

HARLEY DAVIDSON INC
Form 10-Q
November 03, 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 25, 2016

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

For the transition period from _____ to _____
Commission file number 1-9183

Harley-Davidson, Inc.
(Exact name of registrant as specified in its charter)

Wisconsin 39-1382325
(State of organization) (I.R.S. Employer Identification No.)

3700 West Juneau Avenue 53208
Milwaukee, Wisconsin
(Address of principal executive offices) (Zip code)

Registrants telephone number: (414) 342-4680

None

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such 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 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 Smaller reporting company

Indicate by check mark whether the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. Yes No

Number of shares of the registrant's common stock outstanding at October 28, 2016: 176,773,435 shares

Harley-Davidson, Inc.

Form 10-Q

For The Quarter Ended September 25, 2016

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

HARLEY-DAVIDSON, INC.

CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share amounts)

(Unaudited)

| | Three months ended | | Nine months ended | |
|---|--------------------|--------------------|--------------------|--------------------|
| | September 29, 2016 | September 27, 2015 | September 29, 2016 | September 27, 2015 |
| Revenue: | | | | |
| Motorcycles and Related Products | \$ 1,091,630 | \$ 1,140,321 | \$ 4,338,353 | \$ 4,301,674 |
| Financial Services | 183,183 | 177,109 | 547,505 | 513,093 |
| Total revenue | 1,274,813 | 1,317,430 | 4,885,858 | 4,814,767 |
| Costs and expenses: | | | | |
| Motorcycles and Related Products cost of goods sold | 724,611 | 746,282 | 2,773,496 | 2,670,146 |
| Financial Services interest expense | 42,573 | 41,214 | 131,387 | 120,938 |
| Financial Services provision for credit losses | 36,543 | 27,233 | 97,127 | 68,655 |
| Selling, administrative and engineering expense | 292,710 | 286,865 | 904,322 | 866,558 |
| Total costs and expenses | 1,096,437 | 1,101,594 | 3,906,332 | 3,726,297 |
| Operating income | 178,376 | 215,836 | 979,526 | 1,088,470 |
| Investment income | 2,300 | 3,211 | 3,754 | 5,983 |
| Interest expense | 7,706 | 4,879 | 21,968 | 4,897 |
| Income before provision for income taxes | 172,970 | 214,168 | 961,312 | 1,089,556 |
| Provision for income taxes | 58,905 | 73,821 | 316,327 | 379,545 |
| Net income | \$ 114,065 | \$ 140,347 | \$ 644,985 | \$ 710,011 |
| Earnings per common share: | | | | |
| Basic | \$ 0.64 | \$ 0.69 | \$ 3.57 | \$ 3.43 |
| Diluted | \$ 0.64 | \$ 0.69 | \$ 3.55 | \$ 3.41 |
| Cash dividends per common share | \$ 0.35 | \$ 0.31 | \$ 1.05 | \$ 0.93 |

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

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HARLEY-DAVIDSON, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

(Unaudited)

| | Three months ended | | Nine months ended | |
|---|--------------------|---------------|-------------------|---------------|
| | September 27, | September 27, | September 27, | September 27, |
| | 2016 | 2015 | 2016 | 2015 |
| Net income | \$ 114,065 | \$ 140,347 | \$ 644,985 | \$ 710,011 |
| Other comprehensive income (loss), net of tax | | | | |
| Foreign currency translation adjustments | 3,853 | (14,598) | 19,174 | (37,368) |
| Derivative financial instruments | (2,031) | (10,533) | (7,374) | (12,747) |
| Marketable securities | (11) | (99) | (88) | (294) |
| Pension and postretirement benefit plans | 7,572 | 8,799 | 22,715 | 26,395 |
| Total other comprehensive income (loss), net of tax | \$ 9,383 | \$ (16,431) | \$ 34,427 | \$ (24,014) |
| Comprehensive income | \$ 123,448 | \$ 123,916 | \$ 679,412 | \$ 685,997 |

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

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HARLEY-DAVIDSON, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands)

| | (Unaudited) | | (Unaudited) |
|---|-----------------------|----------------------|-----------------------|
| | September 25, 2016 | December 31, 2015 | September 27, 2015 |
| ASSETS | | | |
| Current assets: | | | |
| Cash and cash equivalents | \$ 790,284 | \$ 722,209 | \$ 1,368,554 |
| Marketable securities | 5,038 | 45,192 | 47,358 |
| Accounts receivable, net | 346,176 | 247,405 | 294,054 |
| Finance receivables, net | 2,205,644 | 2,053,582 | 2,068,873 |
| Inventories | 426,547 | 585,907 | 466,657 |
| Restricted cash | 65,088 | 88,267 | 113,499 |
| Deferred income taxes | 123,609 | 102,769 | 100,558 |
| Other current assets | 139,958 | 132,552 | 150,667 |
| Total current assets | 4,102,344 | 3,977,883 | 4,610,220 |
| Finance receivables, net | 4,944,322 | 4,814,571 | 5,009,473 |
| Property, plant and equipment, net | 954,475 | 942,418 | 877,787 |
| Goodwill | 54,663 | 54,182 | 54,267 |
| Deferred income taxes | 80,831 | 99,614 | 71,952 |
| Other long-term assets | 75,591 | 84,309 | 88,335 |
| | \$ 10,212,226 | \$ 9,972,977 | \$ 10,712,034 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | |
| Current liabilities: | | | |
| Accounts payable | \$ 291,594 | \$ 235,614 | \$ 316,894 |
| Accrued liabilities | 506,533 | 471,964 | 464,352 |
| Short-term debt | 1,055,428 | 1,201,380 | 990,049 |
| Current portion of long-term debt, net | 700,152 | 838,349 | 885,889 |
| Total current liabilities | 2,553,707 | 2,747,307 | 2,657,184 |
| Long-term debt, net | 5,170,609 | 4,832,469 | 5,040,644 |
| Pension liability | 120,494 | 164,888 | 61,458 |
| Postretirement healthcare liability | 182,825 | 193,659 | 193,406 |
| Other long-term liabilities | 192,223 | 195,000 | 199,669 |
| Commitments and contingencies (Note 18) | | | |
| Shareholders' equity: | | | |
| Preferred stock, none issued | — | — | — |
| Common stock | 3,454 | 3,449 | 3,448 |
| Additional paid-in-capital | 1,364,694 | 1,328,561 | 1,314,693 |
| Retained earnings | 9,416,583 | 8,961,985 | 8,977,600 |
| Accumulated other comprehensive loss | (580,778) | (615,205) | (538,957) |
| Treasury stock, at cost | (8,211,585) | (7,839,136) | (7,197,111) |
| Total shareholders' equity | 1,992,368 | 1,839,654 | 2,559,673 |
| | \$ 10,212,226 | \$ 9,972,977 | \$ 10,712,034 |

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HARLEY-DAVIDSON, INC.
 CONSOLIDATED BALANCE SHEETS (continued)
 (In thousands)

| | (Unaudited) September 25, 2016 | December 31, 2015 | (Unaudited) September 27, 2015 |
|--|--------------------------------------|----------------------|--------------------------------------|
| Balances held by consolidated variable interest entities (Note 12) | | | |
| Current finance receivables, net | \$ 236,561 | \$ 322,768 | \$ 357,713 |
| Other assets | \$ 3,043 | \$ 4,706 | \$ 4,492 |
| Non-current finance receivables, net | \$ 754,970 | \$ 1,250,919 | \$ 1,475,179 |
| Restricted cash - current and non-current | \$ 69,364 | \$ 100,151 | \$ 125,561 |
| Current portion of long-term debt, net | \$ 261,188 | \$ 351,123 | \$ 398,689 |
| Long-term debt, net | \$ 664,431 | \$ 1,108,254 | \$ 1,303,043 |

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

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HARLEY-DAVIDSON, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

| | Nine months ended | |
|---|-------------------|--------------------|
| | September 2016 | September 27, 2015 |
| Net cash provided by operating activities (Note 3) | \$927,809 | \$ 1,020,957 |
| Cash flows from investing activities: | | |
| Capital expenditures | (162,726) | (139,054) |
| Origination of finance receivables | (3,009,479) | (3,112,827) |
| Collections on finance receivables | 2,440,466 | 2,393,355 |
| Proceeds from finance receivables sold | 312,571 | — |
| Sales and redemptions of marketable securities | 40,014 | 9,500 |
| Acquisition of business | — | (59,910) |
| Other | 251 | 5,172 |
| Net cash used by investing activities | (378,903) | (903,764) |
| Cash flows from financing activities: | | |
| Proceeds from issuance of senior unsecured notes | — | 740,949 |
| Proceeds from issuance of medium-term notes | 1,193,396 | 595,386 |
| Repayments of medium-term notes | (451,336) | (600,000) |
| Proceeds from securitization debt | — | 1,195,668 |
| Repayments of securitization debt | (535,616) | (764,909) |
| Net (decrease) increase in credit facilities and unsecured commercial paper | (146,328) | 258,734 |
| Borrowings of asset-backed commercial paper | 33,428 | 69,191 |
| Repayments of asset-backed commercial paper | (55,170) | (55,124) |
| Net change in restricted cash | 30,981 | (15,165) |
| Dividends paid | (190,387) | (191,451) |
| Purchase of common stock for treasury | (374,234) | (894,565) |
| Excess tax benefits from share-based payments | 1,291 | 2,878 |
| Issuance of common stock under employee stock option plans | 6,444 | 16,755 |
| Net cash (used by) provided by financing activities | (487,531) | 358,347 |
| Effect of exchange rate changes on cash and cash equivalents | 6,700 | (13,666) |
| Net increase in cash and cash equivalents | \$68,075 | \$ 461,874 |
| Cash and cash equivalents: | | |
| Cash and cash equivalents—beginning of period | \$722,209 | \$ 906,680 |
| Net increase in cash and cash equivalents | 68,075 | 461,874 |
| Cash and cash equivalents—end of period | \$790,284 | \$ 1,368,554 |

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

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HARLEY-DAVIDSON, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Basis of Presentation and Use of Estimates

The consolidated financial statements include the accounts of Harley-Davidson, Inc. and its wholly-owned subsidiaries (the Company), including the accounts of the groups of companies doing business as Harley-Davidson Motor Company (HDMC) and Harley-Davidson Financial Services (HDFS). In addition, certain variable interest entities (VIEs) related to secured financing are consolidated as the Company is the primary beneficiary. All intercompany accounts and material intercompany transactions are eliminated.

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting only of normal recurring adjustments) necessary to present fairly the consolidated balance sheets as of September 25, 2016 and September 27, 2015, the consolidated statements of income for the three and nine month periods then ended, the consolidated statements of comprehensive income for the three and nine month periods then ended and the consolidated statements of cash flows for the nine month periods then ended.

Certain information and footnote disclosures normally included in complete financial statements have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (SEC) and U.S. generally accepted accounting principles (U.S. GAAP) for interim financial reporting. These consolidated financial statements should be read in conjunction with the audited financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

The Company operates in two principal reportable segments: Motorcycles & Related Products (Motorcycles) and Financial Services.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. Actual results could differ from those estimates.

2. New Accounting Standards

Accounting Standards Recently Adopted

In February 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-02 Amendments to the Consolidation Analysis (ASU 2015-02). ASU 2015-02 amends the guidance within Accounting Standards Codification (ASC) Topic 810, "Consolidation," to change the analysis that a reporting entity must perform to determine whether it should consolidate certain legal entities. The Company adopted ASU 2015-02 on January 1, 2016. The adoption of ASU 2015-02 had no impact on the Company's consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03 Simplifying the Presentation of Debt Issuance Costs (ASU 2015-03). ASU 2015-03 amends the guidance within ASC Topic 835, "Interest," to require that debt issuance costs related to a recognized debt liability be presented on the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt premiums and discounts. In August 2015, the FASB further clarified its views on debt costs incurred in connection with a line of credit arrangement by issuing ASU No. 2015-15 Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements (ASU 2015-15). ASU 2015-15 amends the guidance within ASC Topic 835, "Interest," to allow an entity to defer and present debt issuance costs associated with a line of credit arrangement as an asset, regardless of whether there are any outstanding borrowings on the line of credit arrangement.

The Company adopted ASU 2015-03 and ASU 2015-15 retrospectively on January 1, 2016. As a result, debt issuance costs related to its medium-term notes, senior unsecured notes, and term asset-backed securitizations are now classified as a reduction to the carrying amount of the related debt on the balance sheet. Debt issuance costs previously recorded in other current assets and other long-term assets totaling \$18.2 million and \$19.5 million as of December 31, 2015 and September 27, 2015, respectively, on the balance sheet have been reclassified to current portion of long-term debt, net and long-term debt, net to reflect the adoption of the new guidance. The required new disclosures are also presented in Note 11. The Company will continue to classify debt issuance costs related to line of credit arrangements, which include its asset-backed commercial paper and unsecured commercial paper programs and its credit facilities, as an asset, regardless of whether it has any outstanding borrowings on the line of credit

arrangements.

In April 2015, the FASB issued ASU No. 2015-05 Customer's Accounting for Fees Paid in a Cloud Computing Arrangement, which amends ASC 350-40, "Intangibles-Goodwill and Other Internal-Use Software" (ASU 2015-05).
ASU

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2015-05 provides guidance to customers about whether a cloud computing arrangement includes a software license. If an arrangement includes a software license, the accounting for the license will be consistent with the licenses of other intangible assets. If the arrangement does not include a license, the arrangement will be accounted for as a service contract. The Company adopted ASU 2015-05 prospectively on January 1, 2016. The adoption of ASU 2015-05 had no material impact on the Company's consolidated financial statements.

In September 2015, the FASB issued ASU No. 2015-16 Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments (ASU 2015-16). ASU 2015-16 eliminates the requirement for an acquirer in a business combination to account for measurement-period adjustments retrospectively. Acquirers must recognize measurement-period adjustments during the period in which they determine the amounts. This would include any amounts they would have recorded in previous periods if the accounting had been completed at the acquisition date. The Company adopted ASU 2015-16 on January 1, 2016. The adoption of ASU 2015-16 had no impact on the Company's consolidated financial statements.

Accounting Standards Not Yet Adopted

In May 2014, the FASB issued ASU No. 2014-09 Revenue from Contracts with Customers (ASU 2014-09). ASU 2014-09 is a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. In August 2015, the FASB issued ASU No. 2015-14 Revenue from Contracts with Customers: Deferral of Effective Date (ASU 2015-14) to defer the effective date of the new revenue recognition standard by one year to fiscal years beginning after December 15, 2017 and for interim periods therein. The guidance may be adopted using either a full retrospective or modified retrospective approach. Early adoption is permitted as early as fiscal years beginning after December 15, 2016 and interim periods therein. The Company is currently evaluating the impact of adoption of ASU 2014-09 and ASU 2015-14.

In July 2015, the FASB issued ASU No. 2015-11 Inventory (Topic 330): Simplifying the Measurement of Inventory (ASU 2015-11). ASU 2015-11 simplifies the subsequent measurement of inventory by using only the lower of cost or net realizable value. ASU 2015-11 does not apply to inventory measured using the last-in, first-out method. The Company is required to adopt ASU 2015-11 for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2016 on a prospective basis. Early adoption will be permitted. The adoption of ASU 2015-11 will not have a material effect on the Company's consolidated financial statements.

In November 2015, the FASB issued ASU No. 2015-17 Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes (ASU 2015-17). ASU 2015-17 eliminates the requirement for a Company to separate deferred income tax liabilities and assets into current and noncurrent amounts on a classified statement of financial position and requires that deferred tax liabilities and assets be classified as noncurrent. The Company is required to adopt ASU 2015-17 for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2016 on either a retrospective or prospective basis. Early adoption is permitted. The Company plans to early adopt ASU 2015-17 in the fourth quarter of 2016 on a prospective basis.

In January 2016, the FASB issued ASU No. 2016-01 Financial Instruments-Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities (ASU 2016-01). ASU 2016-01 enhances the existing financial instruments reporting model by modifying fair value measurement tools, simplifying impairment assessments for certain equity instruments, and modifying overall presentation and disclosure requirements. The Company is required to adopt ASU 2016-01 for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2017 on a prospective basis. The Company is currently evaluating the impact of adoption of ASU 2016-01.

In February 2016, the FASB issued ASU No. 2016-02 Leases (Topic 842) (ASU 2016-02). ASU 2016-02 amends the existing lease accounting model by requiring a lessee to recognize the rights and obligations resulting from certain leases as assets and liabilities on the balance sheet. ASU 2016-02 also requires a company to disclose key information about their leasing arrangements. The Company is required to adopt ASU 2016-02 for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018 using a modified retrospective approach. Early adoption is permitted. The Company is currently evaluating the impact of adoption of ASU 2016-02.

In March 2016, the FASB issued ASU No. 2016-09 Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting (ASU 2016-09). ASU 2016-09 amends the guidance on several aspects of accounting for share-based payment transactions, including income tax consequences, classification of awards as either equity or liabilities, accounting for forfeitures, and classification on the statement of cash flows. The Company is required to adopt ASU 2016-09 for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2016 on both a retrospective and prospective basis dependent upon the nature of the subtopic. Early adoption is permitted, including adoption in an interim period. The Company is currently evaluating the impact of adoption of ASU 2016-09.

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In July 2016, the FASB issued ASU No. 2016-13 Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments (ASU 2016-13). ASU 2016-13 changes how to recognize expected credit losses on financial assets. The standard requires a more timely recognition of credit losses on loans and other financial assets and also provides additional transparency about credit risk. The current credit loss standard generally requires that a loss actually be incurred before it is recognized, while the new standard will require recognition of full lifetime expected losses upon initial recognition of the financial instrument. The Company is required to adopt ASU 2016-13 for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2019 on a modified retrospective basis. Early adoption is permitted for fiscal years beginning after December 15, 2018. An entity should apply the standard by recording a cumulative effect adjustment to retained earnings upon adoption. Adoption of this standard will impact how the Company recognizes credit losses on its financial instruments. The Company is currently evaluating the impact of adoption of ASU 2016-13.

In August 2016, the FASB issued ASU No. 2016-15 Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (ASU 2016-15). ASU 2016-15 addresses eight specific cash flow issues with the objective of reducing diversity in practice regarding how certain cash receipts and cash payments are presented in the statement of cash flows. The standard provides guidance on the classification of the following items: (1) debt prepayment or debt extinguishment costs, (2) settlement of zero-coupon debt instruments, (3) contingent consideration payments made after a business combination, (4) proceeds from the settlement of insurance claims, (5) proceeds from the settlement of corporate-owned life insurance policies, (6) distributions received from equity method investments, (7) beneficial interests in securitization transactions, and (8) separately identifiable cash flows. The Company is required to adopt ASU 2016-15 for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2017 on a retrospective basis. Early adoption is permitted, including adoption in an interim period. The Company is currently evaluating the impact of adoption of ASU 2016-15.

3. Additional Balance Sheet and Cash Flow Information

Marketable Securities

The Company's marketable securities consisted of the following (in thousands):

| | September 25, 2016 | December 31, 2015 | September 27, 2015 |
|-------------------------------------|-----------------------|----------------------|-----------------------|
| Available-for-sale: Corporate bonds | \$ 5,038 | \$ 45,192 | \$ 47,358 |
| Trading securities: Mutual funds | 39,063 | 36,256 | 35,258 |
| | \$ 44,101 | \$ 81,448 | \$ 82,616 |

The Company's available-for-sale securities are carried at fair value with any unrealized gains or losses reported in other comprehensive income. During the first nine months of 2016 and 2015, the Company recognized gross unrealized losses of approximately \$140,000 and \$467,000, respectively, or \$88,000 and \$294,000 net of taxes, respectively, to adjust amortized cost to fair value. The marketable securities have contractual maturities that come due over the next 7 months.

The Company's trading securities relate to investments held by the Company to fund certain deferred compensation obligations. The trading securities are carried at fair value with gains and losses recorded in net income, and investments are included in other long-term assets on the consolidated balance sheets.

Inventories

Inventories are valued at the lower of cost or market. Substantially all inventories located in the United States are valued using the last-in, first-out (LIFO) method. Other inventories are valued at the lower of cost or market using the first-in, first-out (FIFO) method. Inventories consist of the following (in thousands):

| | September 25, 2016 | December 31, 2015 | September 27, 2015 |
|--|-----------------------|----------------------|-----------------------|
| Components at the lower of FIFO cost or market | | | |
| Raw materials and work in process | \$ 159,209 | \$ 161,704 | \$ 153,779 |
| Motorcycle finished goods | 182,019 | 327,952 | 228,243 |
| Parts and accessories and general merchandise | 134,587 | 145,519 | 134,537 |
| Inventory at lower of FIFO cost or market | 475,815 | 635,175 | 516,559 |

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| | | | |
|-------------------------------|------------|------------|------------|
| Excess of FIFO over LIFO cost | (49,268) | (49,268) | (49,902) |
| | \$ 426,547 | \$ 585,907 | \$ 466,657 |

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Operating Cash Flow

The reconciliation of net income to net cash provided by operating activities is as follows (in thousands):

| | Nine months ended | |
|---|--------------------|--------------------|
| | September 30, 2016 | September 27, 2015 |
| Cash flows from operating activities: | | |
| Net income | \$644,985 | \$710,011 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization of intangibles | 154,565 | 142,024 |
| Amortization of deferred loan origination costs | 65,445 | 71,012 |
| Amortization of financing origination fees | 7,212 | 7,331 |
| Provision for long-term employee benefits | 27,608 | 36,954 |
| Employee benefit plan contributions and payments | (47,658) | (19,358) |
| Stock compensation expense | 24,909 | 23,732 |
| Net change in wholesale finance receivables related to sales | (169,599) | (157,532) |
| Provision for credit losses | 97,127 | 68,655 |
| Gain on off-balance sheet asset-backed securitization | (9,269) | — |
| Loss on debt extinguishment | 118 | — |
| Pension plan settlement expense | 900 | — |
| Deferred income taxes | (11,261) | (9,272) |
| Foreign currency adjustments | (11,741) | 22,010 |
| Other, net | (11,529) | 5,000 |
| Changes in current assets and liabilities: | | |
| Accounts receivable, net | (86,796) | (60,687) |
| Finance receivables—accrued interest and other | 364 | (98) |
| Inventories | 173,975 | (36,109) |
| Accounts payable and accrued liabilities | 97,190 | 211,045 |
| Derivative instruments | (1,992) | (6,734) |
| Other | (16,744) | 12,973 |
| Total adjustments | 282,824 | 310,946 |
| Net cash provided by operating activities | \$927,809 | \$1,020,957 |

4. Acquisition

On August 4, 2015, the Company completed its purchase of certain assets and liabilities from Fred Deeley Imports, Ltd. (Deeley Imports) including, among other things, the acquisition of the exclusive right to distribute the Company's motorcycles and other products in Canada (Transaction) for total consideration of \$59.9 million. The majority equity owner of Deeley Imports is a member of the Board of Directors of the Company. The acquisition of the Canadian distribution rights allowed the Company to align its distribution in Canada with its global go-to-market approach. The financial impact of the acquisition, which is part of the Motorcycles segment, has been included in the Company's consolidated financial statements from the date of acquisition. Proforma information reflecting this acquisition has not been disclosed as the proforma impact on consolidated net income would not be material.

