098
Total assets	27,229	22,197	20,435	16,223	17,258
Accounts payable	646	487	437	410	329
Total debt	9,859	7,222	6,914	3,998	3,952
Shareholders' equity	\$11,730	\$9,980	\$9,550	\$8,511	\$8,595
Cash Flow Data					
Net cash provided by operating activities	\$2,610	\$1,559	\$1,915	\$981	\$1,858
Purchases of property, plant and equipment	572	589	490	270	233
Depreciation	306	271	227	187	190
Acquisitions, net of cash acquired	2,451	831	4,332	153	916
Amortization of intangible assets	417	371	319	210	188
Dividends paid	703	636	568	521	462
Repurchase of common stock	\$300	\$230	\$13	\$700	\$100
Other Data					
Number of shareholders of record	2,732	2,850	3,010	3,118	3,305
Approximate number of employees	36,000	33,000	33,000	27,000	26,000

Dollar amounts in millions except per share amounts or as otherwise specified. 7

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

Overview of 2018

Our goal is to achieve sales growth at the high-end of the medical technology (MedTech) industry and maintain our capital allocation strategy that prioritizes: (1) Acquisitions, (2) Dividends and (3) Share repurchases.

In 2018 we achieved reported net sales growth of 9.3%. Excluding the impact of acquisitions and the adoption of Accounting Standards Update 2014-9, Revenue From Contracts with Customers, as well as related amendments, sales grew 7.9% in constant currency. We reported net earnings of \$3,553 and net earnings per diluted share of \$9.34. Excluding the impact of certain items, we achieved adjusted net earnings of \$2,779 and growth of 12.6% in adjusted net earnings per diluted share⁽¹⁾.

We continued our capital allocation strategy by investing \$2,451 in acquisitions, paying \$703 in dividends to our shareholders and using \$300 for share repurchases.

In November 2018 we completed the acquisition of K2M Group Holdings, Inc. (K2M) for \$27.50 per share, or an aggregate purchase price of approximately \$1,380. K2M is a global leader of complex spine and minimally invasive solutions focused on achieving three-dimensional Total Body Balance. K2M is part of our Spine business within Neurotechnology and Spine.

In February 2018 we completed the acquisition of Entellus Medical, Inc. (Entellus) for \$24.00 per share, or an aggregate purchase price

of \$697, net of cash acquired. Entellus is focused on delivering superior patient and physician experiences through products designed for the minimally invasive treatment of various ear, nose and throat (ENT) disease states. Entellus is part of our Neurotechnology business within Neurotechnology and Spine.

In March 2018 we issued \$600 of senior unsecured notes with a coupon of 3.650% due on March 7, 2028. In April 2018 we repaid \$600 of our senior unsecured notes with a coupon of 1.300%. In November 2018 we issued: €300 of senior unsecured notes with a floating interest rate (Three Month EURIBOR plus 28 bps) due on November 30, 2020, €550 of senior unsecured notes with a fixed interest rate of 1.125% due on November 30, 2023, €750 of senior unsecured notes with a fixed interest rate of 2.125% due on November 30, 2027, and €650 of senior unsecured notes with a fixed interest rate of 2.625% due on November 30, 2030. Refer to Note 10 to our Consolidated Financial Statements for further information.

In December 2018 the transfer of certain intellectual properties between tax jurisdictions resulted in a \$1.5 billion non-cash tax benefit and a corresponding \$1.5 billion deferred tax asset. The benefit of the transaction will be realized as a reduction of cash paid for taxes over a period of nine years and a corresponding charge to tax expense, which consistent with the benefit recognized in 2018 will also be adjusted out of reported net earnings going forward in our non-GAAP financial measure.

⁽¹⁾ Refer to "Non-GAAP Financial Measures" for a discussion of non-GAAP financial measures used in this report and a reconciliation to the most directly comparable GAAP financial measure.

CONSOLIDATED RESULTS OF OPERATIONS

	Percent Net Sales						Percentage Change	
	2018	2017	2016	2018	2017	2016	Current Year End	Prior Year End
Net sales	\$13,601	\$12,444	\$11,325	100.0 %	100.0 %	100.0 %	9.3 %	9.9 %
Gross profit	8,938	8,180	7,504	65.7	65.7	66.3	9.3	9.0
Research, development and engineering expenses	862	787	715	6.3	6.3	6.3	9.5	10.1
Selling, general and administrative expenses	5,099	4,552	4,137	37.5	36.6	36.5	12.0	10.0

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Recall charges, net of insurance proceeds	23	173	158	0.2	1.4	1.4	(86.7)	9.5
Amortization of intangible assets	417	371	319	3.1	3.0	2.8	12.4	16.3
Other income (expense), net	(181)	(234)	(254)	(1.3)	(1.9)	(2.2)	(22.6)	(7.9)
Income taxes	(1,197)	1,043	274				(214.8)	280.7
Net earnings	\$3,553	\$1,020	\$1,647	26.1	%8.2	%14.5	%248.3	%(38.1)%
Net earnings per diluted share	\$9.34	\$2.68	\$4.35				248.5	%(38.4)%
Adjusted net earnings per diluted share ⁽¹⁾	\$7.31	\$6.49	\$5.80				12.6	%11.9 %
Geographic and Segment Net Sales				Percentage Change				
				Current Year		Prior Year End		
				End		End		
	2018	2017	2016	As	Constant	As	Constant	
				Reported	Currency	Reported	Currency	
Geographic:								
United States	\$9,848	\$9,059	\$8,230	8.7	%8.7	%	10.1%	10.1 %
International	3,753	3,385	3,095	10.9	9.7		9.4	9.0
Total	\$13,601	\$12,444	\$11,325	9.3	%9.0	%	9.9	%9.8 %
Segment:								
Orthopaedics	\$4,991	\$4,713	\$4,422	5.9	%5.4	%	6.6	%6.5 %
MedSurg	6,045	5,557	4,894	8.8	8.7		13.6	13.4
Neurotechnology and Spine	2,565	2,174	2,009	18.0	17.4		8.2	8.3
Total	\$13,601	\$12,444	\$11,325	9.3	%9.0	%	9.9	%9.8 %

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Supplemental Net Sales Growth Information

	2018	2017	Percentage Change					2017	2016	Percentage Change				
			United States		International					United States		International		
			As Reported	Constant Currency	As Reported	As Reported	Constant Currency			As Reported	Constant Currency	As Reported	As Reported	Constant Currency
Orthopaedics:														
Knees	\$1,701	\$1,595	6.6%	6.3%	6.4%	7.3%	5.7%	\$1,595	\$1,490	7.0%	6.9%	7.4%	5.9%	5.5%
Hips	1,336	1,303	2.5	2.1	2.2	3.1	2.0	1,303	1,283	1.6	1.8	2.0	0.9	1.4
Trauma and Extremities	1,580													