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The following table summarizes the fair values of the Deeley Imports assets acquired and liabilities assumed at the date of acquisition (in thousands):

| | |
|-------------------------------|-------------------|
| | August 4, 2015 |
| Current assets | \$11,088 |
| Property, plant and equipment | 144 |
| Intangible assets | 20,842 |
| Goodwill | 28,567 |
| Total assets | 60,641 |
| Current liabilities | 731 |
| Net assets acquired | \$59,910 |

As noted above, in conjunction with the acquisition of certain assets and assumption of certain liabilities of Deeley Imports, the Company recorded goodwill of \$28.6 million, all of which the Company believes is tax deductible, and intangible assets with an initial fair value of \$20.8 million. Of the total intangible assets acquired, \$13.3 million was assigned to reacquired distribution rights with a useful life of two years and \$7.5 million was assigned to customer relationships with a useful life of twenty years. The Company agreed to reimburse Deeley Imports for certain severance costs associated with the Transaction, resulting in \$3.3 million of expense included in selling, administrative and engineering expense in the third quarter of 2015. The Company did not acquire any cash as part of the Transaction.

5. Goodwill and Intangible Assets

Changes in the carrying amount of goodwill for the Motorcycles segment were as follows (in thousands):

| | Three months ended | | Nine months ended | | |
|------------------------------|--------------------|--------------------|--------------------|--------------------|---|
| | September 25, 2016 | September 27, 2015 | September 25, 2016 | September 27, 2015 | |
| Balance, beginning of period | 54,542 | 26,105 | \$54,182 | \$ 27,752 | |
| Business acquisitions | — | 28,567 | — | 28,567 | |
| Currency translations | 121 | (405 |) 481 | (2,052 |) |
| Balance, end of period | 54,663 | 54,267 | \$54,663 | \$ 54,267 | |

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The Motorcycles segment intangible assets consisted of the following (in thousands):

| | September 25, 2016 | | | |
|--------------------------------|-----------------------|--------------------------|----------|-------------------------------|
| | Gross Carrying Amount | Accumulated Amortization | Net | Estimated useful life (years) |
| Other intangible assets | | | | |
| Reacquired distribution rights | \$13,357 | \$ (7,792) | \$5,565 | 2 |
| Customer relationships | 7,535 | (439) | 7,096 | 20 |
| Total other intangible assets | \$20,892 | \$ (8,231) | \$12,661 | |

| | December 31, 2015 | | | |
|--------------------------------|-----------------------|--------------------------|----------|-------------------------------|
| | Gross Carrying Amount | Accumulated Amortization | Net | Estimated useful life (years) |
| Other intangible assets | | | | |
| Reacquired distribution rights | \$12,614 | \$ (2,628) | \$9,986 | 2 |
| Customer relationships | 7,116 | (148) | 6,968 | 20 |
| Total other intangible assets | \$19,730 | \$ (2,776) | \$16,954 | |

| | September 27, 2015 | | | |
|--------------------------------|-----------------------|--------------------------|----------|-------------------------------|
| | Gross Carrying Amount | Accumulated Amortization | Net | Estimated useful life (years) |
| Other intangible assets | | | | |
| Reacquired distribution rights | \$13,117 | \$ (1,093) | \$12,024 | 2 |
| Customer relationships | 7,399 | (62) | 7,337 | 20 |
| Total other intangible assets | \$20,516 | \$ (1,155) | \$19,361 | |

Intangible assets other than goodwill are included in other long-term assets on the Company's consolidated balance sheets. The gross carrying amounts differ from the acquisition date amounts due to changes in foreign currency exchange rates.

Amortization expense of other intangible assets for the three months ended September 25, 2016 and September 27, 2015 was \$1.8 million and \$1.2 million, respectively. Amortization expense of other intangible assets for the nine months ended September 25, 2016 and September 27, 2015 was \$5.2 million and \$1.2 million, respectively. The Company estimates future amortization to be approximately as follows (in thousands):

| | Estimated Amortization |
|---------------------------|------------------------|
| 2016 (remaining 3 months) | \$ 1,767 |
| 2017 | 4,278 |
| 2018 | 372 |
| 2019 | 372 |
| 2020 | 372 |
| 2021 | 372 |
| Thereafter | 5,128 |
| | \$ 12,661 |

The Financial Services segment did not have a goodwill or intangible assets balance at September 25, 2016, December 31, 2015 and September 27, 2015.

6. Finance Receivables

The Company provides retail financial services to customers of the Company's independent dealers in the United States and Canada. The origination of retail loans is a separate and distinct transaction between the Company and the retail customer, unrelated to the Company's sale of product to its dealers. Retail finance receivables consist of secured promissory notes and secured installment sales contracts. The Company holds either titles or liens on titles to vehicles

financed by promissory notes and installment sales contracts.

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The Company offers wholesale financing to the Company's independent dealers. Wholesale loans to dealers are generally secured by financed inventory or property and are originated in the U.S. and Canada.

Finance receivables, net, consisted of the following (in thousands):

| | September 25, 2016 | December 31, 2015 | September 27, 2015 |
|-----------------------------|-----------------------|----------------------|-----------------------|
| Retail | \$ 6,165,999 | \$ 5,991,471 | \$ 6,194,332 |
| Wholesale | 1,155,483 | 1,023,860 | 1,029,397 |
| Total finance receivables | 7,321,482 | 7,015,331 | 7,223,729 |
| Allowance for credit losses | (171,516) | (147,178) | (145,383) |
| Finance receivables, net | \$ 7,149,966 | \$ 6,868,153 | \$ 7,078,346 |

A provision for credit losses on finance receivables is charged or credited to earnings in amounts that the Company believes are sufficient to maintain the allowance for credit losses at a level that is adequate to cover losses of principal inherent in the existing portfolio. The allowance for credit losses represents management's estimate of probable losses inherent in the finance receivable portfolio as of the balance sheet date. However, due to the use of projections and assumptions in estimating the losses, the amount of losses actually incurred by the Company could differ from the amounts estimated.

Changes in the allowance for credit losses on finance receivables by portfolio were as follows (in thousands):

| | Three months ended September 25, 2016 | | |
|------------------------------|--|-----------|------------|
| | Retail | Wholesale | Total |
| Balance, beginning of period | \$ 152,998 | \$ 8,355 | \$ 161,353 |
| Provision for credit losses | 38,143 | (1,600) | 36,543 |
| Charge-offs | (35,749) | — | (35,749) |
| Recoveries | 9,369 | — | 9,369 |
| Balance, end of period | \$ 164,761 | \$ 6,755 | \$ 171,516 |

| | Three months ended September 27, 2015 | | |
|------------------------------|--|-----------|------------|
| | Retail | Wholesale | Total |
| Balance, beginning of period | \$ 131,903 | \$ 7,328 | \$ 139,231 |
| Provision for credit losses | 28,309 | (1,076) | 27,233 |
| Charge-offs | (30,203) | — | (30,203) |
| Recoveries | 9,122 | — | 9,122 |
| Balance, end of period | \$ 139,131 | \$ 6,252 | \$ 145,383 |

| | Nine months ended September 25, 2016 | | |
|------------------------------|---|-----------|------------|
| | Retail | Wholesale | Total |
| Balance, beginning of period | \$ 139,320 | \$ 7,858 | \$ 147,178 |
| Provision for credit losses | 98,230 | (1,103) | 97,127 |
| Charge-offs | (101,853) | — | (101,853) |
| Recoveries | 32,355 | — | 32,355 |
| Other ^(a) | (3,291) | — | (3,291) |
| Balance, end of period | \$ 164,761 | \$ 6,755 | \$ 171,516 |

| | Nine months ended September 27, 2015 | | |
|------------------------------|---|-----------|------------|
| | Retail | Wholesale | Total |
| Balance, beginning of period | \$ 122,025 | \$ 5,339 | \$ 127,364 |

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| | | | |
|-----------------------------|------------|----------|------------|
| Provision for credit losses | 67,742 | 913 | 68,655 |
| Charge-offs | (83,939) | — | (83,939) |
| Recoveries | 33,303 | — | 33,303 |
| Balance, end of period | \$ 139,131 | \$ 6,252 | \$ 145,383 |

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Related to the sale of finance receivables during the second quarter of 2016 with a principal balance of \$301.8 (a) million through an off-balance sheet asset-backed securitization transaction (see Note 12 for additional information).

Finance receivables are considered impaired when management determines it is probable that the Company will be unable to collect all amounts due according to the terms of the loan agreement. Portions of the allowance for credit losses are established to cover estimated losses on finance receivables specifically identified for impairment. The unspecified portion of the allowance for credit losses covers estimated losses on finance receivables which are collectively reviewed for impairment.

The retail portfolio primarily consists of a large number of small balance, homogeneous finance receivables. The Company performs a periodic and systematic collective evaluation of the adequacy of the retail allowance for credit losses. The Company utilizes loss forecast models which consider a variety of factors including, but not limited to, historical loss trends, origination or vintage analysis, known and inherent risks in the portfolio, the value of the underlying collateral, recovery rates, and current economic conditions including items such as unemployment rates. Retail finance receivables are not evaluated individually for impairment prior to charge-off and therefore are not reported as impaired loans.

The wholesale portfolio is primarily composed of large balance, non-homogeneous loans. The Company's evaluation for the wholesale allowance for credit losses is first based on a loan-by-loan review. A specific allowance for credit losses is established for wholesale finance receivables determined to be individually impaired when management concludes that the borrower will not be able to make full payment of the contractual amounts due based on the original terms of the loan agreement. The impairment is determined based on the cash that the Company expects to receive discounted at the loan's original interest rate or the fair value of the collateral, if the loan is collateral-dependent. Finance receivables in the wholesale portfolio that are not considered impaired on an individual basis are segregated, based on similar risk characteristics, according to the Company's internal risk rating system and collectively evaluated for impairment. The related allowance for credit losses is based on factors such as the specific borrower's financial performance and ability to repay, the Company's past loan loss experience, current economic conditions, and the value of the underlying collateral.

Generally, it is the Company's policy not to change the terms and conditions of finance receivables. However, to minimize the economic loss, the Company may modify certain finance receivables in troubled debt restructurings. Total restructured finance receivables are not significant.

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The allowance for credit losses and finance receivables by portfolio, segregated by those amounts that are individually evaluated for impairment and those that are collectively evaluated for impairment, was as follows (in thousands):

| | September 25, 2016 | | |
|--|--------------------|-------------|-------------|
| | Retail | Wholesale | Total |
| Allowance for credit losses, ending balance: | | | |
| Individually evaluated for impairment | \$— | \$— | \$— |
| Collectively evaluated for impairment | 164,761 | 6,755 | 171,516 |
| Total allowance for credit losses | \$164,761 | \$6,755 | \$171,516 |
| Finance receivables, ending balance: | | | |
| Individually evaluated for impairment | \$— | \$— | \$— |
| Collectively evaluated for impairment | 6,165,999 | 1,155,483 | 7,321,482 |
| Total finance receivables | \$6,165,999 | \$1,155,483 | \$7,321,482 |

| | December 31, 2015 | | |
|--|-------------------|-------------|-------------|
| | Retail | Wholesale | Total |
| Allowance for credit losses, ending balance: | | | |
| Individually evaluated for impairment | \$— | \$— | \$— |
| Collectively evaluated for impairment | 139,320 | 7,858 | 147,178 |
| Total allowance for credit losses | \$139,320 | \$7,858 | \$147,178 |
| Finance receivables, ending balance: | | | |
| Individually evaluated for impairment | \$— | \$— | \$— |
| Collectively evaluated for impairment | 5,991,471 | 1,023,860 | 7,015,331 |
| Total finance receivables | \$5,991,471 | \$1,023,860 | \$7,015,331 |

| | September 27, 2015 | | |
|--|--------------------|-------------|-------------|
| | Retail | Wholesale | Total |
| Allowance for credit losses, ending balance: | | | |
| Individually evaluated for impairment | \$— | \$— | \$— |
| Collectively evaluated for impairment | 139,131 | 6,252 | 145,383 |
| Total allowance for credit losses | \$139,131 | \$6,252 | \$145,383 |
| Finance receivables, ending balance: | | | |
| Individually evaluated for impairment | \$— | \$— | \$— |
| Collectively evaluated for impairment | 6,194,332 | 1,029,397 | 7,223,729 |
| Total finance receivables | \$6,194,332 | \$1,029,397 | \$7,223,729 |

There were no wholesale finance receivables at September 25, 2016, December 31, 2015, or September 27, 2015 that were individually deemed to be impaired under ASC Topic 310, "Receivables."

Retail finance receivables are contractually delinquent if the minimum payment is not received by the specified due date. Retail finance receivables are generally charged-off when the receivable is 120 days or more delinquent, the related asset is repossessed or the receivable is otherwise deemed uncollectible. All retail finance receivables accrue interest until either collected or charged-off. Accordingly, as of September 25, 2016, December 31, 2015 and September 27, 2015, all retail finance receivables were accounted for as interest-earning receivables, of which \$31.3 million, \$32.8 million and \$23.8 million, respectively, were 90 days or more past due.

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Wholesale finance receivables are delinquent if the minimum payment is not received by the contractual due date. Wholesale finance receivables are written down once management determines that the specific borrower does not have the ability to repay the loan in full. Interest continues to accrue on past due finance receivables until the date the finance receivable becomes uncollectible and the finance receivable is placed on non-accrual status. The Company will resume accruing interest on these accounts when payments are current according to the terms of the loans and future payments are reasonably assured. While on non-accrual status, all cash received is applied to principal or interest as appropriate. There were no wholesale receivables on non-accrual status at September 25, 2016, December 31, 2015 or September 27, 2015. At September 25, 2016, December 31, 2015 and September 27, 2015, \$0.4 million, \$0.1 million, and \$0.1 million of wholesale finance receivables were 90 days or more past due and accruing interest, respectively.

An analysis of the aging of past due finance receivables was as follows (in thousands):

September 25, 2016

| | Current | 31-60 Days Past Due | 61-90 Days Past Due | Greater than 90 Days Past Due | Total Past Due | Total Finance Receivables |
|-----------|-------------|---------------------------|------------------------------|---|-------------------|---------------------------------|
| Retail | \$5,973,108 | \$119,709 | \$41,866 | \$31,316 | \$192,891 | \$6,165,999 |
| Wholesale | 1,154,617 | 366 | 114 | 386 | 866 | 1,155,483 |
| Total | \$7,127,725 | \$120,075 | \$41,980 | \$31,702 | \$193,757 | \$7,321,482 |

December 31, 2015

| | Current | 31-60 Days Past Due | 61-90 Days Past Due | Greater than 90 Days Past Due | Total Past Due | Total Finance Receivables |
|-----------|-------------|---------------------------|------------------------------|---|-------------------|---------------------------------|
| Retail | \$5,796,003 | \$118,996 | \$43,680 | \$32,792 | \$195,468 | \$5,991,471 |
| Wholesale | 1,022,365 | 888 | 530 | 77 | 1,495 | 1,023,860 |
| Total | \$6,818,368 | \$119,884 | \$44,210 | \$32,869 | \$196,963 | \$7,015,331 |

September 27, 2015

| | Current | 31-60 Days Past Due | 61-90 Days Past Due | Greater than 90 Days Past Due | Total Past Due | Total Finance Receivables |
|-----------|-------------|---------------------------|------------------------------|---|-------------------|---------------------------------|
| Retail | \$6,024,620 | \$111,393 | \$34,511 | \$23,808 | \$169,712 | \$6,194,332 |
| Wholesale | 1,028,981 | 106 | 162 | 148 | 416 | 1,029,397 |
| Total | \$7,053,601 | \$111,499 | \$34,673 | \$23,956 | \$170,128 | \$7,223,729 |

A significant part of managing the Company's finance receivable portfolios includes the assessment of credit risk associated with each borrower. As the credit risk varies between the retail and wholesale portfolios, the Company utilizes different credit risk indicators for each portfolio.

The Company manages retail credit risk through its credit approval policy and ongoing collection efforts. The Company uses FICO scores, a standard credit rating measurement, to differentiate the expected default rates of retail credit applicants enabling the Company to better evaluate credit applicants for approval and to tailor pricing according to this assessment. Retail loans with a FICO score of 640 or above at origination are considered prime, and loans with a FICO score below 640 are considered sub-prime. These credit quality indicators are determined at the time of loan origination and are not updated subsequent to the loan origination date.

The recorded investment in retail finance receivables, by credit quality indicator, was as follows (in thousands):

| | September 25, 2016 | December 31, 2015 | September 27, 2015 |
|-----------|-----------------------|----------------------|-----------------------|
| Prime | \$4,900,752 | \$4,777,448 | \$4,936,438 |
| Sub-prime | 1,265,247 | 1,214,023 | 1,257,894 |
| Total | \$6,165,999 | \$5,991,471 | \$6,194,332 |

The Company's credit risk on the wholesale portfolio is different from that of the retail portfolio. Whereas the retail portfolio represents a relatively homogeneous pool of retail finance receivables that exhibit more consistent loss patterns, the wholesale portfolio exposures are less consistent. The Company utilizes an internal credit risk rating system to manage credit risk exposure consistently across wholesale borrowers and individually evaluates credit risk factors for each borrower. The Company uses the following internal credit quality indicators, based on an internal risk rating system, listed from highest level

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of risk to lowest level of risk for the wholesale portfolio: Doubtful, Substandard, Special Mention, Medium Risk and Low Risk. Based upon management's review, the dealers classified in the Doubtful category are the dealers with the greatest likelihood of being charged off, while the dealers classified as Low Risk are least likely to be charged off. The internal rating system considers factors such as the specific borrowers' ability to repay and the estimated value of any collateral. Dealer risk rating classifications are reviewed and updated on a quarterly basis.

The recorded investment in wholesale finance receivables, by internal credit quality indicator, was as follows (in thousands):

| | September 25, 2016 | December 31, 2015 | September 27, 2015 |
|-----------------|-----------------------|----------------------|-----------------------|
| Doubtful | \$— | \$5,169 | \$— |
| Substandard | 16,244 | 21,774 | 14,949 |
| Special Mention | — | 6,271 | 3,706 |
| Medium Risk | 7,667 | 11,494 | 6,496 |
| Low Risk | 1,131,572 | 979,152 | 1,004,246 |
| Total | \$1,155,483 | \$1,023,860 | \$1,029,397 |

7. Fair Value Measurements

Certain assets and liabilities are recorded at fair value in the financial statements; some of these are measured on a recurring basis while others are measured on a non-recurring basis. Assets and liabilities measured on a recurring basis are those that are adjusted to fair value each time a financial statement is prepared. Assets and liabilities measured on a non-recurring basis are those that are adjusted to fair value when required by particular events or circumstances. In determining the fair value of assets and liabilities, the Company uses various valuation techniques. The availability of inputs observable in the market varies from instrument to instrument and depends on a variety of factors including the type of instrument, whether the instrument is actively traded, and other characteristics particular to the transaction. For many financial instruments, pricing inputs are readily observable in the market, the valuation methodology used is widely accepted by market participants, and the valuation does not require significant management discretion. For other financial instruments, pricing inputs are less observable in the market and may require management judgment. The Company assesses the inputs used to measure fair value using a three-tier hierarchy. The hierarchy indicates the extent to which inputs used in measuring fair value are observable in the market. Level 1 inputs include quoted prices for identical instruments and are the most observable.

Level 2 inputs include quoted prices for similar assets and observable inputs such as interest rates, foreign currency exchange rates and commodity prices. The Company uses the market approach to derive the fair value for its level 2 fair value measurements. Forward contracts for foreign currency, commodities and interest rates are valued using current quoted forward rates and prices; investments in marketable securities and cash equivalents are valued using publicly quoted prices.

Level 3 inputs are not observable in the market and include management's judgments about the assumptions market participants would use in pricing the asset or liability. The use of observable and unobservable inputs is reflected in the hierarchy assessment disclosed in the following tables.

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Recurring Fair Value Measurements

The following tables present information about the Company's assets and liabilities measured at fair value on a recurring basis (in thousands):

September 25, 2016

| | Balance | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|-----------------------|-----------|---|---|--|
| Assets: | | | | |
| Cash equivalents | \$526,228 | \$ 372,850 | \$ 153,378 | \$ — |
| Marketable securities | 44,101 | 39,063 | 5,038 | — |
| Derivatives | 6,606 | — | 6,606 | — |
| | \$576,935 | \$ 411,913 | \$ 165,022 | \$ — |
| Liabilities: | | | | |
| Derivatives | \$1,388 | \$ — | \$ 1,388 | \$ — |

December 31, 2015

| | Balance | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|-----------------------|-----------|---|---|--|
| Assets: | | | | |
| Cash equivalents | \$555,910 | \$ 390,706 | \$ 165,204 | \$ — |
| Marketable securities | 81,448 | 36,256 | 45,192 | — |
| Derivatives | 16,235 | — | 16,235 | — |
| | \$653,593 | \$ 426,962 | \$ 226,631 | \$ — |
| Liabilities: | | | | |
| Derivatives | \$1,300 | \$ — | \$ 1,300 | \$ — |

September 27, 2015

| | Balance | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|-----------------------|-------------|---|---|--|
| Assets: | | | | |
| Cash equivalents | \$1,111,571 | \$ 719,854 | \$ 391,717 | \$ — |
| Marketable securities | 82,616 | 35,258 | 47,358 | — |
| Derivatives | 18,015 | — | 18,015 | — |
| | \$1,212,202 | \$ 755,112 | \$ 457,090 | \$ — |
| Liabilities: | | | | |
| Derivatives | \$1,309 | \$ — | \$ 1,309 | \$ — |

Nonrecurring Fair Value Measurements

Repossessed inventory is recorded at the lower of cost or net realizable value through a nonrecurring fair value measurement. Repossessed inventory was \$18.5 million, \$17.7 million and \$16.6 million at September 25, 2016, December 31, 2015 and September 27, 2015, for which the fair value adjustment was \$8.2 million, \$8.6 million and \$6.7 million, respectively. Fair value is estimated using Level 2 inputs based on the recent market values of

repossessed inventory.

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8. Fair Value of Financial Instruments

The Company's financial instruments consist primarily of cash and cash equivalents, marketable securities, finance receivables, net, debt, foreign currency exchange and commodity contracts (derivative instruments are discussed further in Note 9).

The following table summarizes the fair value and carrying value of the Company's financial instruments (in thousands):

| | September 25, 2016 | | December 31, 2015 | | September 27, 2015 | |
|---|--------------------|----------------|-------------------|----------------|--------------------|----------------|
| | Fair Value | Carrying Value | Fair Value | Carrying Value | Fair Value | Carrying Value |
| Assets: | | | | | | |
| Cash and cash equivalents | \$790,284 | \$790,284 | \$722,209 | \$722,209 | \$1,368,554 | \$1,368,554 |
| Marketable securities | \$44,101 | \$44,101 | \$81,448 | \$81,448 | \$82,616 | \$82,616 |
| Derivatives | \$6,606 | \$6,606 | \$16,235 | \$16,235 | \$18,015 | \$18,015 |
| Finance receivables, net | \$7,233,923 | \$7,149,966 | \$6,937,053 | \$6,868,153 | \$7,170,873 | \$7,078,346 |
| Restricted cash | \$79,661 | \$79,661 | \$110,642 | \$110,642 | \$137,217 | \$137,217 |
| Liabilities: | | | | | | |
| Derivatives | \$1,388 | \$1,388 | \$1,300 | \$1,300 | \$1,309 | \$1,309 |
| Unsecured commercial paper | \$1,055,428 | \$1,055,428 | \$1,201,380 | \$1,201,380 | \$990,049 | \$990,049 |
| Asset-backed Canadian commercial paper conduit facility | \$140,488 | \$140,488 | \$153,839 | \$153,839 | \$158,712 | \$158,712 |
| Medium-term notes | \$4,199,753 | \$4,063,510 | \$3,410,966 | \$3,316,949 | \$3,468,459 | \$3,325,032 |
| Senior unsecured notes | \$800,818 | \$741,144 | \$737,435 | \$740,653 | \$752,494 | \$741,057 |
| Term asset-backed securitization debt | \$929,775 | \$925,619 | \$1,455,776 | \$1,459,377 | \$1,707,076 | \$1,701,732 |

Cash and Cash Equivalents and Restricted Cash – With the exception of certain cash equivalents, the carrying values of these items in the financial statements are based on historical cost. The historical cost basis for these amounts is estimated to approximate their respective fair values due to the short maturity of these instruments. Fair value is based on Level 1 or Level 2 inputs.

Marketable Securities – The carrying value of marketable securities in the financial statements is based on fair value. The fair value of marketable securities is determined primarily based on quoted prices for identical instruments or on quoted market prices of similar financial assets. Fair value is based on Level 1 or Level 2 inputs.

Finance Receivables, Net – The carrying value of retail and wholesale finance receivables in the financial statements is amortized cost less an allowance for credit losses. The fair value of retail finance receivables is generally calculated by discounting future cash flows using an estimated discount rate that reflects current credit, interest rate and prepayment risks associated with similar types of instruments. Fair value is determined based on Level 3 inputs. The amortized cost basis of wholesale finance receivables approximates fair value because they either are short-term or have interest rates that adjust with changes in market interest rates.

Derivatives – Forward contracts for foreign currency exchange and commodities are derivative financial instruments and are carried at fair value on the balance sheet. The fair value of these contracts is determined using quoted forward rates and prices. Fair value is calculated using Level 2 inputs.

Debt – The carrying value of debt in the financial statements is generally amortized cost, net of discounts and debt issuance costs. The carrying value of unsecured commercial paper approximates fair value due to its short maturity. Fair value is calculated using Level 2 inputs.

The carrying value of debt provided under the Canadian Conduit approximates fair value since the interest rates charged under the facility are tied directly to market rates and fluctuate as market rates change. Fair value is calculated using Level 2 inputs.

The fair values of the medium-term notes are estimated based upon rates available at the end of the period for debt with similar terms and remaining maturities. Fair value is calculated using Level 2 inputs.

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The fair value of the senior unsecured notes is estimated based upon rates available at the end of the period for debt with similar terms and remaining maturities. Fair value is calculated using Level 2 inputs.

The fair value of the debt related to on-balance sheet term asset-backed securitization transactions is estimated based on pricing available at the end of the period for transactions with similar terms and maturities. Fair value is calculated using Level 2 inputs.

9. Derivative Instruments and Hedging Activities

The Company is exposed to certain risks such as foreign currency exchange rate risk, interest rate risk and commodity price risk. To reduce its exposure to such risks, the Company selectively uses derivative financial instruments. All derivative transactions are authorized and executed pursuant to regularly reviewed policies and procedures, which prohibit the use of financial instruments for speculative trading purposes.

All derivative instruments are recognized on the balance sheet at fair value (see Note 7). In accordance with ASC Topic 815, "Derivatives and Hedging," the accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and, further, on the type of hedging relationship. Changes in the fair value of derivatives that are designated as fair value hedges, along with the gain or loss on the hedged item, are recorded in current period earnings. For derivative instruments that are designated as cash flow hedges, the effective portion of gains and losses that result from changes in the fair value of derivative instruments is initially recorded in other comprehensive income (OCI) and subsequently reclassified into earnings when the hedged item affects income. The Company assesses, both at the inception of each hedge and on an on-going basis, whether the derivatives that are used in its hedging transactions are highly effective in offsetting changes in cash flows of the hedged items. Any ineffective portion is immediately recognized in earnings. No component of a hedging derivative instrument's gain or loss is excluded from the assessment of hedge effectiveness. Derivative instruments that do not qualify for hedge accounting are recorded at fair value, and any changes in fair value are recorded in current period earnings.

The Company sells its products internationally, and in most markets those sales are made in the foreign country's local currency. As a result, the Company's earnings can be affected by fluctuations in the value of the U.S. dollar relative to foreign currency. The Company utilizes foreign currency exchange contracts to mitigate the effects of the Euro, the Australian dollar, the Japanese yen, the Brazilian real, the Canadian dollar, and the Mexican peso. The foreign currency exchange contracts are entered into with banks and allow the Company to exchange a specified amount of foreign currency for U.S. dollars at a future date, based on a fixed exchange rate.

The Company utilizes commodity contracts to hedge portions of the cost of certain commodities consumed in the Company's motorcycle production and distribution operations.

The Company's foreign currency exchange contracts and commodity contracts generally have maturities of less than one year.

During the second quarter of 2015, the Company entered into treasury rate locks to fix the interest rate on a portion of the principal related to its issuance of senior unsecured debt during the third quarter of 2015. The treasury rate lock contracts were settled in July 2015. The loss at settlement was recorded in accumulated other comprehensive loss and will be reclassified into earnings over the life of the debt.

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The following table summarizes the fair value of the Company's derivative financial instruments (in thousands):

| Derivatives Designated As Hedging Instruments Under ASC Topic 815 | September 25, 2016 | | | December 31, 2015 | | | September 27, 2015 | | |
|---|--------------------|---------------------------------|-------------------------------------|-------------------|---------------------------------|-------------------------------------|--------------------|---------------------------------|-------------------------------------|
| | Notional Value | Asset Fair Value ^(a) | Liability Fair Value ^(b) | Notional Value | Asset Fair Value ^(a) | Liability Fair Value ^(b) | Notional Value | Asset Fair Value ^(a) | Liability Fair Value ^(b) |
| Foreign currency contracts ^(c) | \$615,251 | \$ 6,337 | \$ 1,193 | \$436,352 | \$ 16,167 | \$ 181 | \$460,323 | \$ 18,015 | \$ 19 |
| Commodity contracts ^(c) | 1,154 | 110 | — | 968 | — | 159 | 1,297 | — | 168 |
| Total | \$616,405 | \$ 6,447 | \$ 1,193 | \$437,320 | \$ 16,167 | \$ 340 | \$461,620 | \$ 18,015 | \$ 187 |
| Derivatives Not Designated As Hedging Instruments Under ASC Topic 815 | September 25, 2016 | | | December 31, 2015 | | | September 27, 2015 | | |
| | Notional Value | Asset Fair Value ^(a) | Liability Fair Value ^(b) | Notional Value | Asset Fair Value ^(a) | Liability Fair Value ^(b) | Notional Value | Asset Fair Value ^(a) | Liability Fair Value ^(b) |
| Commodity contracts | \$4,488 | \$ 159 | \$ 195 | \$6,510 | \$ 68 | \$ 960 | \$7,027 | \$— | \$ 1,122 |
| | \$4,488 | \$ 159 | \$ 195 | \$6,510 | \$ 68 | \$ 960 | \$7,027 | \$— | \$ 1,122 |

(a) Included in other current assets

(b) Included in accrued liabilities

(c) Derivative designated as a cash flow hedge

The following tables summarize the amount of gains and losses related to derivative financial instruments designated as cash flow hedges (in thousands):

| Cash Flow Hedges | Amount of Gain/(Loss) Recognized in OCI, before tax | | | | |
|---|--|--------------------|--------------------|--------------------|---|
| | Three months ended | | Nine months ended | | |
| | September 25, 2016 | September 27, 2015 | September 25, 2016 | September 27, 2015 | |
| Foreign currency contracts | \$(938) | \$ 6,796 | \$(5,445) | \$ 35,004 | |
| Commodity contracts | 43 | (138) | (30) | (284) | |
| Treasury rate locks | — | (10,746) | — | (7,381) | |
| Total | \$(895) | \$ (4,088) | \$(5,475) | \$ 27,339 | |
| Cash Flow Hedges | Amount of Gain/(Loss) Reclassified from AOCL into Income | | | | |
| | Three months ended | | Nine months ended | | Expected to be Reclassified Over the Next Twelve Months |
| | September 25, 2016 | September 27, 2015 | September 25, 2016 | September 27, 2015 | |
| Foreign currency contracts ^(a) | \$2,399 | \$ 12,771 | \$6,806 | \$ 48,175 | \$ 4,488 |
| Commodity contracts ^(a) | 21 | (68) | (298) | (530) | 110 |
| Treasury rate locks ^(b) | (90) | (60) | (271) | (60) | (362) |
| Total | \$2,330 | \$ 12,643 | \$6,237 | \$ 47,585 | \$ 4,236 |

(a) Gain/(loss) reclassified from accumulated other comprehensive loss (AOCL) to income is included in cost of goods sold

(b) Gain/(loss) reclassified from accumulated other comprehensive loss (AOCL) to income is included in interest expense

For the three and nine months ended September 25, 2016 and September 27, 2015, the cash flow hedges were highly effective and, as a result, the amount of hedge ineffectiveness was not material. No amounts were excluded from effectiveness testing.

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The following tables summarize the amount of gains and losses related to derivative financial instruments not designated as hedging instruments (in thousands):

| Derivatives Not Designated As Hedges | Amount of Gain/(Loss) Recognized in Income on Derivative | | | |
|--------------------------------------|---|-----------------------|-----------------------|-----------------------|
| | Three months ended | | Nine months ended | |
| | September 25, 2016 | September 27, 2015 | September 25, 2016 | September 27, 2015 |
| Commodity contracts ^(a) | \$45 | \$ (731) | \$(179) | \$ (1,257) |
| Total | \$45 | \$ (731) | \$(179) | \$ (1,257) |

(a) Gain/(loss) recognized in income is included in cost of goods sold.

The Company is exposed to credit loss risk in the event of non-performance by counterparties to these derivative financial instruments. Although no assurances can be given, the Company does not expect any of the counterparties to these derivative financial instruments to fail to meet its obligations. To manage credit loss risk, the Company evaluates counterparties based on credit ratings and, on a quarterly basis, evaluates each hedge's net position relative to the counterparty's ability to cover its position.

10. Accumulated Other Comprehensive Loss

The following tables set forth the changes in accumulated other comprehensive loss (AOCL) (in thousands):

| | Three months ended September 25, 2016 | | | | |
|---|---|--------------------------|--|--|-------------|
| | Foreign currency translation adjustments | Marketable securities | Derivative financial instruments | Pension and postretirement benefit plans | Total |
| Balance, beginning of period | \$(43,523) | \$(1,171) | \$ 543 | \$(546,010) | \$(590,161) |
| Other comprehensive income (loss) before reclassifications | 3,574 | (18) | (895) | — | 2,661 |
| Income tax expense | 279 | 7 | 332 | — | 618 |
| Net other comprehensive income (loss) before reclassifications | 3,853 | (11) | (563) | — | 3,279 |
| Reclassifications: | | | | | |
| Realized (gains) losses - foreign currency contracts ^(a) | — | — | (2,399) | — | (2,399) |
| Realized (gains) losses - commodities contracts ^(a) | — | — | (21) | — | (21) |
| Realized (gains) losses - treasury rate lock ^(c) | — | — | 90 | — | 90 |
| Prior service credits ^(b) | — | — | — | (446) | (446) |
| Actuarial losses ^(b) | — | — | — | 12,472 | 12,472 |
| Total reclassifications before tax | — | — | (2,330) | 12,026 | 9,696 |
| Income tax expense (benefit) | — | — | 862 | (4,454) | (3,592) |
| Net reclassifications | — | — | (1,468) | 7,572 | 6,104 |
| Other comprehensive income (loss) | 3,853 | (11) | (2,031) | 7,572 | 9,383 |
| Balance, end of period | \$(39,670) | \$(1,182) | \$(1,488) | \$(538,438) | \$(580,778) |

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| | Three months ended September 27, 2015 | | | | |
|---|---|--------------------------|--|--|--------------|
| | Foreign currency translation adjustments | Marketable securities | Derivative financial instruments | Pension and postretirement benefit plans | Total |
| Balance, beginning of period | \$ (26,252) | \$ (895) | \$ 16,828 | \$ (512,207) | \$ (522,526) |
| Other comprehensive loss before reclassifications | (17,003) | (157) | (4,088) | — | (21,248) |
| Income tax expense | 2,405 | 58 | 1,514 | — | 3,977 |
| Net other comprehensive loss before reclassifications | (14,598) | (99) | (2,574) | — | (17,271) |
| Reclassifications: | | | | | |
| Realized (gains) losses - foreign currency contracts ^(a) | — | — | (12,771) | — | (12,771) |
| Realized (gains) losses - commodities contracts ^(a) | — | — | 68 | — | 68 |
| Realized (gains) losses - treasury rate lock ^(c) | — | — | 60 | — | 60 |
| Prior service credits ^(b) | — | — | — | (695) | (695) |
| Actuarial losses ^(b) | — | — | — | 14,671 | 14,671 |
| Total reclassifications before tax | — | — | (12,643) | 13,976 | 1,333 |
| Income tax expense (benefit) | — | — | 4,684 | (5,177) | (493) |
| Net reclassifications | — | — | (7,959) | 8,799 | 840 |
| Other comprehensive (loss) income | (14,598) | (99) | (10,533) | 8,799 | (16,431) |
| Balance, end of period | \$ (40,850) | \$ (994) | \$ 6,295 | \$ (503,408) | \$ (538,957) |
| | Nine months ended September 25, 2016 | | | | |
| | Foreign currency translation adjustments | Marketable securities | Derivative financial instruments | Pension and postretirement benefit plans | Total |
| Balance, beginning of period | \$ (58,844) | \$ (1,094) | \$ 5,886 | \$ (561,153) | \$ (615,205) |
| Other comprehensive income (loss) before reclassifications | 20,661 | (140) | (5,475) | — | 15,046 |
| Income tax (benefit) expense | (1,487) | 52 | 2,028 | — | 593 |
| Net other comprehensive income (loss) before reclassifications | 19,174 | (88) | (3,447) | — | 15,639 |
| Reclassifications: | | | | | |
| Realized (gains) losses - foreign currency contracts ^(a) | — | — | (6,806) | — | (6,806) |
| Realized (gains) losses - commodities contracts ^(a) | — | — | 298 | — | 298 |
| Realized (gains) losses - treasury rate lock ^(c) | — | — | 271 | — | 271 |
| Prior service credits ^(b) | — | — | — | (1,338) | (1,338) |
| Actuarial losses ^(b) | — | — | — | 37,416 | 37,416 |
| Total reclassifications before tax | — | — | (6,237) | 36,078 | 29,841 |
| Income tax expense (benefit) | — | — | 2,310 | (13,363) | (11,053) |
| Net reclassifications | — | — | (3,927) | 22,715 | 18,788 |
| Other comprehensive income (loss) | 19,174 | (88) | (7,374) | 22,715 | 34,427 |
| Balance, end of period | \$ (39,670) | \$ (1,182) | \$ (1,488) | \$ (538,438) | \$ (580,778) |

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| | Nine months ended September 27, 2015 | | | | |
|---|---|--------------------------|--|--|-------------|
| | Foreign currency translation adjustments | Marketable securities | Derivative financial instruments | Pension and postretirement benefit plans | Total |
| Balance, beginning of period | \$(3,482) | \$(700) | \$ 19,042 | \$(529,803) | \$(514,943) |
| Other comprehensive (loss) income before reclassifications | (41,954) | (467) | 27,339 | — | (15,082) |
| Income tax expense (benefit) | 4,586 | 173 | (10,126) | — | (5,367) |
| Net other comprehensive (loss) income before reclassifications | (37,368) | (294) | 17,213 | — | (20,449) |
| Reclassifications: | | | | | |
| Realized (gains) losses - foreign currency contracts ^(a) | — | — | (48,175) | — | (48,175) |
| Realized (gains) losses - commodities contracts ^(a) | — | — | 530 | — | 530 |
| Realized (gains) losses - treasury rate lock ^(c) | — | — | 60 | — | 60 |
| Prior service credits ^(b) | — | — | — | (2,085) | (2,085) |
| Actuarial losses ^(b) | — | — | — | 44,010 | 44,010 |
| Total reclassifications before tax | — | — | (47,585) | 41,925 | (5,660) |
| Income tax expense (benefit) | — | — | 17,625 | (15,530) | 2,095 |
| Net reclassifications | — | — | (29,960) | 26,395 | (3,565) |
| Other comprehensive (loss) income | (37,368) | (294) | (12,747) | 26,395 | (24,014) |
| Balance, end of period | \$(40,850) | \$(994) | \$ 6,295 | \$(503,408) | \$(538,957) |

(a) Amounts reclassified to net income are included in Motorcycles and Related Products cost of goods sold.

(b) Amounts reclassified are included in the computation of net periodic cost. See Note 16 for information related to pension and postretirement benefit plans.

(c) Amounts reclassified to net income are included in interest expense.

11. Debt

Debt with a contractual term less than one year is generally classified as short-term debt and consisted of the following (in thousands):

| | September 25, 2016 | December 31, 2015 | September 27, 2015 |
|----------------------------|-----------------------|----------------------|-----------------------|
| Unsecured commercial paper | \$ 1,055,428 | \$ 1,201,380 | \$ 990,049 |
| Total short-term debt | \$ 1,055,428 | \$ 1,201,380 | \$ 990,049 |

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Debt with a contractual term greater than one year is generally classified as long-term debt and consisted of the following (in thousands):

| | September 25, 2016 | December 31, 2015 | September 27, 2015 |
|---|-----------------------|----------------------|-----------------------|
| Secured debt | | | |
| Asset-backed Canadian commercial paper conduit facility | \$ 140,488 | \$ 153,839 | \$ 158,712 |
| Term asset-backed securitization debt | 927,539 | 1,463,154 | 1,706,431 |
| Less: unamortized discount and debt issuance costs | (1,920 |) (3,777 |) (4,699 |
| Total secured debt | 1,066,107 | 1,613,216 | 1,860,444 |
| Unsecured notes | | | |
| 3.88% Medium-term notes due in 2016 par value | — | 450,000 | 450,000 |
| 2.70% Medium-term notes due in 2017 par value | 400,000 | 400,000 | 400,000 |
| 1.55% Medium-term notes due in 2017 par value | 400,000 | 400,000 | 400,000 |
| 6.80% Medium-term notes due in 2018 par value | 877,488 | 878,708 | 887,958 |
| 2.40% Medium-term notes due in 2019 par value | 600,000 | 600,000 | 600,000 |
| 2.25% Medium-term notes due in 2019 par value | 600,000 | — | — |
| 2.15% Medium-term notes due in 2020 par value | 600,000 | 600,000 | 600,000 |
| 2.85% Medium-term notes due in 2021 par value | 600,000 | — | — |
| 3.50% Senior unsecured notes due in 2025 par value | 450,000 | 450,000 | 450,000 |
| 4.625% Senior unsecured notes due in 2045 par value | 300,000 | 300,000 | 300,000 |
| Less: unamortized discount and debt issuance costs | (22,834 |) (21,106 |) (21,869 |
| Gross long-term debt | 5,870,761 | 5,670,818 | 5,926,533 |
| Less: current portion of long-term debt, net of unamortized discount and issuance costs | (700,152 |) (838,349 |) (885,889 |
| Total long-term debt | \$ 5,170,609 | \$ 4,832,469 | \$ 5,040,644 |

The Company adopted ASU No. 2015-03 and ASU No. 2015-15 on January 1, 2016. Upon adoption, the Company reclassified debt issuance costs, other than debt issuance costs related to line of credit arrangements (which include its asset-backed commercial paper and unsecured commercial paper programs and its credit facilities), from other assets to debt on the balance sheet. Refer to Note 2 for further discussion of newly adopted ASUs.

12. Asset-Backed Financing

The Company participates in asset-backed financing both through asset-backed securitization transactions and through asset-backed commercial paper conduit facilities. In the Company's asset-backed financing programs, the Company transfers retail motorcycle finance receivables to special purpose entities (SPE), which are considered VIEs under U.S. GAAP. Each SPE then converts those assets into cash, through the issuance of debt. The Company retains servicing rights for all of the retail motorcycle finance receivables transferred to SPEs as part of an asset-backed financing. The accounting treatment for asset-backed financings depends on the terms of the related transaction and the Company's continuing involvement with the VIE.

In transactions where the Company has power over the significant activities of the VIE and has an obligation to absorb losses or the right to receive benefits from the VIE that are potentially significant to the VIE, the Company is the primary beneficiary of the VIE and consolidates the VIE within its consolidated financial statements. On a consolidated basis, the asset-backed financing is treated as a secured borrowing in this type of transaction and is referred to as an on-balance sheet asset-backed financing.

In transactions where the Company is not the primary beneficiary of the VIE, the Company must determine whether it can achieve a sale for accounting purposes under ASC Topic 860, "Transfers and Servicing". To achieve a sale for accounting purposes, the assets being transferred must be legally isolated, not be constrained by restrictions from further transfer, and be deemed to be beyond the Company's control. If the Company does not meet all these criteria for sale accounting, then the transaction is accounted for as a secured borrowing and is referred to as an on-balance sheet asset-backed financing.

If the Company meets all three of the sale criteria above, the transaction is recorded as a sale for accounting purposes and is referred to as an off-balance sheet asset-backed financing. Upon sale, the retail motorcycle finance receivables are removed

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from the Company's balance sheet and a gain or loss is recognized for the difference between the cash proceeds received, the assets derecognized, and the liabilities recognized as part of the transaction. The gain or loss on sale is included in Financial Services revenue in the Consolidated Statement of Income.

The Company is not required, and does not currently intend, to provide any additional financial support to the on or off-balance sheet VIEs associated with these transactions. Investors and creditors in these transactions only have recourse to the assets held by the VIEs.

The Company adopted ASU No. 2015-03 and ASU No. 2015-15 on January 1, 2016. Upon adoption, the Company reclassified debt issuance costs, other than debt issuance costs related to line of credit arrangements (including the asset-backed commercial paper programs), from other assets to debt on the balance sheet. Refer to Note 2 for further discussion of newly adopted ASUs.

The following table shows the assets and liabilities related to the on-balance sheet asset-backed financings included in the financial statements (in thousands):

| | September 25, 2016 | | | | | |
|---|---------------------|-----------------------------|-----------------|--------------|--------------|-------------------|
| | Finance receivables | Allowance for credit losses | Restricted cash | Other assets | Total assets | Asset-backed debt |
| On-balance sheet assets and liabilities | | | | | | |
| Consolidated VIEs | | | | | | |
| Term asset-backed securitizations | \$ 1,019,378 | \$(27,847) | \$ 69,364 | \$ 2,893 | \$ 1,063,788 | \$ 925,619 |
| Asset-backed U.S. commercial paper conduit facility | — | — | — | 150 | 150 | — |
| Unconsolidated VIEs | | | | | | |
| Asset-backed Canadian commercial paper conduit facility | 155,130 | (3,244) | 10,297 | 351 | 162,534 | 140,488 |
| Total on-balance sheet assets and liabilities | \$ 1,174,508 | \$(31,091) | \$ 79,661 | \$ 3,394 | \$ 1,226,472 | \$ 1,066,107 |
| | December 31, 2015 | | | | | |
| | Finance receivables | Allowance for credit losses | Restricted cash | Other assets | Total assets | Asset-backed debt |
| On-balance sheet assets and liabilities | | | | | | |
| Consolidated VIEs | | | | | | |
| Term asset-backed securitizations | \$ 1,611,624 | \$(37,937) | \$ 100,151 | \$ 4,383 | \$ 1,678,221 | \$ 1,459,377 |
| Asset-backed U.S. commercial paper conduit facility | — | — | — | 323 | 323 | — |
| Unconsolidated VIEs | | | | | | |
| Asset-backed Canadian commercial paper conduit facility | 170,708 | (3,061) | 10,491 | 393 | 178,531 | 153,839 |
| Total on-balance sheet assets and liabilities | \$ 1,782,332 | \$(40,998) | \$ 110,642 | \$ 5,099 | \$ 1,857,075 | \$ 1,613,216 |
| | September 27, 2015 | | | | | |
| | Finance receivables | Allowance for credit losses | Restricted cash | Other assets | Total assets | Asset-backed debt |
| On-balance sheet assets and liabilities | | | | | | |
| Consolidated VIEs | | | | | | |
| Term asset-backed securitizations | \$ 1,875,571 | \$(42,679) | \$ 125,561 | \$ 4,383 | \$ 1,962,836 | \$ 1,701,732 |
| Asset-backed U.S. commercial paper conduit facility | — | — | — | 109 | 109 | — |

Unconsolidated VIEs

| | | | | | | |
|---|-------------|-------------|-----------|---------|-------------|-------------|
| Asset-backed Canadian commercial paper conduit facility | 175,173 | (3,090) | 11,656 | 473 | 184,212 | 158,712 |
| Total on-balance sheet assets and liabilities | \$2,050,744 | \$(45,769) | \$137,217 | \$4,965 | \$2,147,157 | \$1,860,444 |
| On-Balance Sheet Term Asset-Backed Securitization VIEs | | | | | | |

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The Company transfers U.S. retail motorcycle finance receivables to SPEs which in turn issue secured notes to investors, with various maturities and interest rates, secured by future collections of the purchased U.S. retail motorcycle finance receivables. Each on-balance sheet term asset-backed securitization SPE is a separate legal entity, and the U.S. retail motorcycle finance receivables included in the term asset-backed securitizations are only available for payment of the secured debt and other obligations arising from the term asset-backed securitization transaction and are not available to pay other obligations or claims of the Company's creditors until the associated secured debt and other obligations are satisfied. Restricted cash balances held by the SPEs are used only to support the securitizations. There are no amortization schedules for the secured notes; however, the debt is reduced monthly as available collections on the related U.S. retail motorcycle finance receivables are applied to outstanding principal. The secured notes' contractual lives have various maturities ranging from 2016 to 2022.

The Company is the primary beneficiary of its on-balance sheet term asset-backed securitization VIEs because it retains servicing rights and a residual interest in the VIEs in the form of a debt security. As the servicer, the Company is the variable interest holder with the power to direct the activities of the VIE that most significantly impact the VIE's economic performance. As a residual interest holder, the Company has the obligation to absorb losses and the right to receive benefits which could potentially be significant to the VIE.

There were no on-balance sheet term asset-backed securitization transactions during the nine months ended September 25, 2016. During the first and second quarters of 2015, the Company issued \$700.0 million and \$500.0 million (\$697.6 million and \$498.1 million net of discount and issuance costs), respectively, of secured notes through on-balance sheet term asset-backed securitization transactions.

On-Balance Sheet Asset-Backed U.S. Commercial Paper Conduit Facility VIE

On December 14, 2015, the Company entered into a new revolving facility agreement (U.S. Conduit) with a third party bank-sponsored asset-backed U.S. commercial paper conduit, which provides for a total aggregate commitment of up to \$600.0 million based on, among other things, the amount of eligible U.S. retail motorcycle finance receivables held by the SPE as collateral. The prior facility agreement expired on December 14, 2015 and had similar terms.

Under the facility, the Company may transfer U.S. retail motorcycle finance receivables to a SPE, which in turn may issue debt to third-party bank-sponsored asset-backed commercial paper conduits. The assets of the SPE are restricted as collateral for the payment of the debt or other obligations arising in the transaction and are not available to pay other obligations or claims of the Company's creditors. The terms for this debt provide for interest on the outstanding principal based on prevailing commercial paper rates or LIBOR to the extent the advance is not funded by a conduit lender through the issuance of commercial paper plus, in each case, a program fee based on outstanding principal. The U.S. Conduit also provides for an unused commitment fee based on the unused portion of the total aggregate commitment of \$600.0 million. There is no amortization schedule; however, the debt will be reduced monthly as available collections on the related finance receivables are applied to outstanding principal. Upon expiration of the U.S. Conduit, any outstanding principal will continue to be reduced monthly through available collections. Unless earlier terminated or extended by mutual agreement of the Company and the lenders, the U.S. Conduit expires on December 14, 2016.

The Company is the primary beneficiary of its U.S. Conduit VIE because it retains servicing rights and a residual interest in the VIEs in the form of a debt security. As the servicer, the Company is the variable interest holder with the power to direct the activities of the VIE that most significantly impact the VIE's economic performance. As a residual interest holder, the Company has the obligation to absorb losses and the right to receive benefits which could potentially be significant to the VIE.

The VIE had no borrowings outstanding under the U.S. Conduit at September 25, 2016, December 31, 2015 or September 27, 2015; therefore, assets that the U.S. Conduit holds are restricted as collateral for the payment of fees associated with the unused portion of the total aggregate commitment.

Table of Contents**On-Balance Sheet Asset-Backed Canadian Commercial Paper Conduit Facility**

In June 2015, the Company amended its facility agreement (Canadian Conduit) with a Canadian bank-sponsored asset-backed commercial paper conduit. Under the agreement, the Canadian Conduit is contractually committed, at the Company's option, to purchase eligible Canadian retail motorcycle finance receivables for proceeds up to C\$240.0 million. The transferred assets are restricted as collateral for the payment of the debt. The terms for this debt provide for interest on the outstanding principal based on prevailing market interest rates plus a specified margin. The Canadian Conduit also provides for a program fee and an unused commitment fee based on the unused portion of the total aggregate commitment of C\$240.0 million. There is no amortization schedule; however, the debt is reduced monthly as available collections on the related finance receivables are applied to outstanding principal. Upon expiration of the Canadian Conduit, any outstanding principal will continue to be reduced monthly through available collections. The contractual maturity of the debt is approximately 5 years. Unless earlier terminated or extended by mutual agreement of the Company and the lenders, as of September 25, 2016, the Canadian Conduit has an expiration date of June 30, 2017.

The Company is not the primary beneficiary of the Canadian bank-sponsored, multi-seller conduit VIE; therefore, the Company doesn't consolidate the VIE. However, the Company treats the conduit facility as a secured borrowing as it maintains effective control over the assets transferred to the VIE and therefore doesn't meet the requirements for sale accounting.

As the Company participates in and does not consolidate the Canadian bank-sponsored, multi-seller conduit VIE, the maximum exposure to loss associated with this VIE, which would only be incurred in the unlikely event that all the finance receivables and underlying collateral have no residual value, was \$22.0 million at September 25, 2016. The maximum exposure is not an indication of the Company's expected loss exposure.

The following table includes quarterly transfers of Canadian retail motorcycle finance receivables to the Canadian Conduit and the respective proceeds (in thousands):

| | 2016 | | 2015 | |
|----------------|-----------|----------|-----------|----------|
| | Transfers | Proceeds | Transfers | Proceeds |
| First quarter | \$6,600 | \$5,800 | \$19,200 | \$16,800 |
| Second quarter | \$31,400 | \$27,500 | \$26,800 | \$23,400 |
| Third quarter | — | — | 33,100 | 29,000 |
| | \$38,000 | \$33,300 | \$79,100 | \$69,200 |

Off-Balance Sheet Asset-Backed Securitization VIE

During the second quarter of 2016, the Company sold retail motorcycle finance receivables with a principal balance of \$301.8 million into a securitization VIE that was not consolidated, recognized a gain of \$9.3 million and received cash proceeds of \$312.6 million. Similar to an on-balance sheet term asset-backed securitization, the Company transferred U.S. retail motorcycle finance receivables to an SPE which in turn issued secured notes to investors, with various maturities and interest rates, secured by future collections of the purchased U.S. retail motorcycle finance receivables. The off-balance sheet asset-backed securitization SPE is a separate legal entity, and the U.S. retail motorcycle finance receivables included in the term asset-backed securitization are only available for payment of the secured debt and other obligations arising from the asset-backed securitization transaction and are not available to pay other obligations or claims of the Company's creditors. In an on-balance sheet asset-backed securitization, the Company retains a financial interest in the VIE in the form of a debt security. As part of this off-balance sheet securitization, the Company did not retain any financial interest in the VIE beyond servicing rights and ordinary representations and warranties and related covenants.

The Company is not the primary beneficiary of the off-balance sheet asset-backed securitization VIE because it only retained servicing rights and does not have the obligation to absorb losses or the right to receive benefits from the VIE which could potentially be significant to the VIE. Accordingly, this transaction met the accounting sale requirements under ASC Topic 860 and was recorded as a sale for accounting purposes. Upon the sale, the retail motorcycle finance receivables were removed from the Company's balance sheet and a gain was recognized for the difference between the cash proceeds received, the assets derecognized and the liabilities recognized as part of the transaction. The gain on sale was included in financial services revenue in the Consolidated Statement of Income.

At September 25, 2016, the assets of this off-balance sheet asset-backed securitization VIE were \$262.6 million and represented the current unpaid principal balance of the retail motorcycle finance receivables, which was the Company's maximum exposure to loss in the off-balance sheet VIE at September 25, 2016. This is based on the unlikely event that all the

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receivables have underwriting defects or other defects that trigger a violation of certain covenants and that the underlying collateral has no residual value. This maximum exposure is not an indication of expected losses.

Servicing Activities

The Company services all retail motorcycle finance receivables that it originates. When the Company transfers retail motorcycle finance receivables to SPEs through asset-backed financings, the Company retains the right to service the finance receivables and receives servicing fees based on the securitized finance receivables balance and certain ancillary fees. In on-balance sheet asset-backed financing, servicing fees are eliminated in consolidation and therefore are not recorded on a consolidated basis. In off-balance sheet asset-backed financings, servicing fees and ancillary fees are recorded in Financial Services revenue in the Consolidated Statement of Income. The fees the Company is paid for servicing represent adequate compensation, and consequently, the Company does not recognize a servicing asset or liability. The Company recognized servicing fee income of \$1.0 million during the nine months ended September 25, 2016.

The unpaid principal balance of retail motorcycle finance receivables serviced by the Company was as follows (in thousands):

| | September 25, 2016 | December 31, 2015 | September 27, 2015 |
|---|-----------------------|----------------------|-----------------------|
| On-balance sheet retail motorcycle finance receivables | \$ 6,017,065 | \$ 5,843,352 | \$ 6,039,011 |
| Off-balance sheet retail motorcycle finance receivables | 262,583 | — | — |
| Total serviced retail motorcycle finance receivables | \$ 6,279,648 | \$ 5,843,352 | \$ 6,039,011 |

The unpaid principal balance of retail motorcycle finance receivables serviced by the Company 30 days or more delinquent was as follows (in thousands):

| | Amount 30 days or more past due: | | |
|---|----------------------------------|----------------------|-----------------------|
| | September 25, 2016 | December 31, 2015 | September 27, 2015 |
| On-balance sheet retail motorcycle finance receivables | \$ 192,891 | \$ 195,468 | \$ 169,712 |
| Off-balance sheet retail motorcycle finance receivables | 1,235 | — | — |
| Total serviced retail motorcycle finance receivables | \$ 194,126 | \$ 195,468 | \$ 169,712 |

Credit losses, net of recoveries for the retail motorcycle finance receivables serviced by the Company were as follows (in thousands):

| | Three months ended | | Nine months ended | |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
| | September 25, 2016 | September 27, 2015 | September 25, 2016 | September 27, 2015 |
| On-balance sheet retail motorcycle finance receivables | \$ 26,380 | \$ 21,081 | \$ 69,498 | \$ 50,636 |
| Off-balance sheet retail motorcycle finance receivables | 270 | — | 285 | — |
| Total serviced retail motorcycle finance receivables | \$ 26,650 | \$ 21,081 | \$ 69,783 | \$ 50,636 |

13. Income Taxes

The Company's 2016 income tax rate for the nine months ended September 25, 2016 was 32.9% compared to 34.8% for the same period last year. The year-to-date tax provision for income taxes included a discrete benefit of \$16.1 million associated with the release of a portion of the Company's liability for unrecognized tax benefits relating primarily to the closure of various audits during the second quarter of 2016.

14. Product Warranty and Recall Campaigns

The Company currently provides a standard two-year limited warranty on all new motorcycles sold worldwide, except for Japan, where the Company currently provides a standard three-year limited warranty on all new motorcycles sold. In addition, the Company provides a one-year warranty for Parts & Accessories (P&A). The warranty coverage for the retail customer generally begins when the product is sold to a retail customer. The Company maintains reserves for future warranty claims using an estimated cost, which is based primarily on historical Company claim information maintained by the Company. Additionally, the Company has from time to time initiated voluntary recall campaigns. The Company reserves for all estimated costs associated with recalls in the period that management approves and

commits to the recall.

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Changes in the Company's warranty and recall liability were as follows (in thousands):

| | Three months ended | | Nine months ended | |
|--|--------------------|--------------------|--------------------|--------------------|
| | September 25, 2016 | September 27, 2015 | September 25, 2016 | September 27, 2015 |
| Balance, beginning of period | \$82,480 | \$ 83,416 | \$74,217 | \$ 69,250 |
| Warranties issued during the period | 11,107 | 9,714 | 49,321 | 46,668 |
| Settlements made during the period | (30,512) | (31,492) | (71,354) | (68,611) |
| Recalls and changes to pre-existing warranty liabilities | 22,448 | 18,170 | 33,339 | 32,501 |
| Balance, end of period | \$85,523 | \$ 79,808 | \$85,523 | \$ 79,808 |

The liability for recall campaigns was \$19.5 million, \$10.2 million and \$16.4 million as of September 25, 2016, December 31, 2015 and September 27, 2015, respectively.

15. Earnings Per Share

The following table sets forth the computation for basic and diluted earnings per share (in thousands, except per share amounts):

| | Three months ended | | Nine months ended | |
|---|--------------------|--------------------|--------------------|--------------------|
| | September 25, 2016 | September 27, 2015 | September 25, 2016 | September 27, 2015 |
| Numerator: | | | | |
| Net income used in computing basic and diluted earnings per share | \$ 114,065 | \$ 140,347 | \$ 644,985 | \$ 710,011 |
| Denominator: | | | | |
| Denominator for basic earnings per share - weighted-average common shares | 178,438 | 203,598 | 180,779 | 207,255 |
| Effect of dilutive securities - employee stock compensation plan | 882 | 982 | 803 | 1,027 |
| Denominator for diluted earnings per share - adjusted weighted-average shares outstanding | 179,320 | 204,580 | 181,582 | 208,282 |
| Earnings per common share: | | | | |
| Basic | \$0.64 | \$ 0.69 | \$3.57 | \$ 3.43 |
| Diluted | \$0.64 | \$ 0.69 | \$3.55 | \$ 3.41 |

Outstanding options to purchase 1.2 million and 0.9 million shares of common stock for the three months ended September 25, 2016 and September 27, 2015, respectively, and 1.5 million and 0.9 million shares of common stock for the nine months ended September 25, 2016 and September 27, 2015, respectively, were not included in the Company's computation of dilutive securities because the exercise price was greater than the market price and therefore the effect would have been anti-dilutive.

The Company has a share-based compensation plan under which employees may be granted share-based awards including shares of restricted stock and restricted stock units (RSUs). Non-forfeitable dividends are paid on unvested shares of restricted stock and non-forfeitable dividend equivalents are paid on unvested RSUs. As such, shares of restricted stock and RSUs are considered participating securities under the two-class method of calculating earnings per share as described in ASC Topic 260, "Earnings per Share." The two-class method of calculating earnings per share did not have a material impact on the Company's earnings per share calculation for the three and nine month periods ended September 25, 2016 and September 27, 2015, respectively.

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16. Employee Benefit Plans

The Company has a defined benefit qualified pension plan and postretirement healthcare benefit plans that cover certain employees of the Motorcycles segment. The Company also has unfunded supplemental employee retirement plan agreements (SERPA) with certain employees which were instituted to replace benefits lost under the Tax Revenue Reconciliation Act of 1993. Net periodic benefit costs are allocated among selling, administrative and engineering expense, cost of goods sold and inventory. Amounts capitalized in inventory are not significant.

Components of net periodic benefit costs were as follows (in thousands):

| | Three months ended | | Nine months ended | |
|---|--------------------|--------------------|--------------------|--------------------|
| | September 27, 2016 | September 27, 2015 | September 27, 2016 | September 27, 2015 |
| Pension and SERPA Benefits | | | | |
| Service cost | \$8,359 | \$ 10,010 | \$25,077 | \$ 30,030 |
| Interest cost | 22,707 | 21,836 | 68,121 | 65,508 |
| Expected return on plan assets | (36,445) | (36,232) | (109,335) | (108,696) |
| Amortization of unrecognized: | | | | |
| Prior service cost | 255 | 109 | 765 | 327 |
| Net loss | 11,588 | 13,678 | 34,764 | 41,031 |
| Settlement loss | 300 | — | 900 | — |
| Net periodic benefit cost | \$6,764 | \$ 9,401 | \$20,292 | \$ 28,200 |
| Postretirement Healthcare Benefits | | | | |
| Service cost | \$1,870 | \$ 2,065 | \$5,610 | \$ 6,195 |
| Interest cost | 3,704 | 3,541 | 11,112 | 10,623 |
| Expected return on plan assets | (3,017) | (2,877) | (9,051) | (8,631) |
| Amortization of unrecognized: | | | | |
| Prior service credit | (701) | (804) | (2,103) | (2,412) |
| Net loss | 884 | 993 | 2,652 | 2,979 |
| Net periodic benefit cost | \$2,740 | \$ 2,918 | \$8,220 | \$ 8,754 |

During the first nine months of 2016, the Company voluntarily contributed \$25.0 million in cash to further fund its qualified pension plan. There are no required or planned contributions to the qualified pension plan for the remainder of 2016. The Company expects it will continue to make ongoing benefit payments under the SERPA and postretirement healthcare plans.

17. Business Segments

Harley-Davidson, Inc. is the parent company for the groups of companies doing business as Harley-Davidson Motor Company (HDMC) and Harley-Davidson Financial Services (HDFS). The Company operates in two segments: the Motorcycles & Related Products (Motorcycles) segment and the Financial Services segment. The Company's reportable segments are strategic business units that offer different products and services and are managed separately based on the fundamental differences in their operations. Selected segment information is set forth below (in thousands):

| | Three months ended | | Nine months ended | |
|---|--------------------|--------------------|--------------------|--------------------|
| | September 27, 2016 | September 27, 2015 | September 27, 2016 | September 27, 2015 |
| Motorcycles net revenue | \$1,091,630 | \$ 1,140,321 | \$4,338,353 | \$ 4,301,674 |
| Gross profit | 367,019 | 394,039 | 1,564,857 | 1,631,528 |
| Selling, administrative and engineering expense | 258,090 | 250,974 | 800,722 | 762,406 |
| Operating income from Motorcycles | 108,929 | 143,065 | 764,135 | 869,122 |
| Financial Services revenue | 183,183 | 177,109 | 547,505 | 513,093 |
| Financial Services expense | 113,736 | 104,338 | 332,114 | 293,745 |
| Operating income from Financial Services | 69,447 | 72,771 | 215,391 | 219,348 |
| Operating income | \$178,376 | \$ 215,836 | \$979,526 | \$ 1,088,470 |

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18. Commitments and Contingencies

The Company is subject to lawsuits and other claims related to environmental, product and other matters. In determining required reserves related to these items, the Company carefully analyzes cases and considers the likelihood of adverse judgments or outcomes, as well as the potential range of possible loss. The required reserves are monitored on an ongoing basis and are updated based on new developments or new information in each matter.

Environmental Protection Agency Notice:

In December 2009, the Company received formal, written requests for information from the United States Environmental Protection Agency (EPA) regarding: (i) certificates of conformity for motorcycle emissions and related designations and labels, (ii) aftermarket parts, and (iii) warranty claims on emissions related components. The Company promptly submitted written responses to the EPA's inquiry and has engaged in discussions with the EPA. Since that time, the EPA delivered various additional requests for information to which the Company has responded. More recently, in August 2016, the Company entered into a consent decree with the EPA regarding these issues (the "Settlement"). In the Settlement the Company agreed to, among other things, pay a fine, fund a three-year emissions mitigation project, and not sell tuning products unless they are approved by the EPA or California Air Resources Board. The Company anticipates the EPA will move the court to finalize the Settlement in November 2016. The Company has a reserve associated with this matter which is included in accrued liabilities in the Consolidated Balance Sheet, and as a result, if it is finalized, the Settlement would not have a material adverse effect on the Company's financial condition or results of operations. The Settlement is not final until it is approved by the court, and if it is not approved by the court, the Company cannot reasonably estimate the impact of any remedies the EPA might seek beyond the Company's current reserve for this matter.

York Environmental Matters:

The Company is involved with government agencies and groups of potentially responsible parties in various environmental matters, including a matter involving the cleanup of soil and groundwater contamination at its York, Pennsylvania facility. The York facility was formerly used by the U.S. Navy and AMF prior to the purchase of the York facility by the Company from AMF in 1981. Although the Company is not certain as to the full extent of the environmental contamination at the York facility, it has been working with the Pennsylvania Department of Environmental Protection (PADEP) since 1986 in undertaking environmental investigation and remediation activities, including a site-wide remedial investigation/feasibility study (RI/FS). In January 1995, the Company entered into a settlement agreement (the Agreement) with the Navy, and the parties amended the Agreement in 2013 to address ordnance and explosive waste.

The Agreement calls for the Navy and the Company to contribute amounts into a trust equal to 53% and 47%, respectively, of costs associated with environmental investigation and remediation activities at the York facility (Response Costs). The trust administers the payment of the Response Costs incurred at the York facility as covered by the Agreement.

The Company has a reserve for its estimate of its share of the future Response Costs at the York facility which is included in accrued liabilities in the Consolidated Balance Sheets. While much of the work on the RI/FS is complete, it is still under agency review and given the uncertainty that exists concerning the nature and scope of additional environmental investigation and remediation that may ultimately be required under the RI/FS that is finally approved or otherwise at the York facility, the Company is unable to make a reasonable estimate of those additional costs, if any, that may result.

The estimate of the Company's future Response Costs that will be incurred at the York facility is based on reports of independent environmental consultants retained by the Company, the actual costs incurred to date and the estimated costs to complete the necessary investigation and remediation activities.

Product Liability Matters:

The Company is involved in product liability suits related to the operation of its business. The Company accrues for claim exposures that are probable of occurrence and can be reasonably estimated. The Company also maintains insurance coverage for product liability exposures. The Company believes that its accruals and insurance coverage are adequate and that product liability suits will not have a material adverse effect on the Company's consolidated financial statements.

National Highway Traffic Safety Administration Matters:

In July 2016, the National Highway Traffic Safety Administration (NHTSA) announced that it will investigate certain of the Company's model-year 2008-2011 motorcycles equipped with anti-lock braking systems (ABS). NHTSA's investigation is in response to rider complaints related to brake failures. NHTSA noted that Harley-Davidson has a two-year brake fluid replacement interval that owners either are unaware of or ignore. The Company does not believe that a loss related to this matter is probable and no reserve has been established. However, it is possible that the outcome of NHTSA's investigation

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could result in future costs to the Company. Given the uncertainty that still exists concerning the resolution of this matter, the Company cannot reasonably estimate these possible future costs, if any.

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19. Supplemental Consolidating Data

The supplemental consolidating data for the periods noted is presented for informational purposes. The supplemental consolidating data may be different than segment information presented elsewhere due to the allocation of intercompany eliminations to reporting segments. All supplemental data is presented in thousands.

| | Three months ended September 25, 2016 | | | |
|---|---------------------------------------|---------------|---------------|--------------|
| | HDMC Entities | HDFS Entities | Eliminations | Consolidated |
| Revenue: | | | | |
| Motorcycles and Related Products | \$ 1,094,148 | \$ — | \$ (2,518) | \$ 1,091,630 |
| Financial Services | — | 183,706 | (523) | 183,183 |
| Total revenue | 1,094,148 | 183,706 | (3,041) | 1,274,813 |
| Costs and expenses: | | | | |
| Motorcycles and Related Products cost of goods sold | 724,611 | — | — | 724,611 |
| Financial Services interest expense | — | 42,573 | — | 42,573 |
| Financial Services provision for credit losses | — | 36,543 | — | 36,543 |
| Selling, administrative and engineering expense | 258,541 | 37,139 | (2,970) | 292,710 |
| Total costs and expenses | 983,152 | 116,255 | (2,970) | 1,096,437 |
| Operating income | 110,996 | 67,451 | (71) | 178,376 |
| Investment income | 2,300 | — | — | 2,300 |
| Interest expense | 7,706 | — | — | 7,706 |
| Income before provision for income taxes | 105,590 | 67,451 | (71) | 172,970 |
| Provision for income taxes | 33,895 | 25,010 | — | 58,905 |
| Net income | \$ 71,695 | \$ 42,441 | \$ (71) | \$ 114,065 |
| | Nine months ended September 25, 2016 | | | |
| | HDMC Entities | HDFS Entities | Eliminations | Consolidated |
| Revenue: | | | | |
| Motorcycles and Related Products | \$ 4,346,166 | \$ — | \$ (7,813) | \$ 4,338,353 |
| Financial Services | — | 549,162 | (1,657) | 547,505 |
| Total revenue | 4,346,166 | 549,162 | (9,470) | 4,885,858 |
| Costs and expenses: | | | | |
| Motorcycles and Related Products cost of goods sold | 2,773,496 | — | — | 2,773,496 |
| Financial Services interest expense | — | 131,387 | — | 131,387 |
| Financial Services provision for credit losses | — | 97,127 | — | 97,127 |
| Selling, administrative and engineering expense | 802,139 | 111,414 | (9,231) | 904,322 |
| Total costs and expenses | 3,575,635 | 339,928 | (9,231) | 3,906,332 |
| Operating income | 770,531 | 209,234 | (239) | 979,526 |
| Investment income | 186,754 | — | (183,000) | 3,754 |
| Interest expense | 21,968 | — | — | 21,968 |
| Income before provision for income taxes | 935,317 | 209,234 | (183,239) | 961,312 |
| Provision for income taxes | 238,256 | 78,071 | — | 316,327 |
| Net income | \$ 697,061 | \$ 131,163 | \$ (183,239) | \$ 644,985 |

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| | Three months ended September 27, 2015 | | | |
|---|---------------------------------------|---------------|--------------|----------------|
| | HDMC Entities | HDFS Entities | Eliminations | Consolidated |
| Revenue: | | | | |
| Motorcycles and Related Products | \$ 1,142,948 | \$ — | \$ (2,627 |) \$ 1,140,321 |
| Financial Services | — | 177,487 | (378 |) 177,109 |
| Total revenue | 1,142,948 | 177,487 | (3,005 |) 1,317,430 |
| Costs and expenses: | | | | |
| Motorcycles and Related Products cost of goods sold | 746,282 | — | — | 746,282 |
| Financial Services interest expense | — | 41,214 | — | 41,214 |
| Financial Services provision for credit losses | — | 27,233 | — | 27,233 |
| Selling, administrative and engineering expense | 251,352 | 38,518 | (3,005 |) 286,865 |
| Total costs and expenses | 997,634 | 106,965 | (3,005 |) 1,101,594 |
| Operating income | 145,314 | 70,522 | — | 215,836 |
| Investment income | 3,211 | — | — | 3,211 |
| Interest expense | 4,879 | — | — | 4,879 |
| Income before provision for income taxes | 143,646 | 70,522 | — | 214,168 |
| Provision for income taxes | 47,703 | 26,118 | — | 73,821 |
| Net income | \$95,943 | \$ 44,404 | \$ — | \$ 140,347 |
| Nine months ended September 27, 2015 | | | | |
| | HDMC Entities | HDFS Entities | Eliminations | Consolidated |
| Revenue: | | | | |
| Motorcycles and Related Products | \$4,309,589 | \$ — | \$ (7,915 |) \$ 4,301,674 |
| Financial Services | — | 514,324 | (1,231 |) 513,093 |
| Total revenue | 4,309,589 | 514,324 | (9,146 |) 4,814,767 |
| Costs and expenses: | | | | |
| Motorcycles and Related Products cost of goods sold | 2,670,146 | — | — | 2,670,146 |
| Financial Services interest expense | — | 120,938 | — | 120,938 |
| Financial Services provision for credit losses | — | 68,655 | — | 68,655 |
| Selling, administrative and engineering expense | 763,637 | 112,067 | (9,146 |) 866,558 |
| Total costs and expenses | 3,433,783 | 301,660 | (9,146 |) 3,726,297 |
| Operating income | 875,806 | 212,664 | — | 1,088,470 |
| Investment income | 105,983 | — | (100,000 |) 5,983 |
| Interest expense | 4,897 | — | — | 4,897 |
| Income before provision for income taxes | 976,892 | 212,664 | (100,000 |) 1,089,556 |
| Provision for income taxes | 303,852 | 75,693 | — | 379,545 |
| Net income | \$673,040 | \$ 136,971 | \$ (100,000 |) \$ 710,011 |

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| | September 25, 2016 | | | |
|---|--------------------|---------------|---------------|---------------|
| | HDMC Entities | HDFS Entities | Eliminations | Consolidated |
| ASSETS | | | | |
| Current assets: | | | | |
| Cash and cash equivalents | \$438,875 | \$ 351,409 | \$— | \$ 790,284 |
| Marketable securities | 5,038 | — | — | 5,038 |
| Accounts receivable, net | 751,770 | — | (405,594) | 346,176 |
| Finance receivables, net | — | 2,205,644 | — | 2,205,644 |
| Inventories | 426,547 | — | — | 426,547 |
| Restricted cash | — | 65,088 | — | 65,088 |
| Deferred income taxes | 61,611 | 61,998 | — | 123,609 |
| Other current assets | 110,060 | 41,305 | (11,407) | 139,958 |
| Total current assets | 1,793,901 | 2,725,444 | (417,001) | 4,102,344 |
| Finance receivables, net | — | 4,944,322 | — | 4,944,322 |
| Property, plant and equipment, net | 917,984 | 36,491 | — | 954,475 |
| Goodwill | 54,663 | — | — | 54,663 |
| Deferred income taxes | 73,639 | 9,066 | (1,874) | 80,831 |
| Other long-term assets | 133,441 | 24,605 | (82,455) | 75,591 |
| | \$2,973,628 | \$ 7,739,928 | \$ (501,330) | \$ 10,212,226 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | | |
| Current liabilities: | | | | |
| Accounts payable | \$268,945 | \$ 428,243 | \$(405,594) | \$ 291,594 |
| Accrued liabilities | 419,675 | 98,268 | (11,410) | 506,533 |
| Short-term debt | — | 1,055,428 | — | 1,055,428 |
| Current portion of long-term debt, net | — | 700,152 | — | 700,152 |
| Total current liabilities | 688,620 | 2,282,091 | (417,004) | 2,553,707 |
| Long-term debt, net | 741,144 | 4,429,465 | — | 5,170,609 |
| Pension liability | 120,494 | — | — | 120,494 |
| Postretirement healthcare benefits | 182,825 | — | — | 182,825 |
| Other long-term liabilities | 160,784 | 28,425 | 3,014 | 192,223 |
| Shareholders' equity | 1,079,761 | 999,947 | (87,340) | 1,992,368 |
| | \$2,973,628 | \$ 7,739,928 | \$ (501,330) | \$ 10,212,226 |

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| | December 31, 2015 | | | |
|---|-------------------|---------------|--------------|--------------|
| | HDMC Entities | HDFS Entities | Eliminations | Consolidated |
| ASSETS | | | | |
| Current assets: | | | | |
| Cash and cash equivalents | \$400,443 | \$ 321,766 | \$— | \$ 722,209 |
| Marketable securities | 45,192 | — | — | 45,192 |
| Accounts receivable, net | 390,799 | — | (143,394) | 247,405 |
| Finance receivables, net | — | 2,053,582 | — | 2,053,582 |
| Inventories | 585,907 | — | — | 585,907 |
| Restricted cash | — | 88,267 | — | 88,267 |
| Deferred income taxes | 56,319 | 46,450 | — | 102,769 |
| Other current assets | 90,824 | 43,807 | (2,079) | 132,552 |
| Total current assets | 1,569,484 | 2,553,872 | (145,473) | 3,977,883 |
| Finance receivables, net | — | 4,814,571 | — | 4,814,571 |
| Property, plant and equipment, net | 906,972 | 35,446 | — | 942,418 |
| Goodwill | 54,182 | — | — | 54,182 |
| Deferred income taxes | 86,075 | 15,681 | (2,142) | 99,614 |
| Other long-term assets | 133,753 | 31,158 | (80,602) | 84,309 |
| | \$2,750,466 | \$ 7,450,728 | \$(228,217) | \$ 9,972,977 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | | |
| Current liabilities: | | | | |
| Accounts payable | \$220,050 | \$ 158,958 | \$(143,394) | \$ 235,614 |
| Accrued liabilities | 387,137 | 89,048 | (4,221) | 471,964 |
| Short-term debt | — | 1,201,380 | — | 1,201,380 |
| Current portion of long-term debt, net | — | 838,349 | — | 838,349 |
| Total current liabilities | 607,187 | 2,287,735 | (147,615) | 2,747,307 |
| Long-term debt, net | 740,653 | 4,091,816 | — | 4,832,469 |
| Pension liability | 164,888 | — | — | 164,888 |
| Postretirement healthcare benefits | 193,659 | — | — | 193,659 |
| Other long-term liabilities | 166,440 | 28,560 | — | 195,000 |
| Shareholders' equity | 877,639 | 1,042,617 | (80,602) | 1,839,654 |
| | \$2,750,466 | \$ 7,450,728 | \$(228,217) | \$ 9,972,977 |

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| | September 27, 2015 | | | |
|---|--------------------|---------------|--------------|---------------|
| | HDMC Entities | HDFS Entities | Eliminations | Consolidated |
| ASSETS | | | | |
| Current assets: | | | | |
| Cash and cash equivalents | \$963,360 | \$ 405,194 | \$— | \$1,368,554 |
| Marketable securities | 47,358 | — | — | 47,358 |
| Accounts receivable, net | 725,828 | — | (431,774) | 294,054 |
| Finance receivables, net | — | 2,068,873 | — | 2,068,873 |
| Inventories | 466,657 | — | — | 466,657 |
| Restricted cash | — | 113,499 | — | 113,499 |
| Deferred income taxes | 53,218 | 47,340 | — | 100,558 |
| Other current assets | 121,953 | 37,893 | (9,179) | 150,667 |
| Total current assets | 2,378,374 | 2,672,799 | (440,953) | 4,610,220 |
| Finance receivables, net | — | 5,009,473 | — | 5,009,473 |
| Property, plant and equipment, net | 845,297 | 32,490 | — | 877,787 |
| Goodwill | 54,267 | — | — | 54,267 |
| Deferred income taxes | 59,649 | 14,232 | (1,929) | 71,952 |
| Other long-term assets | 135,766 | 32,522 | (79,953) | 88,335 |
| | \$3,473,353 | \$ 7,761,516 | \$(522,835) | \$ 10,712,034 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | | |
| Current liabilities: | | | | |
| Accounts payable | \$290,154 | \$ 458,514 | \$(431,774) | \$316,894 |
| Accrued liabilities | 382,292 | 93,168 | (11,108) | 464,352 |
| Short-term debt | — | 990,049 | — | 990,049 |
| Current portion of long-term debt, net | — | 885,889 | — | 885,889 |
| Total current liabilities | 672,446 | 2,427,620 | (442,882) | 2,657,184 |
| Long-term debt, net | 741,057 | 4,299,587 | — | 5,040,644 |
| Pension liability | 61,458 | — | — | 61,458 |
| Postretirement healthcare benefits | 193,406 | — | — | 193,406 |
| Other long-term liabilities | 172,038 | 27,631 | — | 199,669 |
| Shareholders' equity | 1,632,948 | 1,006,678 | (79,953) | 2,559,673 |
| | \$3,473,353 | \$ 7,761,516 | \$(522,835) | \$ 10,712,034 |

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| | Nine months ended September 25, 2016 | | | |
|---|--------------------------------------|-----------|--------------|--------------|
| | HDMC | HDFS | Eliminations | Consolidated |
| | Entities | Entities | | |
| Cash flows from operating activities: | | | | |
| Net income | \$697,061 | \$131,163 | \$(183,239) | \$ 644,985 |
| Adjustments to reconcile net income to cash provided by operating activities: | | | | |
| Depreciation and amortization of intangibles | 148,851 | 5,714 | — | 154,565 |
| Amortization of deferred loan origination costs | — | 65,445 | — | 65,445 |
| Amortization of financing origination fees | 491 | 6,721 | — | 7,212 |
| Provision for employee long-term benefits | 27,608 | — | — | 27,608 |
| Employee benefit plan contributions and payments | (47,658) | — | — | (47,658) |
| Stock compensation expense | 23,056 | 1,853 | — | 24,909 |
| Net change in wholesale finance receivables related to sales | — | — | (169,599) | (169,599) |
| Provision for credit losses | — | 97,127 | — | 97,127 |
| Gain on off-balance sheet securitization | — | (9,269) | — | (9,269) |
| Loss on debt extinguishment | — | 118 | — | 118 |
| Pension plan settlement expense | 900 | — | — | 900 |
| Deferred income taxes | (574) | (10,419) | (268) | (11,261) |
| Foreign currency adjustments | (11,741) | — | — | (11,741) |
| Other, net | (12,416) | 648 | 239 | (11,529) |
| Change in current assets and current liabilities: | | | | |
| Accounts receivable, net | (348,996) | — | 262,200 | (86,796) |
| Finance receivables—accrued interest and other | — | 364 | — | 364 |
| Inventories | 173,975 | — | — | 173,975 |
| Accounts payable and accrued liabilities | 74,269 | 277,142 | (254,221) | 97,190 |
| Derivative instruments | (1,992) | — | — | (1,992) |
| Other | (18,924) | 2,180 | — | (16,744) |
| Total adjustments | 6,849 | 437,624 | (161,649) | 282,824 |
| Net cash provided by operating activities | 703,910 | 568,787 | (344,888) | 927,809 |

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| | Nine months ended September 25, 2016 | | | |
|--|--------------------------------------|------------------|--------------|--------------|
| | HDMC Entities | HDFS Entities | Eliminations | Consolidated |
| Cash flows from investing activities: | | | | |
| Capital expenditures | (155,967) | (6,759) | — | (162,726) |
| Origination of finance receivables | — | (6,297,040) | 3,287,561 | (3,009,479) |
| Collections of finance receivables | — | 5,566,139 | (3,125,673) | 2,440,466 |
| Proceeds from finance receivables sold | — | 312,571 | — | 312,571 |
| Sales and redemptions of marketable securities | 40,014 | — | — | 40,014 |
| Other | 251 | — | — | 251 |
| Net cash used by investing activities | (115,702) | (425,089) | 161,888 | (378,903) |
| Cash flows from financing activities: | | | | |
| Proceeds from issuance of medium-term notes | — | 1,193,396 | — | 1,193,396 |
| Repayments of medium-term notes | — | (451,336) | — | (451,336) |
| Repayments of securitization debt | — | (535,616) | — | (535,616) |
| Net decrease in credit facilities and unsecured commercial paper | — | (146,328) | — | (146,328) |
| Borrowings of asset-backed commercial paper | — | 33,428 | — | 33,428 |
| Repayments of asset-backed commercial paper | — | (55,170) | — | (55,170) |
| Net change in restricted cash | — | 30,981 | — | 30,981 |
| Dividends paid | (190,387) | (183,000) | 183,000 | (190,387) |
| Purchase of common stock for treasury | (374,234) | — | — | (374,234) |
| Excess tax benefits from share-based payments | 1,291 | — | — | 1,291 |
| Issuance of common stock under employee stock option plans | 6,444 | — | — | 6,444 |
| Net cash used by financing activities | (556,886) | (113,645) | 183,000 | (487,531) |
| Effect of exchange rate changes on cash and cash equivalents | 7,110 | (410) | — | 6,700 |
| Net increase in cash and cash equivalents | \$38,432 | \$29,643 | \$ — | \$ 68,075 |
| Cash and cash equivalents: | | | | |
| Cash and cash equivalents—beginning of period | \$400,443 | \$321,766 | \$ — | \$ 722,209 |
| Net increase in cash and cash equivalents | 38,432 | 29,643 | — | 68,075 |
| Cash and cash equivalents—end of period | \$438,875 | \$351,409 | \$ — | \$ 790,284 |

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| | Nine months ended September 27, 2015 | | | |
|---|--------------------------------------|-----------|--------------|--------------|
| | HDMC | HDFS | Eliminations | Consolidated |
| | Entities | Entities | | |
| Cash flows from operating activities: | | | | |
| Net income | \$673,040 | \$136,971 | \$(100,000) | \$710,011 |
| Adjustments to reconcile net income to cash provided by operating activities: | | | | |
| Depreciation and amortization of intangibles | 135,232 | 6,792 | — | 142,024 |
| Amortization of deferred loan origination costs | — | 71,012 | — | 71,012 |
| Amortization of financing origination fees | 107 | 7,224 | — | 7,331 |
| Provision for employee long-term benefits | 36,954 | — | — | 36,954 |
| Employee benefit plan contributions and payments | (19,358) | — | — | (19,358) |
| Stock compensation expense | 21,723 | 2,009 | — | 23,732 |
| Net change in wholesale finance receivables related to sales | — | — | (157,532) | (157,532) |
| Provision for credit losses | — | 68,655 | — | 68,655 |
| Deferred income taxes | 2,951 | (12,223) | — | (9,272) |
| Foreign currency adjustments | 22,010 | — | — | 22,010 |
| Other, net | 3,778 | 1,222 | — | 5,000 |
| Change in current assets and current liabilities: | | | | |
| Accounts receivable, net | (331,347) | — | 270,660 | (60,687) |
| Finance receivables—accrued interest and other | — | (98) | — | (98) |
| Inventories | (36,109) | — | — | (36,109) |
| Accounts payable and accrued liabilities | 141,577 | 319,734 | (250,266) | 211,045 |
| Derivative instruments | (6,734) | — | — | (6,734) |
| Other | 11,293 | 1,680 | — | 12,973 |
| Total adjustments | (17,923) | 466,007 | (137,138) | 310,946 |
| Net cash provided by operating activities | 655,117 | 602,978 | (237,138) | 1,020,957 |

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Nine months ended September 27, 2015

| | HDMC Entities | HDFS Entities | Eliminations | Consolidated |
|--|------------------|------------------|--------------|--------------|
|--|------------------|------------------|--------------|--------------|

| | | | | |
|--|------------|--------------|-------------|--------------|
| Cash flows from investing activities: | | | | |
| Capital expenditures | (134,164) | (4,890) | — | (139,054) |
| Origination of finance receivables | — | (6,512,799) | 3,399,972 | (3,112,827) |
| Collections of finance receivables | — | 5,656,189 | (3,262,884) | 2,393,355 |
| Sales and redemptions of marketable securities | 9,500 | — | — | 9,500 |
| Acquisition of business | (59,910) | — | — | (59,910) |
| Other | 5,172 | — | — | 5,172 |
| Net cash used by investing activities | (179,402) | (861,500) | 137,138 | (903,764) |
| Cash flows from financing activities: | | | | |
| Proceeds from issuance of senior unsecured notes | 740,949 | — | — | 740,949 |
| Proceeds from issuance of medium-term notes | — | 595,386 | — | 595,386 |
| Repayments of medium-term notes | — | (600,000) | — | (600,000) |
| Intercompany borrowing activity | 250,000 | (250,000) | — | — |
| Proceeds from securitization debt | — | 1,195,668 | — | 1,195,668 |
| Repayments of securitization debt | — | (764,909) | — | (764,909) |
| Net increase in credit facilities and unsecured commercial paper | — | 258,734 | — | 258,734 |
| Borrowings of asset-backed commercial paper | — | 69,191 | — | 69,191 |
| Repayments of asset-backed commercial paper | — | (55,124) | — | (55,124) |
| Net change in restricted cash | — | (15,165) | — | (15,165) |
| Dividends paid | (191,451) | (100,000) | 100,000 | (191,451) |
| Purchase of common stock for treasury | (894,565) | — | — | (894,565) |
| Excess tax benefits from share-based payments | 2,878 | — | — | 2,878 |
| Issuance of common stock under employee stock option plans | 16,755 | — | — | 16,755 |
| Net cash (used by) provided by financing activities | (75,434) | 333,781 | 100,000 | 358,347 |
| Effect of exchange rate changes on cash and cash equivalents | (10,816) | (2,850) | — | (13,666) |
| Net increase in cash and cash equivalents | \$389,465 | \$72,409 | \$ — | \$461,874 |
| Cash and cash equivalents: | | | | |
| Cash and cash equivalents—beginning of period | \$573,895 | \$332,785 | \$ — | \$906,680 |
| Net increase in cash and cash equivalents | 389,465 | 72,409 | — | 461,874 |
| Cash and cash equivalents—end of period | \$963,360 | \$405,194 | \$ — | \$1,368,554 |

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Harley-Davidson, Inc. is the parent company of the groups of companies doing business as Harley-Davidson Motor Company (HDMC) and Harley-Davidson Financial Services (HDFS). Unless the context otherwise requires, all references to the "Company" include Harley-Davidson, Inc. and all its subsidiaries. The Company operates in two business segments: Motorcycles & Related Products (Motorcycles) and Financial Services. The Company's reportable segments are strategic business units that offer different products and services and are managed separately based on the fundamental differences in their operations.

The Motorcycles segment consists of HDMC which designs, manufactures and sells at wholesale on-road Harley-Davidson motorcycles as well as a line of motorcycle parts, accessories, general merchandise and related services. The Company's products are sold to retail customers through a network of independent dealers. The Company conducts business on a global basis, with sales in the following regions: Americas, Europe/Middle East/Africa (EMEA) and Asia-Pacific.

The Financial Services segment consists of HDFS which primarily provides wholesale and retail financing and insurance-related programs to Harley-Davidson dealers and their retail customers. HDFS conducts business principally in the United States and Canada.

The "% Change" figures included in the "Results of Operations" section were calculated using unrounded dollar amounts and may differ from calculations using the rounded dollar amounts presented.

Overview

The Company's net income was \$114.1 million, or \$0.64 per diluted share, for the third quarter of 2016 compared to \$140.3 million, or \$0.69 per diluted share, in the third quarter of 2015. Operating income from Motorcycles decreased \$34.1 million or 23.9% compared to last year's third quarter due primarily to lower motorcycle shipments and higher manufacturing costs. Operating income from Financial Services in the third quarter of 2016 was \$69.4 million, down 4.6% compared to \$72.8 million in the year-ago quarter.

Worldwide retail sales of new Harley-Davidson motorcycles were down 4.5% compared to the third quarter of 2015. During the third quarter of 2016, independent dealer retail sales of new Harley-Davidson motorcycles were 7.1% lower in the U.S. behind weak industry sales while retail sales in international markets were up 1.0% compared to the prior year third quarter.

(1) Note Regarding Forward-Looking Statements

The Company intends that certain matters discussed in this report are "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements can generally be identified as such by reference to this footnote or because the context of the statement will include words such as the Company "believes," "anticipates," "expects," "plans," or "estimates" or words of similar meaning. Similarly, statements that describe future plans, objectives, outlooks, targets, guidance or goals are also forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those anticipated as of the date of this report. Certain of such risks and uncertainties are described in close proximity to such statements or elsewhere in this report, including under the caption "Cautionary Statements" and in Item 1A "Risk Factors" of the Company's Annual Report on Form 10-K for the year ended December 31, 2015. Shareholders, potential investors, and other readers are urged to consider these factors in evaluating the forward-looking statements and cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements included in the Overview and Outlook section are only made as of October 18, 2016 and the remaining forward looking statements in this report are only made as of the date of the filing of this report (November 3, 2016) and the Company disclaims any obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

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Outlook⁽¹⁾

On October 18, 2016, the Company provided the following information concerning its expectations for the remainder of 2016:

The Company continues to expect to ship 264,000 to 269,000 Harley-Davidson motorcycles to dealers in 2016, approximately down 1% to up 1% compared to 2015. In addition, the Company announced that its full-year shipment estimate included expected shipments of 44,200 to 49,200 motorcycles in the fourth quarter of 2016 compared to 48,149 motorcycles shipped in the fourth quarter of 2015 which is approximately down 8% to up 2%. These expectations reflect that the Company is encouraged by the momentum experienced in the U.S. in September, when new model-year 2017 motorcycles drove an increase in retail sales of approximately 5% and an increase in market share in the U.S. for 601+cc motorcycles of more than 3 percentage points. The Company expects worldwide year-over-year retail sales results in the fourth quarter of 2016 to be impacted by:

- Significant demand for products featuring the Milwaukee-Eight™ engine
- The Company's increase in demand-driving investments
- Expansion of its international dealer network
- Last year's U.S. industry decline of 3.8%

The Company continues to expect 2016 full-year operating margin percent for the Motorcycles segment to be between 15% and 16% compared to 16.5% in 2015.

The Company continues to expect gross margin to be down in 2016 compared to 2015; however, it expects manufacturing costs to be favorable in the fourth quarter of 2016 compared to the prior year quarter as the Company returns to normal operations. The Company had experienced unfavorable manufacturing costs in the first three quarters of 2016 compared to the first three quarters of 2015 due in part to start-up costs associated with the implementation of its ERP system at its Kansas City manufacturing facility and the new Milwaukee-Eight™ engine introduced with the model-year 2017 Touring motorcycles.

The impact of foreign currency on gross profit during the fourth quarter will depend on future exchange rates. If foreign currency rates experienced recently remained constant throughout the remainder of 2016, the Company estimates the impact to gross profit in the fourth quarter would not be significant.

As a result of slower industry growth that the Company continues to experience in the U.S., it announced that it will streamline its operations in the fourth quarter of 2016. The Company expects a fourth quarter 2016 charge of approximately \$20 million to \$25 million, primarily for employee separation and other reorganization costs. Including the reorganization costs, the Company continues to expect full-year selling, administrative and engineering expenses to be flat to up modestly from 2015. The Company now expects full-year selling, administrative and engineering expenses to be largely flat as a percent of revenue. The Company had previously expected full-year selling, administrative and engineering expenses to be lower as a percent of revenue. The Company expects its streamlining activities will result in savings of approximately \$30 million to \$35 million in 2017.

The Company continues to expect operating income for the Financial Services segment to be down modestly in 2016 as compared to 2015 as a result of a higher provision for credit losses and increased borrowing costs, partially offset by higher revenues.

The Company continues to estimate capital expenditures for 2016 to be between \$255 million and \$275 million. The Company anticipates it will have the ability to fund all capital expenditures in 2016 with cash flows generated by operations.

The Company continues to expect its full-year 2016 effective income tax rate will be approximately 33%. The 2015 effective tax rate was 34.6%.

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Results of Operations for the Three Months Ended September 25, 2016
 Compared to the Three Months Ended September 27, 2015
 Consolidated Results

| (in thousands, except earnings per share) | Three months ended | | September 27, (Decrease) % | |
|--|--------------------|--------------------|----------------------------|---------|
| | September 25, 2016 | September 27, 2015 | Increase | Change |
| Operating income from Motorcycles & Related Products | \$ 108,929 | \$ 143,065 | \$(34,136) | (23.9)% |
| Operating income from Financial Services | 69,447 | 72,771 | (3,324) | (4.6) |
| Operating income | 178,376 | 215,836 | (37,460) | (17.4) |
| Investment income | 2,300 | 3,211 | (911) | (28.4) |
| Interest expense | 7,706 | 4,879 | 2,827 | 57.9 |
| Income before income taxes | 172,970 | 214,168 | (41,198) | (19.2) |
| Provision for income taxes | 58,905 | 73,821 | (14,916) | (20.2) |
| Net income | \$ 114,065 | \$ 140,347 | \$(26,282) | (18.7)% |
| Diluted earnings per share | \$ 0.64 | \$ 0.69 | \$(0.05) | (7.2)% |

Consolidated operating income was down 17.4% in the third quarter of 2016 primarily due to a decrease in operating income from the Motorcycles segment which declined by \$34.1 million, or 23.9%, compared to the third quarter of 2015. Operating income from the Financial Services segment decreased \$3.3 million, or 4.6%, compared to the third quarter of 2015. Please refer to the "Motorcycles and Related Products Segment" and "Financial Services Segment" discussions following for a more detailed discussion of the factors affecting operating income.

Corporate interest expense was \$2.8 million higher in the third quarter of 2016 compared to the third quarter of 2015 due to the issuance of debt on July 28, 2015. The Company issued \$750.0 million of senior unsecured notes in the third quarter of 2015 and utilized the proceeds to fund the purchase of its common stock in the third and fourth quarters of 2015.

The effective income tax rate for the third quarter of 2016 was 34.1% compared to 34.5% for the third quarter of 2015. Diluted earnings per share were \$0.64 in the third quarter of 2016, down 7.2% from the same period in the prior year. Diluted earnings per share were adversely impacted by the 18.7% decrease in net income, but benefited from lower diluted weighted average shares outstanding. Diluted weighted average shares outstanding decreased from 204.6 million in the third quarter of 2015 to 179.3 million in the third quarter of 2016, driven by the Company's repurchases of common stock. Please refer to "Liquidity and Capital Resources" for additional information concerning the Company's share repurchase activity.

Table of ContentsHarley-Davidson Motorcycle Worldwide Retail Sales^(a)

The following table includes retail unit sales of Harley-Davidson motorcycles:

| | Three months ended | | (Decrease) | % |
|--|--------------------|----------------|------------|---------|
| | September 2016 | September 2015 | | |
| Americas Region | | | | |
| United States | 45,469 | 48,918 | (3,449) | (7.1)% |
| Canada | 2,663 | 2,554 | 109 | 4.3 % |
| Latin America | 2,605 | 2,818 | (213) | (7.6)% |
| Total Americas Region | 50,737 | 54,290 | (3,553) | (6.5)% |
| Europe, Middle East and Africa Region (EMEA) | | | | |
| Europe ^(b) | 8,807 | 8,441 | 366 | 4.3 % |
| Other | 1,417 | 1,590 | (173) | (10.9)% |
| Total EMEA Region | 10,224 | 10,031 | 193 | 1.9 % |
| Asia Pacific Region | | | | |
| Japan | 2,762 | 2,642 | 120 | 4.5 % |
| Other | 5,232 | 5,215 | 17 | 0.3 % |
| Total Asia Pacific Region | 7,994 | 7,857 | 137 | 1.7 % |
| Total Worldwide Retail Sales | 68,955 | 72,178 | (3,223) | (4.5)% |
| Total International Retail Sales | 23,486 | 23,260 | 226 | 1.0 % |

Worldwide independent dealer retail sales of Harley-Davidson motorcycles during the third quarter of 2016 decreased 4.5% compared to the third quarter of 2015. Retail sales of Harley-Davidson motorcycles decreased 7.1% in the United States and increased 1.0% internationally in the third quarter of 2016. The Company believes its investments to drive demand are mitigating the effects of the intense global competitive environment, including the expanded price gaps to the competition in the U.S. and the impact of new product introductions. This was evidenced by the very positive response the Company received to its model-year 2017 Touring motorcycles featuring its new Milwaukee-Eight™ engine. The new model-year 2017 motorcycles drove significantly improved U.S. retail sales and market share in September as well as positive retail momentum in the EMEA region. In the Asia Pacific region, the initial customer response was also encouraging as the 2017 models only began arriving in that region at the end of the third quarter.

The Company's U.S. retail sales decreased by 7.1% in the third quarter of 2016 on weak industry results. U.S. industry registrations of 601+cc motorcycles in the third quarter of 2016 decreased 6.3%. The Company believes the decrease was due to strong prior year industry growth driven by aggressive competitive discounting, weak sales in oil-dependent areas and lower year-over-year used motorcycle values across the industry.

The Company's U.S. market share of 601+cc motorcycles for the third quarter of 2016 was 52.3%, essentially flat compared to the same period last year (Source: Motorcycle Industry Council). The Company believes its third quarter market share stability was driven by its demand driving investments and a strong reception to its new model-year 2017 motorcycles.

In the EMEA region, retail sales of Harley-Davidson motorcycles in the third quarter of 2016 increased 1.9% compared to the prior year due in part to a positive reception to the Company's new model-year 2017 motorcycles. Third quarter 2016 retail sales in the Asia Pacific region were up 1.7% compared to the third quarter of 2015 driven by growth in Japan and Australia. The Company believes growth in the Asia Pacific region will continue in the fourth quarter of 2016 due to the improving availability of its model-year 2017 motorcycles, the planned opening of 11 new dealerships, and the reopening of several dealerships in Indonesia that were exited at the beginning of 2016.⁽¹⁾

Latin America retail sales were down 7.6% in the third quarter of 2016 compared to the prior year as a result of lower retail sales in Brazil. The Company believes retail sales in the Brazil market continued to be impacted by a slowing economy, consumer uncertainty and aggressive price competition. In response to the nearly 50% devaluation of the

Brazilian Real in

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2015, the Company raised prices for model-year 2016 motorcycles by approximately 23% to improve its profitability per motorcycle.

Retail sales in Canada were 4.3% higher in the third quarter of 2016 compared to the third quarter of 2015.

In support of the Company's strategic focus on increasing brand access, it plans to continue to expand its international distribution. The Company added nine new international dealerships in the third quarter of 2016 and it expects to add another 16 new dealers, including the 11 new dealerships in the Asia Pacific region discussed above, in the fourth quarter of 2016.⁽¹⁾

Data source for retail sales figures shown above is new sales warranty and registration information provided by (a) Harley-Davidson dealers and compiled by the Company. The Company must rely on information that its dealers supply concerning retail sales and this information is subject to revision.

(b) Includes Austria, Belgium, Denmark, Finland, France, Germany, Greece, Italy, Luxembourg, Netherlands, Norway, Portugal, Spain, Sweden, Switzerland and the United Kingdom.

Motorcycles & Related Products Segment

Motorcycle Unit Shipments

The following table includes wholesale motorcycle unit shipments for the Motorcycles segment:

| | Three months ended | | | | | | Unit Increase | Unit Change |
|--------------------------------------|-----------------------|--------|-----------------------|--------|---------|---------|------------------|----------------|
| | September 25, 2016 | | September 27, 2015 | | Unit | % | | |
| | Units | Mix % | Units | Mix % | | | | |
| United States | 26,269 | 54.0 % | 30,092 | 56.3 % | (3,823) | (12.7)% | | |
| International | 22,342 | 46.0 % | 23,380 | 43.7 % | (1,038) | (4.4) | | |
| Harley-Davidson motorcycle units | 48,611 | 100.0% | 53,472 | 100.0% | (4,861) | (9.1) | % | |
| Touring motorcycle units | 23,295 | 47.9 % | 21,994 | 41.1 % | 1,301 | 5.9 | % | |
| Cruiser motorcycle units | 13,986 | 28.8 % | 18,405 | 34.4 % | (4,419) | (24.0) | | |
| Sportster® / Street motorcycle units | 11,330 | 23.3 % | 13,073 | 24.5 % | (1,743) | (13.3) | | |
| Harley-Davidson motorcycle units | 48,611 | 100.0% | 53,472 | 100.0% | (4,861) | (9.1) | % | |

The Company shipped 48,611 Harley-Davidson motorcycles worldwide during the third quarter of 2016, which was 9.1% lower than the third quarter of 2015 and in line with the Company's expectations.

Shipments of Touring motorcycles as a percentage of total shipments increased in the third quarter of 2016 compared to the prior year while shipments of Cruiser and Sportster® / Street motorcycles as a percentage of total shipments decreased. The higher shipment mix of Touring motorcycles reflects the Company's investment in new 2017 Touring motorcycles featuring the Milwaukee-Eight™ engine.

U.S. dealer retail inventory of Harley-Davidson motorcycles was higher at the end of the third quarter of 2016 compared to the third quarter of 2015. The increase was driven by lower than expected retail sales and the initial dealer fill of model-year 2017 motorcycles. The Company is committed to its strategy to manage supply in line with demand, and it plans to reduce production in the fourth quarter of 2016 in support of its expectation for 2016 year-end U.S. retail inventory to be in line with the prior year.⁽¹⁾ The Company does expect retail inventory growth in its international markets as it plans to add a total of 36 new international dealerships in 2016.⁽¹⁾

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Segment Results

The following table includes the condensed statements of operations for the Motorcycles segment (in thousands):

| | Three months ended | | | |
|-----------------------------------|-----------------------|-----------------------|------------------------|-------------|
| | September 25, 2016 | September 27, 2015 | (Decrease) Increase | % Change |
| Revenue: | | | | |
| Motorcycles | \$788,856 | \$812,398 | \$(23,542) | (2.9)% |
| Parts & Accessories | 231,279 | 252,226 | (20,947) | (8.3) |
| General Merchandise | 65,289 | 69,008 | (3,719) | (5.4) |
| Other | 6,206 | 6,689 | (483) | (7.2) |
| Total revenue | 1,091,630 | 1,140,321 | (48,691) | (4.3) |
| Cost of goods sold | 724,611 | 746,282 | (21,671) | (2.9) |
| Gross profit | 367,019 | 394,039 | (27,020) | (6.9) |
| Selling & administrative expense | 217,946 | 212,278 | 5,668 | 2.7 |
| Engineering expense | 40,144 | 38,696 | 1,448 | 3.7 |
| Operating expense | 258,090 | 250,974 | 7,116 | 2.8 |
| Operating income from Motorcycles | \$108,929 | \$143,065 | \$(34,136) | (23.9)% |

The following table includes the estimated impact of significant factors affecting the comparability of net revenue, cost of goods sold and gross profit from the third quarter of 2015 to the third quarter of 2016 (in millions):

| | Net Revenue | Cost of Goods Sold | Gross Profit |
|---|----------------|-----------------------|-----------------|
| Three months ended September 27, 2015 | \$1,140.3 | \$746.3 | \$394.0 |
| Volume | (96.3) | (61.1) | (35.2) |
| Price, net of related cost | 23.3 | 9.2 | 14.1 |
| Foreign currency exchange rates and hedging | 8.5 | 7.7 | 0.8 |
| Shipment mix | 15.8 | 6.2 | 9.6 |
| Raw material prices | — | (2.4) | 2.4 |
| Manufacturing and other costs | — | 18.7 | (18.7) |
| Total | (48.7) | (21.7) | (27.0) |
| Three months ended September 25, 2016 | \$1,091.6 | \$724.6 | \$367.0 |

The following factors affected the comparability of net revenue, cost of goods sold and gross profit from the third quarter of 2015 to the third quarter of 2016:

• Volume decreases were driven by lower wholesale motorcycle shipments in the third quarter of 2016.

On average, wholesale prices for the Company's model-year 2016 and 2017 motorcycles are higher than the prior model-years resulting in the favorable impact on revenue during the period. The impact of revenue favorability on gross profit was partially offset by increases in cost related to additional content. Wholesale and MSRP weighted average prices of the Company's model-year 2017 motorcycles increased by approximately 2.25%. After adjusting for the cost of new content and based on assumptions regarding mix, the Company expects pricing net of cost to be up approximately 1.25 percentage points expressed as a percent of revenue.

• Gross profit was positively impacted by foreign currency due to higher revenues behind a slightly weaker U.S. dollar in the current quarter.

• Shipment mix changes positively impacted gross profit. A stronger mix of model-year 2017 Touring motorcycles that feature the Milwaukee-Eight™ engine led to mix favorability during the quarter.

• Raw material prices were lower in the third quarter of 2016 relative to the third quarter of 2015.

As the Company expected, manufacturing costs in the third quarter of 2016 were negatively impacted by costs related to the implementation of the ERP system at the Company's Kansas City manufacturing facility and the launch of the new Milwaukee-Eight™ engine. The Company's fixed cost absorption was also unfavorable as a result of lower production in the third quarter of 2016 compared to the third quarter of 2015.

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The net increase in operating expense was primarily due to the Company's increased investments in marketing and product development to drive demand. As previously disclosed, the Company is significantly increasing its investments to drive demand. The Company now expects to increase its investments in customer-facing marketing and new product development by \$60 million to \$70 million in 2016.⁽¹⁾ These investments began in the first quarter and will continue throughout 2016 and consist of primarily selling, administrative and engineering expenses.⁽¹⁾

Financial Services Segment

Segment Results

The following table includes the condensed statements of operations for the Financial Services segment (in thousands):

| | Three months ended | | | |
|--|--------------------|--------------------|---------------------|----------|
| | September 25, 2016 | September 27, 2015 | Increase (Decrease) | % Change |
| Interest income | \$ 160,005 | \$ 156,185 | \$ 3,820 | 2.4 % |
| Other income | 22,472 | 20,924 | 1,548 | 7.4 |
| Securitization and servicing income | 706 | — | 706 | — |
| Financial Services revenue | 183,183 | 177,109 | 6,074 | 3.4 |
| Interest expense | 42,573 | 41,214 | 1,359 | 3.3 |
| Provision for credit losses | 36,543 | 27,233 | 9,310 | 34.2 |
| Operating expenses | 34,620 | 35,891 | (1,271) | (3.5) |
| Financial Services expense | 113,736 | 104,338 | 9,398 | 9.0 |
| Operating income from Financial Services | \$ 69,447 | \$ 72,771 | \$ (3,324) | (4.6)% |

Interest income for the third quarter of 2016 increased primarily due to higher average receivables and a higher yield on the retail finance receivables. Other income was slightly favorable on increased credit card licensing and international revenue.

Interest expense for the third quarter of 2016 increased due primarily to a higher cost of funds, partially offset by lower average outstanding debt.

The provision for credit losses increased \$9.3 million in the third quarter of 2016 as compared to the third quarter of 2015. The retail motorcycle provision increased as a result of higher credit losses and an associated increase in the retail reserve rate. Credit losses were higher as a result of higher losses in oil-dependent areas, normalizing loan performance, and lower used motorcycle values at auction.

Changes in the allowance for credit losses on finance receivables were as follows (in thousands):

| | Three months ended | |
|------------------------------|--------------------|--------------------|
| | September 25, 2016 | September 27, 2015 |
| Balance, beginning of period | \$ 161,353 | \$ 139,231 |
| Provision for credit losses | 36,543 | 27,233 |
| Charge-offs | (35,749) | (30,203) |
| Recoveries | 9,369 | 9,122 |
| Balance, end of period | \$ 171,516 | \$ 145,383 |

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Results of Operations for the Nine Months Ended September 25, 2016
 Compared to the Nine Months Ended September 27, 2015
 Consolidated Results

| (in thousands, except earnings per share) | Nine months ended | | (Decrease) Increase | % Change |
|--|--------------------|--------------------|---------------------|----------|
| | September 25, 2016 | September 27, 2015 | | |
| Operating income from Motorcycles & Related Products | \$764,135 | \$ 869,122 | \$(104,987) | (12.1)% |
| Operating income from Financial Services | 215,391 | 219,348 | (3,957) | (1.8) |
| Operating income | 979,526 | 1,088,470 | (108,944) | (10.0) |
| Investment income | 3,754 | 5,983 | (2,229) | (37.3) |
| Interest expense | 21,968 | 4,897 | 17,071 | NM |
| Income before income taxes | 961,312 | 1,089,556 | (128,244) | (11.8) |
| Provision for income taxes | 316,327 | 379,545 | (63,218) | (16.7) |
| Net income | \$644,985 | \$ 710,011 | \$(65,026) | (9.2)% |
| Diluted earnings per share | \$3.55 | \$ 3.41 | \$0.14 | 4.1% |

Consolidated operating income was down 10.0% in the first nine months of 2016 primarily driven by a decrease in operating income from the Motorcycles segment which declined by \$105.0 million, or 12.1%, compared to the first nine months of 2015. Operating income from the Financial Services segment declined by \$4.0 million in the first nine months of 2016 compared to the first nine months of 2015. Please refer to the "Motorcycles and Related Products Segment" and "Financial Services Segment" discussions following for a more detailed discussion of the factors affecting operating income.

Corporate interest expense was higher in the first nine months of 2016 compared to the first nine months of 2015 due to the issuance of debt in the third quarter of 2015. The Company issued \$750.0 million of senior unsecured notes in the third quarter of 2015 and utilized the proceeds to fund the purchase of its common stock in the third and fourth quarters of 2015.

The effective income tax rate for the first nine months of 2016 was 32.9% compared to 34.8% for the first nine months of 2015. The 2016 income tax provision included discrete tax benefits following the closure of various tax audits during the second quarter of 2016.

Diluted earnings per share were \$3.55 in the first nine months of 2016, up 4.1% from the same period in the prior year. Diluted earnings per share benefited from lower diluted weighted average shares outstanding. Diluted weighted average shares outstanding decreased from 208.3 million in the first nine months of 2015 to 181.6 million in the first nine months of 2016, driven by the Company's repurchases of common stock. Please refer to "Liquidity and Capital Resources" for additional information concerning the Company's share repurchase activity.

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Motorcycles Retail Sales and Registration Data

Worldwide Harley-Davidson Motorcycle Retail Sales^(a)

The following table includes retail unit sales of Harley-Davidson motorcycles:

| | Nine months ended | | September 30, (Decrease) % | |
|--|-------------------|----------------|----------------------------|---------|
| | September 2016 | September 2015 | Increase | Change |
| Americas Region | | | | |
| United States | 135,581 | 142,196 | (6,615) | (4.7)% |
| Canada | 8,946 | 8,414 | 532 | 6.3 |
| Latin America | 7,064 | 8,091 | (1,027) | (12.7) |
| Total Americas Region | 151,591 | 158,701 | (7,110) | (4.5) |
| Europe, Middle East and Africa Region (EMEA) | | | | |
| Europe ^(b) | 32,590 | 30,720 | 1,870 | 6.1 |
| Other | 5,357 | 4,878 | 479 | 9.8 |
| Total EMEA Region | 37,947 | 35,598 | 2,349 | 6.6 |
| Asia Pacific Region | | | | |
| Japan | 7,631 | 7,194 | 437 | 6.1 |
| Other | 16,510 | 16,277 | 233 | 1.4 |
| Total Asia Pacific Region | 24,141 | 23,471 | 670 | 2.9 |
| Total Worldwide Retail Sales | 213,679 | 217,770 | (4,091) | (1.9)% |
| Total International Retail Sales | 78,098 | 75,574 | 2,524 | 3.3 % |

Worldwide independent dealer retail sales of Harley-Davidson motorcycles decreased 1.9% during the first nine months of 2016 compared to the first nine months of 2015. Retail sales of Harley-Davidson motorcycles increased 3.3% internationally and decreased 4.7% in the United States in the first nine months of 2016.

The Company's U.S. market share of 601+cc motorcycles for the first nine months of 2016 was 50.8%, up 0.8 percentage points compared to the same period last year (Source: Motorcycle Industry Council). The industry was down 5.6% in the first nine months of 2016.

Retail sales in the first nine months of 2016 in the EMEA region were up 6.6% compared to the first nine months of 2015 reflecting a significant increase in demand driving investments in that market and a positive reception of model-year 2017 motorcycles featuring the Milwaukee-Eight™ engine. During the first nine months of 2016, the Company's market share of 601+cc motorcycles in Europe was 10.3%, down 0.1 percentage points compared to the same period last year (Source: Association des Constructeurs Europeens de Motocycles).

In the Asia-Pacific region, retail sales increased 2.9% in the first nine months of 2016 compared to the same period last year.

Latin America retail sales in the first nine months of 2016 were down 12.7% compared to the first nine months of 2015 primarily due to a decline in Brazil, partially offset by growth in Mexico.

Retail sales in Canada were up 6.3% in the first nine months of 2016 compared to the same period last year. The Company believes the market continued to respond well to the change to a direct distribution model and pricing adjustments that were implemented with the model-year 2016 motorcycles.

Data source for retail sales figures shown above is new sales warranty and registration information provided by (a) Harley-Davidson dealers and compiled by the Company. The Company must rely on information that its dealers supply concerning retail sales and this information is subject to revision.

(b) Includes Austria, Belgium, Denmark, Finland, France, Germany, Greece, Italy, Luxembourg, Netherlands, Norway, Portugal, Spain, Sweden, Switzerland and the United Kingdom.

Table of ContentsMotorcycle Registration Data^(a)

The following table includes industry retail motorcycle registration data:

| | Nine months ended | | (Decrease) | Increase | % Change |
|------------------------------|--------------------|--------------------|------------|----------|----------|
| | September 30, 2016 | September 30, 2015 | | | |
| United States ^(b) | 263,479 | 279,013 | (15,534) |) | (5.6)% |
| Europe ^(c) | 337,695 | 313,303 | 24,392 | | 7.8% |

Data includes on-road 601+cc models. On-road 601+cc models include dual purpose models, three-wheeled (a) motorcycles and autocycles. Registration data for Harley-Davidson Street 500™ motorcycles is not included in this table.

(b) United States industry data is derived from information provided by Motorcycle Industry Council (MIC). This third party data is subject to revision and update.

Europe data includes Austria, Belgium, Denmark, Finland, France, Germany, Greece, Italy, Luxembourg,

(c) Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, and the United Kingdom. Industry retail motorcycle registration data includes 601+cc models derived from information provided by Association des Constructeurs

Europeens de Motocycles (ACEM), an independent agency. This third-party data is subject to revision and update.

Motorcycles & Related Products Segment

Motorcycle Unit Shipments

The following table includes wholesale motorcycle unit shipments for the Motorcycles segment:

| | Nine months ended | | | | Unit Increase | Unit Change |
|--------------------------------------|--------------------|--------|--------------------|--------|---------------|-------------|
| | September 25, 2016 | | September 27, 2015 | | | |
| | Units | Mix % | Units | Mix % | | |
| United States | 141,708 | 64.5 % | 141,884 | 65.0 % | (176) | (0.1)% |
| International | 78,099 | 35.5 % | 76,349 | 35.0 % | 1,750 | 2.3 |
| Harley-Davidson motorcycle units | 219,807 | 100.0% | 218,233 | 100.0% | 1,574 | 0.7 % |
| Touring motorcycle units | 89,467 | 40.7 % | 95,354 | 43.7 % | (5,887) | (6.2)% |
| Cruiser motorcycle units | 78,570 | 35.7 % | 71,753 | 32.9 % | 6,817 | 9.5 |
| Sportster® / Street motorcycle units | 51,770 | 23.6 % | 51,126 | 23.4 % | 644 | 1.3 |
| Harley-Davidson motorcycle units | 219,807 | 100.0% | 218,233 | 100.0% | 1,574 | 0.7 % |

The Company shipped 219,807 motorcycles worldwide during the first nine months of 2016, which was 0.7% higher than the first nine months of 2015. International shipments as a percent of total shipments were 35.5% in the first nine months of 2016 compared to 35.0% for the first nine months of 2015.

The shipment mix percentage of Cruiser and Sportster® / Street motorcycles increased in the first nine months of 2016 while the shipment mix percentage of Touring motorcycles decreased compared to the same period last year. The higher shipment mix of Cruiser and Sportster® / Street motorcycles was in response to strong consumer demand driven by the Company's investment in its model-year 2016 product.

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Segment Results

The following table includes the condensed statements of operations for the Motorcycles segment (in thousands):

| | Nine months ended | | | |
|-----------------------------------|-----------------------|-----------------------|------------------------|-------------|
| | September 25, 2016 | September 27, 2015 | Increase (Decrease) | % Change |
| Revenue: | | | | |
| Motorcycles | \$3,437,066 | \$3,376,356 | \$60,710 | 1.8 % |
| Parts & Accessories | 673,192 | 692,938 | (19,746) | (2.8) |
| General Merchandise | 211,664 | 212,954 | (1,290) | (0.6) |
| Other | 16,431 | 19,426 | (2,995) | (15.4) |
| Total revenue | 4,338,353 | 4,301,674 | 36,679 | 0.9 |
| Cost of goods sold | 2,773,496 | 2,670,146 | 103,350 | 3.9 |
| Gross profit | 1,564,857 | 1,631,528 | (66,671) | (4.1) |
| Selling & administrative expense | 670,086 | 645,933 | 24,153 | 3.7 |
| Engineering expense | 130,636 | 116,473 | 14,163 | 12.2 |
| Operating expense | 800,722 | 762,406 | 38,316 | 5.0 |
| Operating income from Motorcycles | \$764,135 | \$869,122 | \$(104,987) | (12.1)% |

The following table includes the estimated impact of significant factors affecting the comparability of net revenue, cost of goods sold and gross profit from the first nine months of 2015 to the first nine months of 2016 (in millions):

| | Net Revenue | Cost of Goods Sold | Gross Profit |
|---|----------------|-----------------------|-----------------|
| Nine months ended September 27, 2015 | \$4,301.7 | \$2,670.2 | \$1,631.5 |
| Volume | 0.5 | 0.1 | 0.4 |
| Price, net of related costs | 74.4 | 32.5 | 41.9 |
| Foreign currency exchange rates and hedging | (8.4) | 24.8 | (33.2) |
| Shipment mix | (29.8) | (10.5) | (19.3) |
| Raw material prices | — | (17.4) | 17.4 |
| Manufacturing and other costs | — | 73.8 | (73.8) |
| Total | 36.7 | 103.3 | (66.6) |
| Nine months ended September 25, 2016 | \$4,338.4 | \$2,773.5 | \$1,564.9 |

The following factors affected the comparability of net revenue, cost of goods sold and gross profit from the first nine months of 2015 to first nine months of 2016:

- Volume increases in 2016 were driven by the increase in wholesale motorcycle shipments offset by decreases in parts & accessories and general merchandise.

- On average, wholesale prices for the Company's model-year 2016 and 2017 motorcycles are higher than the prior model-years resulting in the favorable impact on revenue during the period. The impact of revenue favorability resulting from model-year price increases on gross profit was partially offset by increases in costs related to the additional content added to the model-year 2016 and 2017 motorcycles.

- Gross profit was negatively impacted by foreign currency due to lower hedge gains, given the significant gains experienced in the prior year, and lower revenues behind a slightly stronger U.S. dollar.

- Shipment mix changes negatively impacted gross profit primarily due to changes in motorcycle family mix.

- Raw material prices were lower in the first nine months of 2016 relative to the first nine months of 2015.

- Manufacturing costs in the first nine months of 2016 were negatively impacted by higher year-over-year costs related to the implementation of the ERP system at the Company's Kansas City manufacturing facility, the launch of the new Milwaukee-Eight™ engine, other plant inefficiencies and lost absorption. The Company's fixed cost absorption was unfavorable as a result of lower production in the first nine months of 2016 compared to the first nine months of 2015.

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The net increase in operating expense was primarily due to the Company's increased investments in marketing and product development to drive demand. Selling and administrative expenses were also higher in 2016 due to costs associated with managing the Canadian operations that the Company acquired in August 2015.

Financial Services Segment

Segment Results

The following table includes the condensed statements of operations for the Financial Services segment (in thousands):

| | Nine months ended | | | |
|--|-----------------------|-----------------------|------------------------|-------------|
| | September 25, 2016 | September 27, 2015 | Increase (Decrease) | % Change |
| Interest income | \$469,539 | \$450,037 | \$ 19,502 | 4.3 % |
| Other income | 67,739 | 63,056 | 4,683 | 7.4 |
| Securitization and servicing income | 10,227 | — | 10,227 | — |
| Financial Services revenue | 547,505 | 513,093 | 34,412 | 6.7 |
| Interest expense | 131,387 | 120,938 | 10,449 | 8.6 |
| Provision for credit losses | 97,127 | 68,655 | 28,472 | 41.5 |
| Operating expenses | 103,600 | 104,152 | (552) | (0.5) |
| Financial Services expense | 332,114 | 293,745 | 38,369 | 13.1 |
| Operating income from Financial Services | \$215,391 | \$219,348 | \$(3,957) | (1.8)% |

Interest income was higher in the first nine months of 2016 as compared to the first nine months of 2015 due to higher average receivables in the retail and wholesale portfolios, partially offset by a lower retail yield due in part to low rate promotional activity primarily in 2015. Other income was favorable primarily due to increased credit card licensing revenue, insurance commissions, and international revenue. Securitization and servicing income was higher primarily due to a \$9.3 million gain on the sale of finance receivables with a principal balance of \$301.8 million through an off-balance sheet asset-backed securitization during the second quarter of 2016. There was no comparable transaction in the prior year.

Interest expense increased due to higher average outstanding debt and an unfavorable cost of funds.

The provision for credit losses increased \$28.5 million in the first nine months of 2016. The retail motorcycle provision increased \$31.3 million in the first nine months of 2016 driven by higher credit losses and an associated increase in the retail reserve rate. Credit losses were higher as a result of higher losses on loans in oil-dependent areas, normalizing loan performance, and lower used motorcycle values at auction. The wholesale provision was favorable by \$2.0 million.

On a year-to-date basis, retail loan originations were comprised of approximately 80% prime loans and 20% sub-prime. The Company believes sub-prime originations continue to represent a significant number of retail sales to the Company at attractive returns which further reinforces the competitive advantage that HDFS brings to the Company.

Annualized credit losses for HDFS' on-balance sheet retail motorcycle loans were 1.59% through September 25, 2016 compared to 1.19% through September 27, 2015. The 30-day delinquency rate for on-balance sheet retail motorcycle loans at September 25, 2016 was 3.61% compared to 3.16% at September 27, 2015.

The Company's serviced retail motorcycle portfolio includes both on-balance sheet and off-balance sheet retail motorcycle finance receivables at September 25, 2016 as a result of the Company's second quarter 2016 off-balance sheet asset-backed securitization. Total annualized credit losses for serviced retail motorcycle loans were 1.57% through September 25, 2016. The 30-day delinquency rate for serviced retail motorcycle loans at September 25, 2016 was 3.49%. The Company's finance receivables were all on-balance sheet in 2015.

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Changes in the allowance for credit losses on finance receivables were as follows (in thousands):

| | Nine months ended | |
|------------------------------|--------------------|--------------------|
| | September 25, 2016 | September 27, 2015 |
| Balance, beginning of period | \$ 147,178 | \$ 127,364 |
| Provision for credit losses | 97,127 | 68,655 |
| Charge-offs | (101,853) | (83,939) |
| Recoveries | 32,355 | 33,303 |
| Other ^(a) | (3,291) | — |
| Balance, end of period | \$ 171,516 | \$ 145,383 |

(a) Related to the sale of finance receivables during the second quarter of 2016 with a principal balance of \$301.8 million through an off-balance sheet asset-backed securitization transaction.

Other Matters

Contractual Obligations

The Company has updated the contractual obligations table under the caption “Contractual Obligations” in Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations of the Company’s Annual Report on Form 10-K for the year ended December 31, 2015 as of September 25, 2016 to reflect the new projected principal and interest payments for the remainder of 2016 and beyond as follows (in thousands):

| | 2016 | 2017 - 2018 | 2019 - 2020 | Thereafter | Total |
|----------------------------|--------------|----------------|----------------|--------------|--------------|
| Principal payments on debt | \$ 1,019,456 | \$ 2,427,578 | \$ 2,153,909 | \$ 1,347,101 | \$ 6,948,044 |
| Interest payments on debt | 38,599 | 300,523 | 133,563 | 428,237 | 900,922 |
| | \$ 1,058,055 | \$ 2,728,101 | \$ 2,287,472 | \$ 1,775,338 | \$ 7,848,966 |

Interest obligations for floating rate instruments, as calculated above, assume rates in effect at September 25, 2016 remain constant. For purposes of the above, the principal payment balances for medium-term notes, on-balance sheet term asset-backed securitizations and senior unsecured notes are shown gross of debt issuance costs. Refer to Note 11 for a breakout of the finance costs consistent with ASU No. 2015-03.

As of September 25, 2016, there have been no other material changes to the Company’s summary of expected payments for significant contractual obligations in the contractual obligations table in the Company’s Annual Report on Form 10-K for the year ended December 31, 2015.

Commitments and Contingencies

The Company is subject to lawsuits and other claims related to environmental, product and other matters. In determining required reserves related to these items, the Company carefully analyzes cases and considers the likelihood of adverse judgments or outcomes, as well as the potential range of possible loss. The required reserves are monitored on an ongoing basis and are updated based on new developments or new information in each matter.

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Environmental Protection Agency Notice:

In December 2009, the Company received formal, written requests for information from the United States Environmental Protection Agency (EPA) regarding: (i) certificates of conformity for motorcycle emissions and related designations and labels, (ii) aftermarket parts, and (iii) warranty claims on emissions related components. The Company promptly submitted written responses to the EPA's inquiry and has engaged in discussions with the EPA. Since that time, the EPA delivered various additional requests for information to which the Company has responded. More recently, in August 2016, the Company entered into a consent decree with the EPA regarding these issues (the "Settlement"). In the Settlement the Company agreed to, among other things, pay a fine, fund a three-year emissions mitigation project, and not sell tuning products unless they are approved by the EPA or California Air Resources Board. The Company anticipates the EPA will move the court to finalize the Settlement in November 2016. The Company has a reserve associated with this matter which is included in accrued liabilities in the Consolidated Balance Sheet, and as a result, if it is finalized, the Settlement would not have a material adverse effect on the Company's financial condition or results of operations. The Settlement is not final until it is approved by the court, and if it is not approved by the court, the Company cannot reasonably estimate the impact of any remedies the EPA might seek beyond the Company's current reserve for this matter.

York Environmental Matters:

The Company is involved with government agencies and groups of potentially responsible parties in various environmental matters, including a matter involving the cleanup of soil and groundwater contamination at its York, Pennsylvania facility. The York facility was formerly used by the U.S. Navy and AMF prior to the purchase of the York facility by the Company from AMF in 1981. Although the Company is not certain as to the full extent of the environmental contamination at the York facility, it has been working with the Pennsylvania Department of Environmental Protection (PADEP) since 1986 in undertaking environmental investigation and remediation activities, including a site-wide remedial investigation/feasibility study (RI/FS). In January 1995, the Company entered into a settlement agreement (the Agreement) with the Navy, and the parties amended the Agreement in 2013 to address ordnance and explosive waste.

The Agreement calls for the Navy and the Company to contribute amounts into a trust equal to 53% and 47%, respectively, of costs associated with environmental investigation and remediation activities at the York facility (Response Costs). The trust administers the payment of the Response Costs incurred at the York facility as covered by the Agreement.

The Company has a reserve for its estimate of its share of the future Response Costs at the York facility which is included in accrued liabilities in the Consolidated Balance Sheets. While much of the work on the RI/FS is complete, it is still under agency review and given the uncertainty that exists concerning the nature and scope of additional environmental investigation and remediation that may ultimately be required under the RI/FS that is finally approved or otherwise at the York facility, the Company is unable to make a reasonable estimate of those additional costs, if any, that may result.

The estimate of the Company's future Response Costs that will be incurred at the York facility is based on reports of independent environmental consultants retained by the Company, the actual costs incurred to date and the estimated costs to complete the necessary investigation and remediation activities.

Product Liability Matters:

The Company is involved in product liability suits related to the operation of its business. The Company accrues for claim exposures that are probable of occurrence and can be reasonably estimated. The Company also maintains insurance coverage for product liability exposures. The Company believes that its accruals and insurance coverage are adequate and that product liability suits will not have a material adverse effect on the Company's consolidated financial statements.⁽¹⁾

National Highway Traffic Safety Administration Matters:

In July 2016, the National Highway Traffic Safety Administration (NHTSA) announced that it will investigate certain of the Company's model-year 2008-2011 motorcycles equipped with anti-lock braking systems (ABS). NHTSA's investigation is in response to rider complaints related to brake failures. NHTSA noted that Harley-Davidson has a two-year brake fluid replacement interval that owners either are unaware of or ignore. The Company does not believe

that a loss related to this matter is probable and no reserve has been established. However, it is possible that the outcome of NHTSA's investigation could result in future costs to the Company. Given the uncertainty that still exists concerning the resolution of this matter, the Company cannot reasonably estimate these possible future costs, if any.

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Off-Balance Sheet Arrangements

The Company participates in asset-backed financing both through asset-backed securitization transactions and through asset-backed commercial paper conduit facilities. In the Company's asset-backed financing programs, the Company transfers retail motorcycle finance receivables to special purpose entities (SPE), which are considered VIEs under U.S. GAAP. Each SPE then converts those assets into cash, through the issuance of debt. The Company retains servicing rights for all of the retail motorcycle finance receivables transferred to SPEs as part of an asset-backed financing.

The SPEs are separate legal entities that assume the risks and rewards of ownership of the retail motorcycle finance receivables they hold. The assets of the VIEs are not available to pay other obligations or claims of the Company's creditors. The Company's economic exposure related to the VIEs is generally limited to restricted cash reserve accounts, retained interests and ordinary representations and warranties and related covenants. The VIEs have a limited life and generally terminate upon final distribution of amounts owed to investors.

The accounting treatment for asset-backed financings depends on the terms of the related transaction and the Company's continuing involvement with the VIE. Most of the Company's asset backed financings do not meet the criteria to be treated as a sale for accounting purposes because, in addition to retaining servicing rights, the Company retains a financial interest in the VIE in the form of a debt security. These transactions are treated as secured borrowings. As secured borrowings, the retail motorcycle finance receivables remain on the balance sheet with a corresponding obligation reflected as debt.

During the second quarter of 2016, the Company sold finance receivables with a principal balance of \$301.8 million into a securitization VIE. The transaction met the criteria to be treated as a sale for accounting purposes and resulted in an off-balance sheet arrangement because the Company did not retain any financial interest in the VIE beyond servicing rights and ordinary representations and warranties and related covenants. Upon sale, the retail motorcycle finance receivables were removed from the Company's balance sheet, and a gain of \$9.3 million was recognized in Financial Services Revenue. For more information see Note 12.

Liquidity and Capital Resources as of September 25, 2016⁽¹⁾

Over the long-term, the Company expects that its business model will continue to generate cash that will allow it to invest in the business, fund future growth opportunities and return value to shareholders⁽¹⁾. The Company will evaluate opportunities to enhance value for its shareholders through increasing dividends and repurchasing shares. The Company believes the Motorcycles operations will continue to be primarily funded through cash flows generated by operations⁽¹⁾. The Financial Services operations have been funded with unsecured debt, unsecured commercial paper, asset-backed commercial paper conduit facilities, committed unsecured bank facilities and term asset-backed securitizations.

The Company's strategy is to maintain a minimum of twelve months of its projected liquidity needs through a combination of cash and marketable securities and availability under credit facilities. The following table summarizes the Company's cash and marketable securities and availability under credit facilities (in thousands):

| | |
|--|-------------|
| | September |
| | 25, 2016 |
| Cash and cash equivalents | \$790,284 |
| Current marketable securities | 5,038 |
| Total cash and cash equivalents and marketable securities | 795,322 |
| Credit facilities | 409,572 |
| Asset-backed U.S. commercial paper conduit facility ^(a) | 600,000 |
| Asset-backed Canadian commercial paper conduit facility ^(b) | 42,817 |
| Total availability under credit facilities | 1,052,389 |
| Total | \$1,847,711 |

(a) The U.S. commercial paper conduit facility expires on December 14, 2016. The Company anticipates that it will renew this facility prior to expiration.

(b)

The Canadian commercial paper conduit facility, which is limited to Canadian denominated borrowings, was renewed June 30, 2016. The new facility expires June 30, 2017.

The Company recognizes that it must continue to monitor and adjust its business to changes in the lending environment. The Company intends to continue with a diversified funding profile through a combination of short-term and long-term funding vehicles and to pursue a variety of sources to obtain cost-effective funding. The Financial Services operations could be

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negatively affected by higher costs of funding and increased difficulty of raising, or potential unsuccessful efforts to raise, funding in the short-term and long-term capital markets.⁽¹⁾ These negative consequences could in turn adversely affect the Company's business and results of operations in various ways, including through higher costs of capital, reduced funds available through its Financial Services operations to provide loans to independent dealers and their retail customers, and dilution to existing shareholders through the use of alternative sources of capital.

Cash Flow Activity

The following table summarizes the cash flow activity for the periods indicated (in thousands):

| | Nine months ended | |
|--|--------------------|--------------------|
| | September 25, 2016 | September 27, 2015 |
| Net cash provided by operating activities | \$927,809 | \$1,020,957 |
| Net cash used by investing activities | (378,903) | (903,764) |
| Net cash (used by) provided by financing activities | (487,531) | 358,347 |
| Effect of exchange rate changes on cash and cash equivalents | 6,700 | (13,666) |
| Net increase in cash and cash equivalents | \$68,075 | \$461,874 |

Operating Activities

The decrease in cash provided by operating activities for the first nine months of 2016 compared to the first nine months of 2015 was driven by lower net income and a \$25.0 million voluntary contribution to the Company's qualified pension plan. No voluntary contributions were made to the pension plan in 2015. There are no required or planned contributions to the qualified pension plan for the remainder of 2016.⁽¹⁾ The Company expects it will continue to make on-going benefit payments under the SERPA and postretirement healthcare plans.⁽¹⁾

Investing Activities

The Company's investing activities consist primarily of capital expenditures and net changes in finance receivables. Capital expenditures were \$162.7 million in the first nine months of 2016 compared to \$139.1 million in the same period last year. Net cash outflows for finance receivables for the first nine months of 2016 were \$150.5 million lower than in the same period last year due primarily to a decrease in retail motorcycle loan originations during the first nine months of 2016. In the second quarter of 2016, the Company completed a sale of finance receivables through an off-balance sheet asset-backed securitization transaction. The proceeds from the sale of finance receivables were \$312.6 million.

Financing Activities

The Company's financing activities consist primarily of share repurchases, dividend payments and debt activity. Cash outflows for share repurchases were \$374.2 million in the first nine months of 2016 compared to \$894.6 million in the same period last year. Share repurchases during the first nine months of 2016 included 8.2 million shares of common stock related to discretionary share repurchases as well as shares of common stock that employees surrendered to satisfy withholding taxes in connection with the vesting of restricted stock awards. As of September 25, 2016, there were 20.9 million shares remaining on board-approved share repurchase authorizations.

The Company paid dividends of \$1.05 and \$0.93 per share totaling \$190.4 million and \$191.5 million during the first nine months of 2016 and 2015, respectively.

Financing cash flows related to debt activity resulted in net cash inflows of \$38.4 million in the first nine months of 2016 compared to net cash inflows of \$1,439.9 million in the first nine months of 2015. The Company's total outstanding debt consisted of the following (in thousands):

| | September 25, 2016 | September 27, 2015 |
|---|--------------------|--------------------|
| Unsecured commercial paper | \$ 1,055,428 | \$ 990,049 |
| Asset-backed Canadian commercial paper conduit facility | 140,488 | 158,712 |
| Medium-term notes, net | 4,063,510 | 3,325,032 |
| Senior unsecured notes, net | 741,144 | 741,057 |
| Term asset-backed securitization debt, net | 925,619 | 1,701,732 |
| Total debt | \$ 6,926,189 | \$ 6,916,582 |

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To access the debt capital markets, the Company relies on credit rating agencies to assign short-term and long-term credit ratings. Generally, lower credit ratings result in higher borrowing costs and reduced access to debt capital markets. A credit rating agency may change or withdraw the Company's ratings based on its assessment of the Company's current and future ability to meet interest and principal repayment obligations. The Company's short-term debt ratings affect its ability to issue unsecured commercial paper. The Company's short- and long-term debt ratings as of September 25, 2016 were as follows:

| | Short-Term | Long-Term | Outlook |
|-------------------|------------|-----------|---------|
| Moody's | P2 | A3 | Stable |
| Standard & Poor's | A2 | A- | Stable |
| Fitch | F1 | A | Stable |

Credit Facilities – On April 7, 2016, the Company entered into a \$765.0 million five-year credit facility to refinance and replace a \$675.0 million five-year credit facility that was due to mature in April 2017. The new five-year credit facility matures in April 2021. The Company also has a \$675.0 million five-year credit facility which matures in April 2019. The new five-year credit facility and the existing five-year credit facility (together, the Global Credit Facilities) bear interest at variable interest rates, which may be adjusted upward or downward depending on certain criteria, such as credit ratings. The Global Credit Facilities also require the Company to pay a fee based on the average daily unused portion of the aggregate commitments under the Global Credit Facilities. The Global Credit Facilities are committed facilities and primarily used to support the Company's unsecured commercial paper program. During the second quarter of 2016, the Company entered into an additional \$25.0 million credit facility which expires May 24, 2017. The \$25.0 million credit facility bears interest at variable interest rates, and the Company must pay a fee based on the unused portion of the \$25.0 million commitment.

Unsecured Commercial Paper – Subject to limitations, the Company could issue unsecured commercial paper of up to \$1.44 billion as of September 25, 2016 supported by the Global Credit Facilities, as discussed above. Outstanding unsecured commercial paper may not exceed the unused portion of the Global Credit Facilities. Maturities may range up to 365 days from the issuance date. The Company intends to repay unsecured commercial paper as it matures with additional unsecured commercial paper or through other means, such as borrowing under the Global Credit Facilities, borrowing under its asset-backed U.S. commercial paper conduit facility or through the use of operating cash flow and cash on hand.⁽¹⁾

Medium-Term Notes – The Company had the following medium-term notes (collectively, the Notes) issued and outstanding at September 25, 2016 (in thousands):

| Principal Amount | Rate | Issue Date | Maturity Date |
|------------------|-------|----------------|----------------|
| \$400,000 | 2.70% | January 2012 | March 2017 |
| \$400,000 | 1.55% | November 2014 | November 2017 |
| \$877,488 | 6.80% | May 2008 | June 2018 |
| \$600,000 | 2.25% | January 2016 | January 2019 |
| \$600,000 | 2.40% | September 2014 | September 2019 |
| \$600,000 | 2.15% | February 2015 | February 2020 |
| \$600,000 | 2.85% | January 2016 | January 2021 |

The Notes provide for semi-annual interest payments and principal due at maturity. Unamortized discount and debt issuance costs on the Notes reduced the outstanding balance by \$14.0 million and \$12.9 million at September 25, 2016 and September 27, 2015, respectively.

There were no medium-term notes issued during the second or third quarters of 2016. During the first quarter of 2016, the Company issued \$600.0 million (\$597.2 million net of discount and issuance costs) of medium-term notes that mature in January 2019 and have an annual interest rate of 2.25%, and \$600.0 million (\$596.3 million net of discount and issuance costs) of medium-term notes that mature in January 2021 and have an annual interest rate of 2.85%.

There were no medium-term notes issued during the second or third quarters of 2015. During the first quarter of 2015, the Company issued \$600.0 million (\$595.4 million net of discount and issuance costs) of medium-term notes which mature in February 2020 and have an annual interest rate of 2.15%.

There were no medium-term note maturities during the second or third quarters of 2016. During the first quarter of 2016, \$450.0 million of 3.88% medium-term notes matured, and the principal and accrued interest were paid in full. During the third quarter of 2015, \$600.0 million of 1.15% medium-term notes matured, and the principal and accrued interest were paid in full. There were no other maturities during the first nine months of 2015.

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During the third quarter of 2016, the Company repurchased \$1.2 million of its 6.80% medium-term notes which mature in June 2018. As a result, the Company recognized in financial services interest expense \$0.1 million for losses on the extinguishment of debt, which included unamortized discounts and fees. There were no other repurchases made during the first nine months of 2016 or 2015.

Senior Unsecured Notes – In July 2015, the Company issued \$750.0 million of senior unsecured notes. The senior unsecured notes provide for semi-annual interest payments and principal due at maturity. \$450.0 million (\$444.4 million net of discount and issuance costs) of the senior unsecured notes mature in July 2025 and have an interest rate of 3.50%, and \$300.0 million (\$296.0 million net of discount and issuance costs) of the senior unsecured notes mature in July 2045 and have an interest rate of 4.625%. The Company used the proceeds from the debt to repurchase shares of its common stock in 2015.

Asset-Backed Canadian Commercial Paper Conduit Facility –The Company has a revolving facility agreement (Canadian Conduit) with a Canadian bank-sponsored asset-backed commercial paper conduit. Under the agreement, the Canadian Conduit is contractually committed, at the Company's option, to purchase from the Company eligible Canadian retail motorcycle finance receivables for proceeds up to C\$240 million. The transferred assets are restricted as collateral for the payment of the debt. The terms for this facility provide for interest on the outstanding principal based on prevailing market interest rates plus a specified margin. The Canadian Conduit also provides for a program fee and an unused commitment fee based on the unused portion of the total aggregate commitment of C\$240 million. There is no amortization schedule; however, the debt is reduced monthly as available collections on the related finance receivables are applied to outstanding principal. Upon expiration of the Canadian Conduit, any outstanding principal will continue to be reduced monthly through available collections. The contractual maturity of the debt is approximately 5 years. Unless earlier terminated or extended by mutual agreement of the Company and the lender, as of September 25, 2016, the Canadian Conduit has an expiration date of June 30, 2017.

The following table includes quarterly transfers of Canadian retail motorcycle finance receivables to the Canadian Conduit and the respective proceeds (in thousands):

| | 2016 | | 2015 | |
|----------------|-----------|----------|-----------|----------|
| | Transfers | Proceeds | Transfers | Proceeds |
| First Quarter | \$6,600 | \$5,800 | \$19,200 | \$16,800 |
| Second Quarter | 31,400 | 27,500 | 26,800 | 23,400 |
| Third Quarter | — | — | 33,100 | 29,000 |
| | \$38,000 | \$33,300 | \$79,100 | \$69,200 |

Asset-Backed U.S. Commercial Paper Conduit Facility VIE – On December 14, 2015, the Company entered into a new revolving facility agreement (U.S. Conduit) with a third party bank-sponsored asset-backed U.S. commercial paper conduit, which provides for a total aggregate commitment of \$600.0 million. The prior agreement expired on December 14, 2015 and had similar terms. At September 25, 2016 and September 27, 2015, the Company had no outstanding borrowings under the U.S. Conduit.

This debt provides for interest on outstanding principal based generally on prevailing commercial paper rates or LIBOR to the extent the advance is not funded by a conduit lender through the issuance of commercial paper plus, in each case, a program fee based on outstanding principal. The U.S. Conduit also provides for an unused commitment fee based on the unused portion of the total aggregate commitment of \$600.0 million. There is no amortization schedule; however, the debt will be reduced monthly as available collections on the related finance receivable collateral are applied to outstanding principal. Upon expiration of the U.S. Conduit, any outstanding principal will continue to be reduced monthly through available collections. Unless earlier terminated or extended by mutual agreement of the Company and the lenders, as of September 25, 2016, the U.S. Conduit expires December 14, 2016.

Asset-Backed Securitization VIEs – For all of its asset-backed securitization transactions, the Company transfers U.S. retail motorcycle finance receivables to separate VIEs, which in turn issue secured notes with various maturities and interest rates to investors. All of the notes held by the VIEs are secured by future collections of the purchased U.S. retail motorcycle finance receivables. The U.S. retail motorcycle finance receivables included in the asset-backed securitization transactions are not available to pay other obligations or claims of the Company's creditors until the associated debt and other obligations are satisfied. Restricted cash balances held by the VIEs are used only to support

the securitizations.

The accounting treatment for asset-backed securitizations depends on the terms of the related transaction and the Company's continuing involvement with the VIE. Most of the Company's asset-backed securitizations do not meet the criteria to be accounted for as a sale because, in addition to retaining servicing rights, the Company retains a financial interest in the VIE in the form of a debt security. These transactions are treated as secured borrowings. As secured borrowings, the retail

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motorcycle finance receivables remain on the balance sheet with a corresponding obligation reflected as debt. There is no amortization schedule for the secured notes; however, the debt is reduced monthly as available collections on the related retail motorcycle finance receivables are applied to outstanding principal. The secured notes' contractual lives have various maturities ranging from 2016 to 2022.

There were no on-balance sheet term asset-backed securitization transactions during the nine months ended September 25, 2016. There were no on-balance sheet term asset-backed securitization transactions during the third quarter of 2015. During the first and second quarters of 2015, the Company issued \$700.0 million and \$500.0 million (\$697.6 million and \$498.1 million net of discount and issuance costs), respectively, of secured notes through on-balance sheet term asset-backed securitization transactions.

During the second quarter of 2016, the Company sold U.S. retail motorcycle finance receivables with a principal balance of \$301.8 million into an asset-backed securitization VIE. The transaction met the criteria to be treated as a sale for accounting purposes because the Company did not retain any financial interest in the VIE beyond servicing rights and ordinary representations and warranties and related covenants. Upon the sale, the retail motorcycle finance receivables were removed from the Company's balance sheet and a gain of \$9.3 million was recognized in Financial Services Revenue. For more information see Note 12.

Intercompany Borrowing – HDFFS and the Company have had in effect term loan agreements under which HDFFS borrowed from the Company. As of September 25, 2016, and September 27, 2015, there were no intercompany loans outstanding. The intercompany loan balance of \$250 million outstanding as of December 31, 2014 was repaid during the first quarter of 2015. The term loan balances and related interest are eliminated in the Company's consolidated financial statements.

Support Agreement - The Company has a support agreement with HDFFS whereby, if required, the Company agrees to provide HDFFS with financial support to maintain HDFFS' fixed-charge coverage at 1.25 and minimum net worth of \$40.0 million. Support may be provided at the Company's option as capital contributions or loans. Accordingly, certain debt covenants may restrict the Company's ability to withdraw funds from HDFFS outside the normal course of business. No amount has ever been provided to HDFFS under the support agreement.

Operating and Financial Covenants – HDFFS and the Company are subject to various operating and financial covenants related to the credit facilities and various operating covenants under the Notes and the U.S. and Canadian asset-backed commercial paper conduit facilities. The more significant covenants are described below.

The operating covenants limit the Company's and HDFFS' ability to:

- assume or incur certain liens;
- participate in certain mergers or consolidations; and
- purchase or hold margin stock.

Under the current financial covenants of the Global Credit Facilities, the consolidated debt to equity ratio of HDFFS cannot exceed 10.00 to 1.00 as of the end of any fiscal quarter. In addition, the ratio of the Company's consolidated debt to the Company's consolidated debt and equity, in each case excluding the debt of HDFFS and its subsidiaries, cannot exceed 0.70 to 1.00 as of the end of any fiscal quarter. No financial covenants are required under the Notes or the U.S. or Canadian asset-backed commercial paper conduit facilities.

At September 25, 2016, HDFFS and the Company remained in compliance with all of the then existing covenants.

Cautionary Statements

The Company's ability to meet the targets and expectations noted depends upon, among other factors, the Company's ability to:

- (i) execute its business strategy,
- (ii) manage through changes in general economic conditions, including changing capital, credit and retail markets, and political events,
- (iii) prevent a cybersecurity breach involving consumer, employee, dealer, supplier, or Company data and respond to evolving regulatory requirements regarding data security,
- (iv) drive demand by executing its marketing strategy of appealing to and growing sales to multi-generational and multi-cultural customers worldwide in an increasingly competitive marketplace,
- (v)

manage the impact that prices for and supply of used motorcycles may have on its business, including on retail sales of new motorcycles and collections,

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- (vi) develop and introduce products, services and experiences that are successful in the marketplace,
- (vii) balance production volumes for its new motorcycles with consumer demand, including in circumstances where competitors may be supplying new motorcycles to the market in excess of demand at reduced prices, prevent and detect any issues with its motorcycles or any associated manufacturing processes to avoid delays in
- (viii) new model launches, recall campaigns, regulatory agency investigations, increased warranty costs or litigation and adverse effects on its reputation and brand strength,
- (ix) manage the credit quality, the loan servicing and collection activities, and the recovery rates of HDFS' loan portfolio,
- (x) accurately estimate and adjust to fluctuations in foreign currency exchange rates, interest rates and commodity prices,
- (xi) effectively execute reorganization actions within expected costs and realize the expected benefits of those actions, continue to develop the capabilities of its distributors and dealers and manage the risks that its independent
- (xii) dealers may have difficulty obtaining capital and managing through changing economic conditions and consumer demand,
- (xiii) manage risks that arise through expanding international manufacturing, operations and sales,
- (xiv) manage through the effects inconsistent and unpredictable weather and weather patterns may have on retail sales of motorcycles,
- (xv) manage supply chain issues, including quality issues and any unexpected interruptions or price increases caused by raw material shortages or natural disasters,
- (xvi) implement and manage enterprise-wide information technology systems, including systems at its manufacturing facilities,
- (xvii) manage changes and prepare for requirements in legislative and regulatory environments for its products, services and operations,
- (xviii) retain and attract talented employees,
- (xix) manage its exposure to product liability claims and commercial or contractual disputes,
- (xx) execute its flexible production strategy,
- (xxi) adjust to healthcare inflation and reform, pension reform and tax changes,
- (xxii) successfully access the capital and/or credit markets on terms (including interest rates) that are acceptable to the Company and within its expectations, and
- (xxiii) continue to manage the relationships and agreements that the Company has with its labor unions to help drive long-term competitiveness.

In addition, the Company could experience delays or disruptions in its operations as a result of work stoppages, strikes, natural causes, terrorism or other factors. Further, actual foreign currency exchange rates may vary from underlying assumptions. Other factors are described in risk factors that the Company has disclosed in documents previously filed with the Securities and Exchange Commission.

Many of these risk factors are impacted by the current changing capital, credit and retail markets and the Company's ability to manage through inconsistent economic conditions.

The Company's ability to sell its motorcycles and related products and services and to meet its financial expectations also depends on the ability of the Company's independent dealers to sell its motorcycles and related products and services to retail customers. The Company depends on the capability and financial capacity of its independent dealers to develop and implement effective retail sales plans to create demand for the motorcycles and related products and services they purchase from the Company.

In addition, the Company's independent dealers and distributors may experience difficulties in operating their businesses and selling Harley-Davidson motorcycles and related products and services as a result of weather, economic conditions or other factors.

In recent years, HDFS has experienced historically low levels of retail credit losses, but there is no assurance that this will continue. The Company believes that HDFS' retail credit losses may increase over time due to changing consumer credit

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behavior and HDFS' efforts to increase prudently structured loan approvals to sub-prime borrowers, as well as actions that Harley-Davidson has taken and could take that impact motorcycle values.

Refer to "Risk Factors" under Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2015 for a discussion of additional risk factors and a more complete discussion of some of the cautionary statements noted above.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company's earnings related to its operations outside the U.S. are impacted by changes in foreign currency exchange rates. The majority of the Company's exposure relates to the Euro, the Australian dollar, the Japanese yen, Canadian dollar, Mexican peso and the Brazilian real. A weakening in foreign currencies relative to the U.S. dollar will generally have an adverse effect on revenue related to sales made in those foreign currencies offset by a corresponding positive impact from natural hedges created by the operating costs incurred in those same foreign currencies. As the majority of the Company's manufacturing occurs in the U.S., the Company's operating expenses paid in foreign currencies generally include limited manufacturing costs and the selling and administrative costs incurred at the Company's international locations. In addition, to the extent the Company carries foreign-denominated cash, receivables or accounts payable, those amounts are also exposed to foreign currency revaluations that can impact the Company's earnings.

The Company also uses derivative financial instruments to hedge a portion of the forecasted cash flows in its key foreign currencies. These instruments generally have terms of up to 12 months and are purchased over time so that at any point in time some portion of the next 12 months of expected foreign currency exposure is hedged. The hedging instruments allow the Company to lock in the exchange rate on future foreign currency cash flows based on the forward rates available at the time of purchase. The level of gain or loss on these instruments will depend on the spread between the forward rate and the corresponding spot rate at the date the instruments are settled.

Refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2015 for further information concerning the Company's market risk. There have been no material changes to the market risk information included in the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

In accordance with Rule 13a-15(b) of the Securities Exchange Act of 1934 (the Exchange Act), as of the end of the period covered by this Quarterly Report on Form 10-Q, the Company's management evaluated, with the participation of the Company's President and Chief Executive Officer and the Senior Vice President and Chief Financial Officer, the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). Based upon their evaluation of these disclosure controls and procedures, the President and Chief Executive Officer and the Senior Vice President and Chief Financial Officer have concluded that the disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report on Form 10-Q to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time period specified in the Securities and Exchange Commission rules and forms, and to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its President and Chief Executive Officer and Senior Vice President and Chief Financial Officer, as appropriate, to allow timely decisions regarding disclosure.

Changes in Internal Controls

During the quarter ended September 25, 2016, the Company implemented its ERP system at its Kansas City manufacturing facility. The implementation impacted sales order processes, procurement, manufacturing, costing, general ledger and financial reporting processes. The Company followed a system development process that required significant pre-implementation planning, design and testing to ensure an ongoing effective control environment. There were no other changes in the Company's internal control over financial reporting during the quarter ended September 25, 2016 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II – OTHER INFORMATION

Item 1 – Legal Proceedings

The information required under this Item 1 of Part II is contained in Item 1 of Part I of this Quarterly report on Form 10-Q in Note 18 of the Notes to Consolidated Financial Statements, and such information is incorporated herein by reference in this Item 1 of Part II.

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

The following table contains detail related to the Company's repurchase of its common stock based on the date of trade during the quarter ended September 25, 2016:

| 2016 Fiscal Month | Total Number of Shares Purchased (a) | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs |
|---------------------------|--------------------------------------|------------------------------|--|--|
| June 27 to July 31 | 1,033,391 | \$ 48 | 1,033,391 | 22,002,285 |
| August 1 to August 28 | 432,723 | \$ 53 | 432,723 | 21,568,310 |
| August 29 to September 25 | 629,011 | \$ 52 | 629,011 | 20,938,285 |
| Total | 2,095,125 | \$ 50 | 2,095,125 | |

(a) Includes discretionary share repurchases and shares of common stock that employees surrendered to satisfy withholding taxes in connection with the vesting of restricted stock awards

In June 2015, the Company's Board of Directors authorized the Company to repurchase up to 15.0 million shares of its common stock with no dollar limit or expiration date. The Company repurchased 2.1 million shares on a discretionary basis during the quarter ended September 25, 2016 under this authorization. As of September 25, 2016, 0.9 million shares remained under this authorization.

Additionally, in February 2016, the Company's Board of Directors authorized the Company to repurchase up to 20.0 million shares of its common stock with no dollar limit or expiration date which superseded the share repurchase authority granted by the Board of Directors in December 1997. The Company made no discretionary share repurchases during the quarter ended September 25, 2016 under this authorization. As of September 25, 2016, 20.0 million shares remained under this authorization.

Under the share repurchase authorizations, the Company's common stock may be purchased through any one or more of a Rule 10b5-1 trading plan and discretionary purchases on the open market, block trades, accelerated share repurchases or privately negotiated transactions. The number of shares repurchased, if any, and the timing of repurchases will depend on a number of factors, including share price, trading volume and general market conditions, as well as on working capital requirements, general business conditions and other factors. The repurchase authority has no expiration date but may be suspended, modified or discontinued at any time.

The Harley-Davidson, Inc. 2014 Incentive Stock Plan and predecessor stock plans permit participants to satisfy all or a portion of the statutory federal, state and local withholding tax obligations arising in connection with plan awards by electing to (a) have the Company withhold shares otherwise issuable under the award, (b) tender back shares received in connection with such award or (c) deliver other previously owned shares, in each case having a value equal to the amount to be withheld. During the third quarter of 2016, the Company acquired 4,445 shares of common stock that employees presented to the Company to satisfy withholding taxes in connection with the vesting of restricted stock awards.

Item 6 – Exhibits

Refer to the Exhibit Index on page 67 of this report.

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SIGNATURES

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

HARLEY-DAVIDSON, INC.

Date: November 3, 2016 /s/ John A. Olin

John A. Olin
Senior Vice President and
Chief Financial Officer
(Principal financial officer)

Date: November 3, 2016 /s/ Mark R. Kornetzke

Mark R. Kornetzke
Chief Accounting Officer
(Principal accounting officer)

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Harley-Davidson, Inc.
Exhibit Index to Form 10-Q

| Exhibit No. | Description |
|-------------|--|
| 10.1* | Harley-Davidson Management Deferred Compensation Plan as amended and restated effective January 1, 2017 |
| 31.1 | Chief Executive Officer Certification pursuant to Rule 13a-14(a) |
| 31.2 | Chief Financial Officer Certification pursuant to Rule 13a-14(a) |
| 32.1 | Written Statement of the Chief Executive Officer and the Chief Financial Officer pursuant to 18 U.S.C. §1350 |
| 101 | Financial statements from the quarterly report on Form 10-Q of Harley-Davidson, Inc. for the quarter ended September 25, 2016, filed on November 3, 2016, formatted in XBRL: (i) the Consolidated Statements of Income; (ii) the Consolidated Statements of Comprehensive Income; (iii) the Consolidated Balance Sheets; (iv) the Consolidated Statements of Cash Flows; and (v) the Notes to Consolidated Financial Statements. |

* Represents a management contract or compensatory plan, contract or arrangement in which a director or named executive officer of the Company participated.